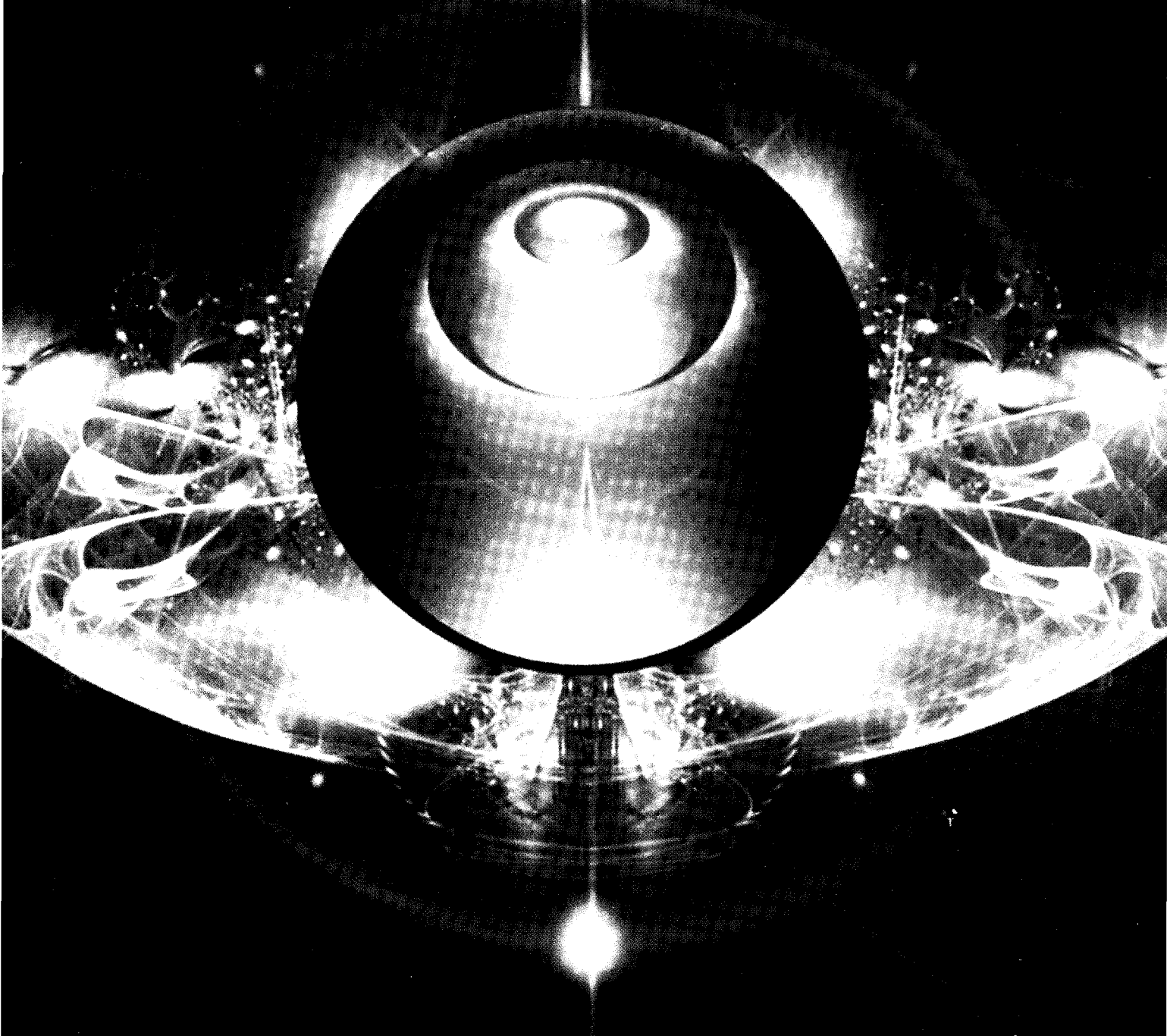


SANTOSH Fine-Fab Ltd.
Mumbai

2008-2009

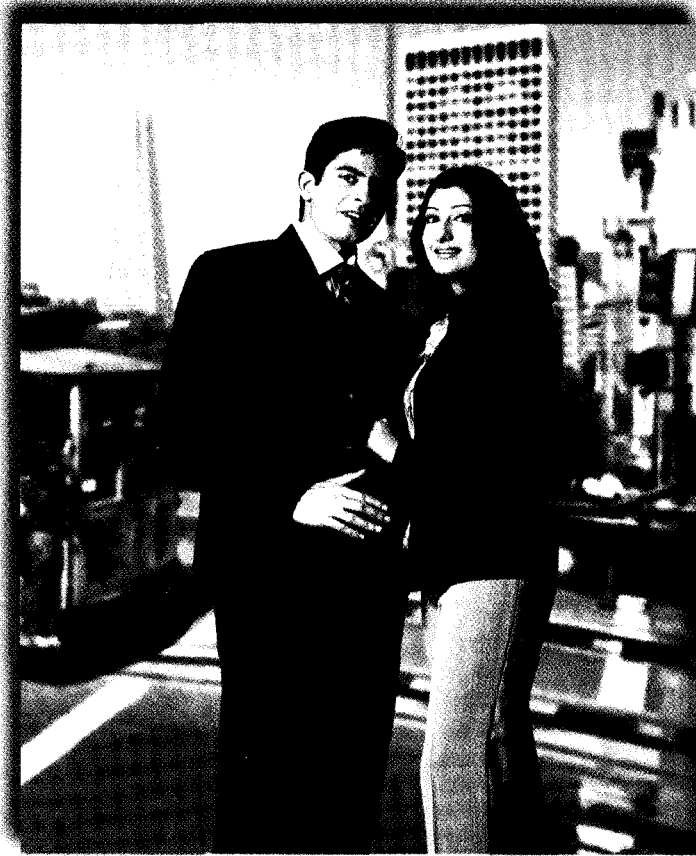
27TH ANNUAL REPORT



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27TH ANNUAL REPORT 2008-2009

BOARD OF DIRECTORS

SHRI SANTOSH R.TULSIYAN	CHAIRMAN & MANAGING DIRECTOR
SHRI SUBHASH R. TULSIYAN	EXECUTIVE DIRECTOR
SHRI ASHOK V. TULSIYAN	DIRECTOR
SHRI SANJEEV D.SARAN	DIRECTOR
SHRI RADHABALLABH TIBREWAL	DIRECTOR
SHRI ASHARAM S.RUNGTA	DIRECTOR

AUDITORS

M/S. BHUWANIA & AGRAWAL ASSOCIATES
CHARTERED ACCOUNTANTS

BANKERS

STATE BANK OF INDIA

REGISTERED OFFICE

112, SANJAY BUILDING NO.6,
MITTAL ESTATE, ANDHERI (E),
MUMBAI 400 059.

FACTORY

PLOT NO. L-40, F1/22,
M.I.D.C., TARAPUR,
POST : BOISOR, DIST. : THANE.
MAHARASHTRA.

SHARE TRANSFER AGENTS

ADROIT CORPORATE SERVICES PVT.LTD.
19,JAFERBHOY INDUSTRIAL ESTATE, 1ST FLOOR,
MAKWANA ROAD, MAROL NAKA,
ANDHERI EAST, MUMBAI 400 059.

NOTICE**SANTOSH FINE FAB LIMITED**

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of SANTOSH FINE-FAB LIMITED will be held at 112, Sanjay Bldg No. 6, Mittal Estate, Mumbai – 400 059 on Friday, the 25th September, 2009 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2009 and the Balance Sheet as on that date together with the Directors' and Auditors' Reports.
2. To appoint a Director in place of Shri Santosh R. Tulsiyan, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Subhash R. Tulsiyan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to the appointment for a period of five years commencing from 05-10-2009 and payment of remuneration to Shri Santosh R. Tulsiyan, the Chairman & Managing Director of the Company, on the terms and condition as are set out in the Draft Agreement proposed to be entered into between the Company and Shri Santosh R. Tulsiyan, which Draft Agreement is hereby approved, with the liberty and power to the Board of Directors (including its Committee constituted for the purpose) to grant increments and to alter and vary the terms and conditions thereof, so as not to exceed the remuneration limits as specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto;

RESOLVED FURTHER THAT if in any Financial Year the Company has no profits or its profits are inadequate, Shri Santosh R. Tulsiyan shall be entitled to receive the same remuneration, perquisite and benefits, subject to the compliance with the applicable provisions of Schedule XIII of the Act, if and to the extent necessary, with the approval of the Central Government.”

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

“RESOLVED THAT pursuant to the provisions of sections 198, 269, 309 read with Schedule XIII and all other applicable provisions if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to the appointment for a period of five years commencing from 05-10-2009 of and payment of remuneration to Shri Subhash R. Tulsiyan, the Executive Director of the Company, on the terms and conditions as are set out in the Draft Agreement proposed to be entered into between the Company and Shri Subhash R. Tulsiyan, which Draft Agreement is hereby approved, with the liberty and power to the Board of Directors (including its Committee constituted for the purpose) to grant increments and to alter and vary the terms and conditions thereof, so as not to exceed the remuneration limits as specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto;

RESOLVED FURTHER THAT if in any Financial Year the Company has no profits or its profits are inadequate, Shri Santosh R. Tulsiyan shall be entitled to receive the same remuneration, perquisite and benefits, subject to the compliance with the applicable provisions of Schedule XIII of the Act, if and to the extent necessary, with the approval of the Central Government.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE MEETING.
2. Members/Proxies should bring the attendance slip duly filed in for attending the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 18th September, 2009 to Friday, the 25th September, 2009 (both days inclusive).
4. The Securities & Exchange Board of India has made trading in the shares of the Company compulsory in dematerialized form for all investors with effect from 30th April, 2001. The Equity Shares of the Company have been allotted International Securities Identification Number (ISIN) INE612D01018.
5. Since the Company's shares are traded compulsorily in dematerialized form, to ensure better service and elimination of risk of holding shares in physical form, we request shareholders holding shares in physical form to dematerialize their shares at the earliest.
6. Equity Shares of the Company are listed on the Bombay Stock Exchange Limited. The Company has paid the annual listing fee to the Bombay Stock Exchange Limited.
7. A brief resume of the directors proposed to be reappointed vide item nos. 2 and 3 in the Notice are as follows:

Shri Santosh R. Tulsiyan have Diploma in Textile Management from SASMIRA & possesses vast knowledge of Textile Industries and has over 30 years experience of Finance and Administration in the textile industry. He has been associated with the Company since April, 1987.

Shri Subhash R. Tulsiyan possesses vast knowledge and has over 25 years experience by virtue of his long association with the textile industry. He has been associated with the Company since May, 1992.
8. As per the provisions of the Companies Act, 1956, facility for making nominations is available to the shareholders in respect of the shares held by them in the prescribed Form No.2B. Shareholders are requested to avail this facility.
9. Members intending to require information about the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
10. Members are requested to consolidate the multiple folios existing in the same names and in identical orders so as to facilitate better and efficient service. Consolidation of folios does not amount to transfer of shares and therefore, no stamp duty or other expenses are payable.
11. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is as follow:

Item 5&6: Shri Santosh R. Tulsiyan was appointed as the Managing Director and Shri Subhash R. Tulsiyan were appointed as the Executive Director for a period of five years with effect from 05-10-2004, The Board of Directors of the Company has re-appointed Shri Santosh R. Tulsiyan as the Managing Director and Shri Subhash R. Tulsiyan as the Executive Director for a further period of five years commencing from 05-10-2009. The terms and conditions including remuneration payable to them are set out in the draft of the agreement to be entered into between Company and Shri Santosh R. Tulsiyan and Shri Subhash R. Tulsiyan respectively which contains the following principle terms and conditions:

1. Remuneration:
Shri Santosh R. Tulsiyan: Salary: Rs.20000/- p.m.
Shri Subhash R. Tulsiyan: Salary: Rs.20000/- p.m.

Perquisites and allowances: In addition to the salary, the Managing Director and the Executive Director shall also be entitled to perquisites like accommodation, house maintenance allowance, together with utilities thereof such as gas, electricity, water, furnishings, repairs, medical reimbursement, accidental insurance, leave travel concession for himself and his family, club fees etc. in accordance with the Rules of the Company or as may be agreed to by the Board of Directors. Such perquisites to be restricted to Rs.1.00 Lac per annum or such other limit as may be permitted by the competent authority.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. However, provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for calculating the said ceiling. Similarly, the Company's contribution to Provident Fund, Superannuation and Annuity fund, to the extent these either singly or together are not taxable under the Income tax Act, 1961, Gratuity payable under the Rules of the Company and encashment of leave at the end of tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

Overall Remuneration: The aggregate of salary and perquisites in any one financial year shall not exceed the limits prescribed or to be prescribed from time to time under Section 198, 309 and other applicable provision of the Companies Act, 1956, read with Schedule XIII to the said Act as may for the time being be in force.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director and the Executive Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of the Schedule XIII to the Companies Act, 1956.

The draft Agreement between the Company and Shri Santosh R. Tulsiyan and Shri Subhash R. Tulsiyan respectively, are available for inspection by the members of Company at its Registered Office on any working day upto the date of ensuing Annual general Meeting between 11.00 a.m. to 1.00 p.m..

The above payment of remuneration has been approved by the Remuneration Committee. In compliance with the provision of the Companies Act, 1956, the terms of appointment and the terms of remuneration specified above are now being placed before the members in the General Meeting for their approval.

Shri Santosh R. Tulsiyan being director is relative of Shri Subhash R. Tulsiyan and is concerned or interested in the resolution at item no.5.

Shri Subhash R. Tulsiyan, being director is relative of Shri Santosh R. Tulsiyan and is concerned or interested in the resolution at item no.6.

BY THE ORDER OF THE BOARD

(SUBHASH R TULSIYAN)
EXECUTIVE DIRECTOR

Registered Office:
112, Sanjay Bldg No.6,
Mittal Estate,
Mumbai 400059.
Dated: 26.06.2009

SANTOSH FINE FAB LIMITED

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors present to you the Twenty Seventh Annual Report of the Company with the Audited Statement of Accounts for the year ended on 31st March, 2009.

FINANCIAL RESULTS

	(RS. IN LACS)	
PARTICULARS	2008-2009	2007-2008
Sales and other Income	2498.12	2793.
Profit before Tax	4.58	5.24
Profit after Tax	0.56	7.30
Profit brought forward	118.05	110.75
Balance available for appropriation	118.61	118.05
Total Balance carried forward to balance Sheet after all adjustments	118.61	118.05

DIVIDEND

Due to insufficient profits, your directors express their inability to recommend payment of dividend for the year under review.

DIRECTORS

Shri Santosh R. Tulsiyan and Shri Subhash R. Tulsiyan, Directors of the Company, retire by rotation and being eligible offer themselves for re-appointment. The Board recommends their re-appointment.

AUDITORS

Your company's auditors M/s Bhuwania & Agrawal Associates retire and are eligible for reappointment. You are requested to reappoint auditors and fix their remuneration.

CORPORATE GOVERNANCE

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's auditors confirming the compliance of conditions on Corporate Governance as stipulated in the said clause 49 of the Listing Agreement is annexed thereto.

COMPLIANCE CERTIFICATE

The Ministry of Corporate Affairs, vide notification dated 5th January, 2009 extended the exemption for appointment of Company Secretary in the whole time employment of the Company from a paid up capital of Rs. 2 crores to Rs. 5 crores. However, the Companies in question are required to furnish a Compliance Certificate from a Company Secretary in whole time practice. The Compliance Certificate obtained from Mrs. Lalita Lath, Practising Company Secretary is annexed.

PERSONNEL

During the year under review no employee has drawn salary exceeding the limits stated in Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

Information pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Directors) Rules, 1988 are set out in the annexure "A" forming part of this report.

COST AUDIT

In pursuance to the directives issued by the Government of India, the Board of directors of the Company has appointed Mr. V.C. Kothari, Cost Accountant, as the Cost Auditor to audit the cost accounts relating to "Textiles" for the year ended 31st March, 2009.

INDUSTRIAL RELATION

The relations between the employees and the Management have remained cordial throughout the year.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm:

- that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- that they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for that period;
- that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that they have prepared the annual accounts on a going concern basis.

ACKNOWLEDGMENT

We owe all our employees, customers, bankers and suppliers, our gratitude for their cooperation and continued support.

FOR AND ON BEHALF OF THE BOARD

SANTOSH R. TULSIYAN
Chairman & Managing Director

Place : Mumbai.
Dated: 26.06.2009

ANNEXURE "A" TO THE DIRECTORS' REPORT**A) CONSERVATION OF ENERGY****ENERGY CONSERVATION MEASURES TAKEN****BY THE COMPANY:****ELECTRICAL ENERGY**

- Regular maintenance
- Better utilization of running machine
- Improving electricity power factor
- Monitoring the overall energy consumption and corrective measures.

FUEL & OIL CONSUMPTION

Regular maintenance and monitoring the consumption with corrective measures.

ADDITIONAL INVESTMENT AND PROPOSALS IF ANY BEING IMPLEMENTED FOR REDUCTION OF CONSUMPTION OF ENERGY

Changes have generally been evolutionary in nature and as such no major additional capital is envisaged

IMPACT OF THE ABOVE MEASURES

Optimization and control of energy related cost helps your company to remain competitive in markets.

TOTAL ENERGY CONSUMPTION AND ENERGY CONSUMPTION PER UNIT OF PRODUCTION AS PER FORM "A" HEREUNDER POWER AND FUEL CONSUMPTION

FOR THE YEAR ENDED
31ST MARCH 2009

ELECTRICITY

1. Purchase units of electric (KWH)	720160
2. Total amount - Rs.	1947049
3. Rate/unit Rs.	2.70

OWN GENERATION

1. Through Diesel generator units (KWH)	71595
Units per Litre of diesel oil	3.70
Cost/unit Rs	10.15
2. Through stream turbine/generator	NIL
3. Furnace Oil	NIL
4. Other internal generations	NIL

RESEARCH AND DEVELOPMENT (R & D)

- 1) Specific area in which R & D carried out by the Company product & quality improvement, development of new designs / product cost control and energy conservation.
- 2) Benefits derived as a result of the above R & D. The R & D activities have resulted in conserving of new materials higher productivity & containing the costs all round.
- 3) Expenditure on R & D being treated as an integral part of manufacturing process & hence no separate records for the expenditure incurred under this head are being maintained.

B. TECHNOLOGY ABSORPTION ADOPTION AND INNOVATION

No technology has been imported by the company. Technology innovation and changes wherever possible are being absorbed and adopted.

C. FOREIGN EXCHANGE EARNING AND OUTGO

Foreign Exchange Earning Rs.	540.47 Lacs
Foreign Exchange Outgo Rs.	17.18 Lacs

SECRETARIAL COMPLIANCE CERTIFICATE

COMPANY NO. 11-025443.

AUTHORISED SHARE CAPITAL : RS. 4,00,00,000/-

PAID UP SHARE CAPITAL : RS. 3,43,20,652/-

The Members,
M/S SANTOSH FINEFAB LIMITED
112, SANJAY BUILDING NO 6,
MITTAL ESTATE, A.K.ROAD,
MUMBAI-400059.

I have examined the registers, records, books and papers M/S SANTOSH FINEFAB LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the year ended on March 31, 2009. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company and its officers, 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 there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as required with the Registrar of Companies or other authorities as prescribed under the Act and the rules made there under wherever applicable as per ANNEXURE 'B'.

3. The Company being a Public Limited Company, comments not required.
4. The Board of Directors duly met 7 [SEVEN] times during the aforesaid Financial Year i.e. on 30/04/2008, 01/06/2008, 24/06/2008, 29/07/2008, 30/09/2008, 31/10/2008 AND 31/01/2009 and in respect of each meeting proper notices were given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members during the financial year and necessary compliances have been made.
6. The Company held its Annual General Meeting during the year in time i.e. on September 30, 2008 and in respect of which proper notice was given and proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting were held during the financial year.
8. The Company has not given or advanced any amount as defined in Section 295 of the Companies Act, 1956.
9. The Company has entered into contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act, 1956.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approval from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has :
 - i. duly complied with the requirements of Section 217 of the Act.
 - ii. other clauses are not applicable.
14. The Board of Directors of the Company is duly constituted.
15. There was no appointment of Managing Director / Whole Time Director / Manager during the financial year.
16. The company has not appointed any Sole Selling Agents during the financial year.
17. The Company was not required to obtain any approvals of the Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any Equity Shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has not issued any preference shares/debentures and hence the question of redemption of preference shares/debentures does not arise during the financial year under review.
22. There were no transactions necessitating the Company to keep in abeyance the rights of dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has complied with the provisions of 293 (1) (d) of the Act.
25. The Company has made Investments/loans/advances or given guarantees or provided securities to other bodies corporate and necessary entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from the one state to another during the year under scrutiny.

27. The Company has not altered the provisions of the Memorandum with respect to the Object of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to Name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment has been imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company is regular in depositing its contribution towards Provident Fund during the financial year.

[LALITALATH]
ACS : 16854 ; COP : 5310.
Place : Mumbai
Date : 26TH June, 2009.

ANNEXURE - 'A' TO THE SECRETARIAL COMPLIANCE CERTIFICATE
Name of the Company: M/S SANTOSH FINE FAB LIMITED.
DETAILS OF REGISTERS MAINTAINED :

Sr No.	Section Number	Name Of Register
1.	108	Share Transfer Register
2.	150	Register of Members
3.	193	Minutes of all meetings of Board of Directors
4.	193(1)	Minutes of General Meetings
5.	301	Register of Contracts.
6.	303	Register of Directors.
7.	125	Register of Charges
8.	307	Register of Directors Shareholding

ANNEXURE - 'B' TO THE SECRETARIAL COMPLIANCE CERTIFICATE
Name of the Company: M/S SANTOSH FINEFAB LIMITED.
DETAILS OF FORMS FILED WITH THE REGISTRAR OF COMPANIES :

Sr No.	Document/ Under Section	Filed on	Whether filed in time	Whether additional fee paid
1.	Annual Return. U/s. 159. Form 20B	25/11/2008.	Yes	No. .
2.	Balance Sheet U/s. 210. Form 23AC & 23ACA	26/10/2008.	Yes	No. .

[LALITA LATH]
ACS : 16854 ; COP : 5310.
Place : Mumbai
Date : 26TH June, 2009.

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

The Securities and Exchange Board of India (SEBI) has introduced a Code of Corporate Governance for implementation by companies listed on the Stock Exchanges. Accordingly, the Code was implemented by effecting amendments to the Listing Agreements of the Stock Exchanges with which the Company is listed. The following is a report on the Corporate Governance Code as implemented by your Company.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good Corporate Governance leads to long-term shareholder value and enhance interest of other stakeholders. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization keeping in mind the interests of shareholders, stakeholders and the society.

2. BOARD OF DIRECTORS

- a) The Company has an optimum combination of executive and non-executive directors. The Board is chaired by the Chairman & Managing Director.
- b) The names and categories of the Directors on the board, their attendance at Board Meeting during the year and at the last Annual General Meeting, number of other directorship held by them in other companies are as follows:

Name of Director	Category	Attendance at		No. of other Directorship*	Membership of Other Board Committees
		Board Meetings	AGM 28.09.2007		
Santosh R. Tulsiyan	Chairman & Managing Director	7	Yes	Nil	Nil
Subhash R. Tulsiyan	Executive Director	7	Yes	Nil	Nil
Ashok V. Tulsiyan	Director	7	Yes	2	Nil
Sanjeev D. Saran	Independent Non executive	1	No	Nil	Nil
Asharam S. Rungta	Independent Non executive	7	Yes	Nil	Nil
Radhaballabh Tibrewala	Independent Non executive	3	Yes	Nil	Nil

* This excludes directorships held in Private Limited Companies.

- (c) During the financial year seven Board meetings were held on the following dates:
30.04.2008, 01.06.2008, 24.06.2008, 29.07.2008, 30.09.2008, 31.10.2008 and 31.01.2009.

3. AUDIT COMMITTEE

Role of the Audit Committee and its terms of reference include:

1. To focus its attention on subjects relating to accounting standards, internal controls and financial policies.
2. To oversee the Company's financial reporting process and disclosure of its financial information.
3. To review the financial statement before submission to the Board of Directors.
4. To recommend appointment, re-appointment, removal of Statutory Auditors and fixation of the audit fee.
5. To ensure that there are adequate mechanism for prevention and detection of frauds.
6. To hold discussion with Management regarding the internal control system.
7. To hold prior discussion with external auditors regarding scope and nature of audit before commencement of the audit and also to have post audit discussion on areas of concern.
8. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in the case of non-payment of declared dividend) and creditors.

During the financial year 2008-09 the committee met on 24th June, 2008, 29th July, 2008, 31st October, 2008, and on 30th January, 2009. Mr. Asharam S Rungta chaired the meetings. The names of members, chairman and particulars of the meeting and attendance of members during the year are as follows:

<u>SR.NO.</u>	<u>NAME OF MEMBERS</u>	<u>CATEGORY</u>	<u>NO. OF MEETING ATTEND</u>
1	Asharam S. Rungta, Chairman	Independent/ Non-Executive	4
2	Sanjeev D. Saran	Independent/ Non-Executive	1
3	Radhaballabh Tibrewala	Independent/ Non-Executive	3

4. REMUNERATION COMMITTEE:

Remuneration Committee has been constituted to recommend/review the remuneration package of the Managing/Whole time Directors based on performance and defined criteria.

<u>SR.NO.</u>	<u>NAME OF MEMBERS</u>	<u>CATEGORY</u>
1	Radhaballabh Tibrewala, Chairman	Independent/ Non-Executive
2	Sanjeev D. Saran	Independent/ Non-Executive
3	Asharam S. Rungta	Independent/ Non-Executive

The Committee did not met during the year as there was no business to be transacted.

Details of remuneration paid to all the directors for the year ended 31st March, 2009 are as follows :

Director	Relationship With other Directors	Business Relationship	Loans & Advance From The Company	Sitting Fees	Salary & Contribution to fund	Commission	Total
Santosh R. Tulsiyan	Brother of Subhash Tulsiyan	Promoter	Nil	Nil	144000	Nil	144000
Subhash R. Tulsiyan	Brother of Santosh Tulsiyan	Promoter	Nil	Nil	144000	Nil	144000
Ashok V. Tulsiyan	None	Promoter	Nil	Nil	Nil	Nil	Nil
Sanjeev D. Saran	None	None	Nil	Nil	Nil	Nil	Nil
Asharam S. Rungta	None	None	Nil	Nil	Nil	Nil	Nil
Radhaballabh Tibrewala	None	None	Nil	Nil	Nil	Nil	Nil

5. INVESTORS GRIEVANCE COMMITTEE

The terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements, are:

- To redress Shareholders and Investors complaints;
- To reviews all matters connected with the securities transfers;
- To review status of legal cases involving the investors where the Company has been made a party.

The composition, names of the members, chairman, particulars of the Meetings and attendance of the members during the year are as follows:

<u>SR.NO.</u>	<u>NAME OF MEMBERS</u>	<u>CATEGORY</u>	<u>NO. OF MEETING ATTEND DURING THE YEAR 2008-09</u>
1	Santosh R. Tulsiyan	Non-Independent/ Executive	4
2	Asharam S. Rungta	Independent/ Non-Executive	4
3	Radhaballabh Tibrewala	Independent/ Non-Executive	3

During the year the Investor Grievance Committee held its Meetings on the following dates:

24th June, 2008, 29th July, 2008, 31st October, 2008 and 30th January, 2009.

NAME AND DESIGNATION OF COMPLIANCE OFFICER:

SAJJAN AGARWAL
Secretarial Officer

The Company or the Registrars have no complaint from investors

Details of shares in physical form lodged for transfer during 2008-09 are as follows:

<u>Sr. No.</u>	<u>Total No. of Transfer Deed Received</u>	<u>Dispatched within 30 days of receipt</u>	<u>Dispatched after 30 days of receipt</u>
1	21	293600	NIL

Share Transfer

- All shares have been processed and returned within 30 days from the date of receipt, so long as the documents have been clear in all respects.
- Total number of shares processed during the year ended 31st March, 2009 was 293600 equity

6. GENERAL BODY MEETINGS

The location and time of the Annual General Meetings held during the last 3 years are as follows:

AGM	DATE	TIME	VENUE	SPECIAL RESOLUTIONS
24 th AGM	29 th September, 2006	11.00 a.m.	112, Sanjay Bldg. No.6, Mittal Estate, Andheri Kurla Road, Andheri (east) Mumbai 400059	Nil
25 th AGM	28 th September, 2007	11.00 a.m.	112, Sanjay Bldg. No.6, Mittal Estate, Andheri Kurla Road, Andheri (east) Mumbai 400059	Nil
26 th AGM	30 th September, 2008	11.00 a.m.	112, Sanjay Bldg. No.6, Mittal Estate, Andheri Kurla Road, Andheri (east) Mumbai 400059	Nil

The resolutions were passed by voting on show of hands. No item of business, which required the member's approval through postal ballot, was transacted during the year 2008-09. Accordingly, the Companies (Postal Ballot) Rules 2001 is not applicable for said year.

APPOINTMENT/ REAPPOINTMENT OF DIRECTORS

Shri Santosh R. Tulsiyan and Shri Subhash R. Tulsiyan, Directors of the Company retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re appointment.

Shri Santosh R. Tulsiyan has over 30 years experience in the textile industry. He possesses vast knowledge and experience by virtue of his long association with the textile industry. He has been associated with the Company since April, 1987.

Shri Subhash R. Tulsiyan possesses vast knowledge and experience of 25 year and association with the textile industry. He has been associated with the Company since May, 1992.

7. DISCLOSURES

There are no materially significant related party transactions that have potential conflict with the interests of the Company at large. However, the transactions detailed in Note no.8 of Schedule "P" to the Accounts may be considered as related party transactions.

There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges does not arise.

Implementation of the Whistle Blower policy is in the process and the report of the same would be placed before the Board.

The Company is fully compliant with the applicable mandatory requirements of the clause 49. although it is not mandatory, a Remuneration committee of the Board is in place. Details of the same have been provided in this Report.

8. MEANS OF COMMUNICATION

The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchange and published in newspapers in accordance with the Listing Agreement.

Your Company's quarterly results are usually published in the Asian Age, Mumbai (English daily) and Mumbai Lakshadeep (Mumbai).

Your Company's Management Discussion & Analysis of the operations for the year ended 31st March, 2009 forms a part of this Annual Report and is given under the Section so captioned.

9. GENERAL SHAREHOLDER INFORMATION

SR. NO.	SALIENT ITEMS OF INTEREST	PARTICULARS
i.	AGM Date, time and venue	25 th September, 2009, Friday 11.00 A.M., 112, Sanjay Bldg. No.6, Mittal Industrial Estate, Andheri Kurla Road, Andheri (East), Mumbai 400059.
ii.	Financial Calendar	Year ending March 31, 2009
iii.	Date of Book Closure	18 th September, 2009 to 25 th September, 2009 both days inclusive
iv.	Dividend Payment Date	Not Applicable
v.	Listing on Stock Exchange	The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001.
vi.	Stock Code	530035
vii.	Registrar & Share Transfer Agent	Adroit Corporate Services P Ltd., 19/20, Jaferbhoy Industrial Estate, 1 st Floor., Makwana Road, Marol Naka, Andheri (East) Mumbai 400059 Phone Nos: 28594060 /28594428 / 28594442 /28590942, Fax 28503748, Contact person: Mr. Sada Shiva Shetty.
viii.	Share Transfer System	The power of approving transfer of securities has been delegated to the Company's Registrar and Share Transfer Agent, M/s Adroit Corporate Services P Limited, Mumbai. The share transfers that are received in physical form are processed and the share certificates normally returned within 30 days from the receipt, if the documents are clear in all respects.
ix.	Dematerialisation of Shares & Equity	As on 31 st March, 2009, 585275 shares (16.61%) of the Company's total number of shares is in dematerialised form.
x.	Outstanding GDRs /ADRs / Warrants or any convertible instruments	There are no outstanding convertible warrants/instruments.
xi.	Plant Locations	L-40 & F 1/22, MIDC, Tarapur, Boisar Dist. Thane Maharashtra
xii.	Address Correspondence	Santosh Fine-Fab Limited, 112, Sanjay Bldg No. 6, Mittal Industrial Estate, Andheri Kurla Road, Andheri (East) Mumbai 400059.
xiii.	ISIN Number for NSDL and CDSL	INE 612D01018

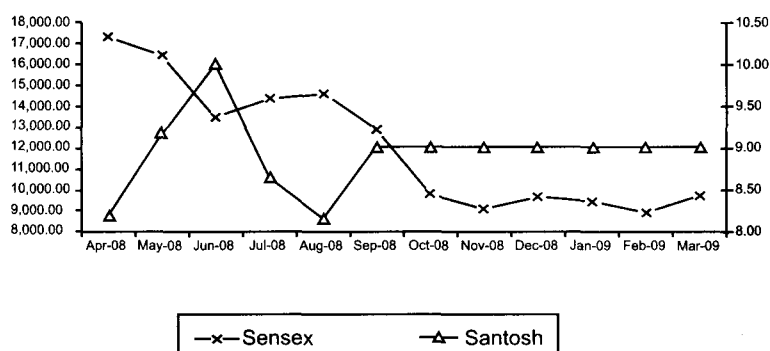
SANTOSH FINE-FAB LIMITED

Market Price Data: High/Low during each Month of 2008-2009 on Stock Exchange, Mumbai:

	HIGH(RS.)	LOW(RS.)
April 2008	-	-
May 2008	9.43	8.57
June 2008	10.10	9.62
July 2008	9.55	8.63
August 2008	8.60	7.78
September 2008	9.00	8.55
October 2008	-	-
November 2008	-	-
December 2008	-	-
January 2009	-	-
February 2009	-	-
March 2009	-	-

Stock performance vs BSE Sensex:

The performance of the Company's equity share relative to the BSE sensitive index (BSE Sensex) is given in the chart below:



Distribution of shareholding as on 31st March, 2009:

Slab of shareholdings	Shareholders	%	No. Of Shares	%
0-5000	1192	94.01	791411	22.45
5001-10000	19	1.50	163762	4.65
10001-20000	19	1.50	291494	8.27
20001-30000	8	0.63	191600	5.44
30001-40000	11	0.87	383433	10.88
40001-50000	5	0.39	237900	6.75
50001-100000	5	0.39	347800	9.87
Above 100000	9	0.71	1117200	31.69
Total	1268	100.00	3524600	100.00

Categories of Shareholding as on March 31, 2009:

CATEGORIES	Number of shares	Amount In Rs.	%
Promoters, Directors, Relatives and associated companies	1837250	1837250	52.13
Mutual Funds and UTI	300	3000	0.01
Banks, Financial Institutions, Insurance Companies	Nil	Nil	Nil
Private Corporate Bodies	69244	692440	1.96
Indian Public	1548207	15482070	43.93
NRIs/OCBs	69599	695990	1.97
Total	3524600	35246000	100

Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company Code of Conduct: TO,

The Members of SANTOSH FINE FAB LIMITED

Declaration by the Chairman & Managing Director under clause 49 of the Listing Agreement

I, Santosh R. Tulsiyan, Chairman & Managing Director of SANTOSH FINE FAB LIMITED hereby declare that all the members of the Board of Directors and senior management personnel have affirmed Compliance with the code of conduct for the year ended 31st March, 2009.

PLACE : MUMBAI
DATED: 26th JUNE, 2009

Santosh R. Tulsiyan
Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Indian textiles industry has an overwhelming presence in the economic life of the country. Textile exports have been registering a continuous and steady increase over the previous periods. It also provides employment to millions of people. The sector gets full attention from the government.

1. OVERALL PERFORMANCE:

The overall performance during the year 2008-09 has been reasonably satisfactory. This has been possible due to:

- Better Asset Utilization.
- Cost reduction measures involving focus on operational efficiencies, energy savings and control over administrative costs.
- Better working capital management.

2. BUSINESS REVIEW:

As compared to the earlier years, The Textile industry is setting for the positive growth. Despite competition at global level, there are positive signs for efficient and innovative companies and your company is set to follow the best practices to perform well.

3. FINANCIAL REVIEW:

During the year under review, your Company has maintained the sales position. There is a minor improvement in the total sales. Of course, the profits have come under pressure due to higher finance charges and higher provision for taxation.

4. OUTLOOK:

Demand (both domestic as well as international) for textiles remains healthy. We are optimistic and confident about the prospects for the coming year. The Company has a clear objective to enhance the sales volumes in the domestic and international markets.

5. RISK AND CONCERNS:

The exercise for evaluating the potential risks for the organization is closely monitored by the management. All identified risks have been classified with respect to their seriousness, and probabilities of such risks getting materialized have also been ascertained. In formulating corporate strategies, these risks are duly considered and counter measures are adopted.

6. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Over the years, your Company has developed an environment, which fosters excellence in performance by empowering its people, who are always on continuous improvement path with an ultimate aim to add value to their intellectual and knowledge resources. The key focus is to attract, retain and develop talent as a resource.

7. HUMAN RESOURCE DEVELOPMENT:

The company has proper and adequate system of Internal Control to ensure the all the assets are safeguarded from loss, damage or disposition. Checks and balances are in place to ensure that transactions are adequately authorized and recorded, and that they are reported correctly. The Board to Directors considers internal controls as adequate.

CERTIFICATE

To the Members of

SANTOSH FINE-FAB LIMITED

We have examined the compliance of conditions of Corporate Governance by the Santosh Fine-Fab Limited, for the year ended on 31st March, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination is limited to a review of the procedure and implementation thereof, adopted by the Company of ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in revised Clause 49 of the above-mentioned Listing Agreement.

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

FOR BHUWANIA & AGRAWAL ASSOCIATES
CHARTERED ACCOUNTANTS

PLACE : MUMBAI

DATED : 26TH JUNE, 2008

N.K.AGRAWAL
PARTNER
M.NO.34659

**AUDITORS' REPORT
TO THE MEMBERS OF
SANTOSH FINE-FAB LIMITED**

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

ii) We conduct 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 presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

iii) As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub section (4A) of section 227 of the Companies Act, 1956, We enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.

iv) Further to our comments in the annexure referred to above, we report that:

a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion, proper books of accounts as required by Law have been kept by the Company so far as appears from our examination of those books.

c) The Balance Sheet, Profit and Loss Account and Cash Flow statement dealt with by this report are in agreement with the books of account.

d) In our opinion, the attached 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 Companies Act, 1956 except non-provision of Gratuity as referred in Point.No.3 of notes of Accounts.

e) On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by board of Directors, we report that none of the Directors are disqualified as on 31st March 2009 from being appointed as Directors in term of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

f) In our opinion and to the best of our information and according to the explanation 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 principle generally accepted in India subject to note No.3 of Notes of account regarding non provision of gratuity and the exact quantum of such non provision is not ascertainable.

i. In the case of 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.

iii. In the case of the Cash Flow Statement of the Cash Flow for the year ended on that date.

For **Bhuwania & Agrawal Associates**
(Chartered Accountants)

N. K. Agrawal
(Partner)
M.No. 34659

PLACE: MUMBAI
DATE: 26.06.2009

ANNEXURE TO THE AUDITOR'S REPORT

Statement referred to in paragraph iii) of the Auditors Report of even date to the Members of SANTOSH FINE-FAB LIMITED on the accounts for the year ended 31st March 2009.

As required by the Companies (Auditor's Report) Order 2003, issued by the Company Law Board in terms of Section 227 (4A) of the companies Act, 1956, and on the basis of such checks as consider appropriate and as per the information and explanations given to us during the course of the audit.

1. i) The company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
- ii) As per the information and explanations given to us, physical verification of fixed assets has been carried out by the Company and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
- iii) No substantial part of fixed assets have been disposed off during the year, which effect going concern status of the company.
2. i) As per the information furnished, the inventories have been physically verified during the year by the management. In our opinion, having regard to the nature and location of stocks, the frequency of the physical verification is reasonable.
- ii) In our opinion and according to the information and explanations given to us, procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- iii) The Company is maintaining proper records of inventory. In our opinion, discrepancies noticed on physical verification of stocks were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account..
3. i) The Company has not granted any loans secured/unsecured to the companies, firm & other parties covered in register maintained u/s.301 of the companies act, 1956, during the year under review, hence other sub clauses are not applicable.
- ii) The company has taken unsecured loan from companies covered in the register maintained u/s.301 of companies act, 1956, during the year under review, Details are as under:

No. of Account	Amount Of Loan	Maximum Outstanding.	Closing Balance
2	Rs.12,00,000/-	Rs.12,00,000/-	Nil

- iii) The rate of interest and the other terms and conditions of loan taken are not prima-facie prejudicial to the interest of the company.

- iv) The company is regular in paying the principal amount and interest as stipulated, if any.
- v) As informed to us no amount in excess of Rs.One Lac are overdue for payment of the principal and interest.
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 with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have no come across with the continuing major weakness in the internal control procedure.
5. i) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the Register maintained under Section 301 have been so entered.
- ii) In our opinion and according to the information and explanations give to us, the transactions made in pursuance of contracts or arrangements entered in the Register maintained under Section 301 and exceeding the value of five lacs rupees in respect of any party during the year, have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
6. The Company has not accepted any deposits during the year from the public, within the meaning of the provisions of Sections 58A and 58AA of the Companies Act, 1956 and rules made there under. Hence, the Clause (vi) of the order is not applicable.
7. In our opinion, the Company has an internal audit system commensurate with the size of the Company and the nature of its business.
8. The Central Government has prescribed maintenance of the cost records under section 209(1)(d) of the Companies Act, 1956 in respect of textile manufacturing activity of the company. We have broadly reviewed the books of accounts and records maintained by the Company in this connection and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have, however, not made a detailed examination of the records with a view to determining whether they are accurate or complete.
9. i) According to the information and explanations given to us and the records examined by us, the company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Custom Duty, Excise Duty, cess and any other statutory dues wherever applicable. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at 31st March, 2009 for a period of more than six months from the date they became payable.

- ii) According to the records of the Company, the dues of sales tax / income tax / Custom duty / wealth tax / excise duty / cess, which has not been deposited on account of disputes and the forum where the dispute is pending are as under : Nil
10. There are no accumulated losses of the Company as on 31st March 2009. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year.
11. There is no default in repayment of dues to financial institution or bank during the year.
12. Based on our examination of the records and the information given to us, the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. Clause (xiii) of the Order is not applicable to the company as the Company is not a chit fund Company or nidhi / mutual benefit fund / societies.
14. The company has maintained proper records of transactions and contracts in respect of dealing and trading in shares, securities, debentures and other investment and timely entries have been made therein. All shares, debentures and other securities have been held by the company in its own name.
15. According to the information and explanations given to us, the Company has been not given any guarantee for loans taken by others from banks or financial institutions.
16. According to the information and explanations given to us, the company has raised short term loan (FCNR working capital loan) which is converted from working capital.
17. In our opinion and according to information and explanations, no short-term fund has been used for long-term investment.
18. The Company has not made any preferential allotment of shares during the year.
19. During the year covered by our audit report, the Company has not issued secured debentures.
20. The Company has not raised any money by public issues during the year covered by our report.
21. As per the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

For Bhuwania & Agrawal Associates
(Chartered Accountants)

N. K. Agrawal
(Partner)
M.No. 34659

PLACE: MUMBAI
DATE: 26.06.2009

BALANCE SHEET AS ON 31ST MARCH 2009

<u>PARTICULARS</u>	<u>SCHEDULE</u>	<u>AS ON 31.03.2009 AMOUNT (RS.)</u>	<u>AS ON 31.03.2008 AMOUNT (RS.)</u>
<u>SHARE HOLDERS' FUND</u>			
SHARE CAPITAL	"A"	34320652	34320652
RESERVE & SURPLUS	"B"	<u>37654620</u>	<u>37598708</u>
		71975272	71919360
<u>LOAN FUNDS</u>			
SECURED LOANS	"C"	54679764	59328225
UNSECURED LOAN	"D"	<u>0</u>	<u>1000000</u>
		54679764	60328225
<u>DEFERRED TAX LIABILITY</u>		4808881	5564520
		<u>131463917</u>	<u>137812105</u>
<u>APPLICATION OF FUNDS</u>			
<u>FIXED ASSETS</u>	"E"		
GROSS BLOCK		76698579	75777686
DEPRECIATION		<u>45457796</u>	<u>40928494</u>
NET BLOCK		31240783	34849192
<u>CAPITAL WORK IN PROGRESS</u>		36526	152998
<u>INVESTMENT(AT COST)</u>	"F"	1380000	1080000
<u>CURRENT ASSETS, LOANS & ADVANCES</u>	"G"		
INVENTORIES		72118855	77193626
SUNDRY DEBTORS		64298526	65752087
CASH & BANK BALANCE		671891	564741
LOANS AND ADVANCES		4077324	6134523
		<u>141166596</u>	<u>149644977</u>
<u>CURRENT LIAB. & PROVISIONS</u>	"H"	<u>42359988</u>	<u>47915062</u>
		98806608	101729915
		<u>131463917</u>	<u>137812105</u>

NOTES TO ACCOUNT

AS PER OUR REPORT OF EVEN DATE
BHUWANIA & AGARWAL ASSOCIATE
 CHARTERED ACCOUNTANTS

(N.K.AGRAWAL)
 (PARTNER)
 (M.N.34659)

PLACE : MUMBAI.
 DATED : 26/06/2009

"P"
 FOR AND ON BEHALF OF THE BOARD

SANTOSH R.TULSIYAN SUBHASH R. TULSIYAN
 (MANAGING DIRECTOR) (EXECUTIVE DIRECTOR)

ASHOK V.TULSIYAN SANJEEV D SARAN
 (DIRECTOR) (DIRECTOR)

ASHARAM S. RUNGTA
 (DIRECTOR)

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

<u>INCOME</u>	SCHEDULE	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
SALES		178374474	219785737
JOB CHARGES RECEIVED		6028388	5881412
EXPORT SALE		55589232	44743902
EXPORT INCENTIVE		6769556	6608457
OTHER INCOME	"I"	3050011	2327836
INCREASE/(DECREASE) IN STOCK	"J"	(229199)	1795841
		<u>249582462</u>	<u>281143185</u>
<u>EXPENDITURE</u>			
RAW MATERIAL CONSUMED	"K"	77238080	90642346
PURCHASE TRADING		97557632	104400668
MANUFACTURING EXPENSES	"L"	31042731	41612563
EMPLOYEES REMUNERATION & BENEFITS	"M"	6994586	6123654
ADMINISTRATION, SELLING & DISTRIBUTION EXP.	"N"	22049211	23922698
FINANCE CHARGES	"O"	9443070	9214375
LOSS ON SALE OF ASSET		12832	0
DEPRECIATION	"E"	4786587	4702789
		<u>249124729</u>	<u>280619092</u>
PROFIT BEFORE TAX		457733	524092
LESS :PROVISION FOR TAXATION		922000	830000
LESS: PROVISION FOR FRINGE BENEFIT TAX		225291	222777
LESS(ADD) : PRIOR YEAR ADJUSTMENT		0	32806
LESS :SHORT PROV.OF TAX EARLIER YEAR		10169	0
ADD : DEFFERED TAX ASSET		755639	1291731
PROFIT AFTER TAX		55912	730240
ADD: BALANCE BROUGHT FORWARD		11805080	11074840
BALANCE AVAILABLE FOR APPROPRIATION		11860992	11805080
BALANCE CARRIED FORWARD TO BALANCE SHEET		<u>11860992</u>	<u>11805080</u>
BASIC & DILUTED EARNING PER SHARE		<u>0.02</u>	<u>0.21</u>

NOTES TO ACCOUNTS

AS PER OUR REPORT OF EVEN DATE
BHUWANIA & AGRAWAL ASSOCIATES
 CHARTERED ACCOUNTANTS

(N.K.AGRAWAL)
 (PARTNER)
 (M.N.34659)

PLACE : MUMBAI.
 DATED : 26/06/2009

"P"
FOR AND ON BEHALF OF THE BOARD

SANTOSH R.TULSIYAN
 (MANAGING DIRECTOR)

SUBHASH R.TULSIYAN
 (EXECUTIVE DIRECTOR)

ASHOK V.TULSIYAN
 (DIRECTOR)

SANJEEV D SARAN
 (DIRECTOR)

ASHARAM S. RUNGTA
 (DIRECTOR)

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

	AS ON 31.03.2009 AMOUNT (RS.)	AS ON 31.03.2008 AMOUNT (RS.)
<u>SCHEDULE "A"</u>		
<u>SHARE CAPITAL</u>		
<u>AUTHORISED CAPITAL</u>		
4000000 EQUITY SHARES OF RS.10/- EACH	<u>40000000</u>	<u>40000000</u>
<u>ISSUED, SUBSCRIBED & PAID UP</u>		
3524600 EQUITY SHARES OF RS.10/-EACH FULLY PAID UP	35246000	35246000
LESS : CALLS IN ARREARS	925348	925348
	<u>34320652</u>	<u>34320652</u>
<u>SCHEDULE "B"</u>		
<u>RESERVE & SURPLUS</u>		
SHARE PREMIUM (NET OF ARREARS)	21820653	21820653
GENERAL RESERVE	3972975	3972975
PROFIT & LOSS APPROPRIATION	11860992	11805080
	<u>37654620</u>	<u>37598708</u>
<u>SCHEDULE "C"</u>		
<u>SECURED LOANS FROM STATE BANK OF INDIA</u>		
CASH CREDIT	11603535	18372274
TERM LOAN	0	59145
FNCR LOAN (TERM LOAN)	43076229	40896807
(ALL ABOVE LOANS ARE SECURED AG.MORTGAGE OF LAND,BLDG,MACH. & HYPOTHECATION OF STOCK, BOOK DEBTS, MOVABLE ASSETS & PERSONAL GUARANTEE OF PROMOTER DIRECTORS)	<u>54679764</u>	<u>59328225</u>
<u>SCHEDULE "D"</u>		
UNSECURED LOAN FROM INTERCORPORATE	0	1000000
<u>SCHEDULE "E"</u>		
FIXED ASSETS	0	1000000

FIXED ASSETS								
PARTICULARS	GROSS BLOCK			DEPRECIATION		NET BLOCK		
	AS ON 01.04.2008	ADDITION (SOLD/DISC.) DURING THE YEAR	AS ON 31.03.2009	AS ON 01.04.2008	PROVIDED (ADJUSTED) DURING THE YEAR	AS ON 31.03.2009	AS ON 31.03.2009	AS ON 31.03.2008
LAND (LEASEHOLD)	192760	0	192760	0	0	0	192760	192760
RESIDENTIAL PLOT	51451	0	51451	0	0	0	51451	51451
RESIDENTIAL FLAT	579808	38640	618448	61181	9934	71115	547333	518627
FACTORY BUILDING	18670491	0	18670491	7053385	623595	7676980	10993511	11617106
FURN.& FIXTURES	6637961	158812	6796773	2812014	421637	3233651	3563122	3825947
PLANT & MACHINERY	47568293	0	47568293	29940606	3529567	33470173	14098120	17627687
BYCYCLE	4700	2750	7450	4700	2750	7450	0	0
OFFICE EQUIPMENTS	996517	135833	1132350	310664	81840	392504	739846	685853
COMPUTER	689153	857475	1274011	359392	117264	219371	1054640	329761
		(272617)			(257285)			
TRADE MARK	1000	0	1000	1000	0	1000	0	0
DELIVERY VAN	385552	0	385552	385552	0	385552	0	0
GROSS TOTAL	75777686	1193510	76698579	40928494	4786587	45457796	31240783	34849192
		(272617)			(257285)			
PREVIOUS YEAR	74525005	1252681	75777686	36225705	4702789	40928494	34849192	38299300
		0			0			

SANTOSH FINE-FAB LIMITED

	AS ON 31.03.2009 AMOUNT (RS.)	AS ON 31.03.2008 AMOUNT (RS.)
<u>SCHEDULE "F"</u>		
<u>INVESTMENT (AT COST) IN UNQUATED SHARES</u>		
9000 EQUITY SHARE OF TARAPUR TEXTILE PARK LTD.@ 10/- EACH	90000	90000
SHARE APPLICATION MONEY (PENDING FOR ALLOTMENT)	1290000	990000
	<u>1380000</u>	<u>1080000</u>
<u>SCHEDULE "G"</u>		
<u>CURRENT ASSETS,LOANS & ADVANCES</u>		
<u>INVENTORIES (AS TAKEN VALUED & CERTIFIED BY THE MANAGEMENT)</u>		
RAW MATERIAL	10590007	13539337
SEMI FINISH GOODS	14532777	16369767
FINISH GOODS	44200587	44429786
PACKING MATERIAL & STORES	2795484	2854736
	<u>72118855</u>	<u>77193626</u>
<u>SUNDRY DEBTORS</u>		
<u>(UNSECURED BUT CONSIDERED GOOD)</u>		
MORE THAN SIX MONTHS	20112243	14135663
OTHERS (INCLUDES RS77.30/- LACS(PREV YEAR RS.61.11 LACS) DUE FROM FIRM/COMPANIES IN WHICH DIRECTORS ARE INTERESTED)	44186283	51616425
	<u>64298526</u>	<u>65752087</u>
<u>CASH & BANK BALANCES</u>		
CASH IN HAND	214385	188518
<u>BALANCE WITH SCHEDULE BANK IN</u>		
IN CURRENT ACCOUNT	457506	376223
	<u>671891</u>	<u>564741</u>
<u>LOANS,ADVANCES & DEPOSITS</u>		
<u>(RECEIVABLE IN CASH/KIND OR FOR THE VALUE TO BE RECEIVED)</u>		
ADVANCE WITH GOVERNMENT AUTHORITIES	3063972	4536080
OTHERS	1013352	1598443
	<u>4077324</u>	<u>6134523</u>
TOTAL (I + II + III + IV)	<u>141166596</u>	<u>149644977</u>
<u>SCHEDULE "H"</u>		
<u>CURRENT LIABILITIES & PROVISIONS</u>		
<u>CURRENT LIABILITIES</u>		
CREDITORS FOR GOODS	31435291	32321602
CREDITORS FOR EXPENSES	6907872	11296962
CREDITORS FOR OTHERS	938605	1125961
ADVANCE/ DEPOSIT FROM CUSTOMERS	1930929	2117760
<u>PROVISIONS</u>		
INCOME TAX	922000	830000
FREINGE BENEFIT TAX	225291	222777
	<u>42359988</u>	<u>47915062</u>

	CURRENT YEAR		PREVIOUS YEAR	
	AMOUNT (RS.)	AMOUNT (RS.)	AMOUNT (RS.)	AMOUNT (RS.)
<u>SCHEDULE "I"</u>				
<u>OTHER INCOME</u>				
SUNDRY BALANCE W/OFF		67870		59268
INTEREST SUBSIDY		0		2000000
INTEREST RECEIVED (GROSS)		1162039		268568
(TDS RS.29578,P.Y.RS.13668)				
FOREIGN EXCHANGE FLUCTUATION		1820102		0
		<u>3050011</u>		<u>2327836</u>
<u>SCHEDULE "J"</u>				
<u>INCREASE/(DECREASE) IN STOCK</u>				
CLOSING STOCK	44200587		44429786	
LESS: OPENING STOCK	<u>44429786</u>	(229199)	<u>42633945</u>	1795841
<u>SCHEDULE "K"</u>				
<u>RAW MATERIAL CONSUMED</u>				
<u>OPENING STOCK</u>				
YARN	13539337		18885579	
FABRICS	<u>16369767</u>		<u>12505492</u>	
		29909104		31391071
<u>PURCHASES</u>				
YARN	58684606		69621954	
FABRICS	<u>13767154</u>		<u>19538425</u>	
		72451760		89160379
<u>CLOSING STOCK</u>				
YARN	10590007		13539337	
FABRICS	<u>14532777</u>		<u>16369767</u>	
		25122784		29909104
		<u>77238080</u>		<u>90642346</u>
<u>SCHEDULE "L"</u>				
<u>MANUFACTURING EXPENSES</u>				
LABOUR & WEAVING CHARGES		9864956		16526829
MENDING/WARPING/DRAWING/DROPPING		958517		790966
SIZING CHARGES		0		194931
ELECTRICITY CHARGES		1947049		1574499
TEMPO EXPENSES		53328		138880
CARRIAGE INWARD		245390		535222
OIL & FUEL		1061300		949498
<u>REPAIRS & MAINTENANCE</u>				
BUILDING		21909		42130
OTHERS		97614		105759
MACHINERY		656935		903045
RATES & TAXES,LICENCE.& PERMIT FEES		122522		60230
<u>STORES & CONSUMABLES</u>				
INDEGINIOUS	1765388		1302826	
IMPORTED	<u>68561</u>	1833949	<u>122693</u>	1425519
WATER CHARGES		56776		71178
SECURITY SERVICE CHARGES		191312		160451
DYEING, PROCESS-EXCISE		13481114		17443440
DESIGN & SAMPLING CHARGES		450060		689986
		<u>31042731</u>		<u>41612563</u>

	CURRENT YEAR AMOUNT (RS.)	PREVIOUS YEAR AMOUNT (RS.)
<u>SCHEDULE "M"</u>		
EMPLOYEES' REMUNERATION & BENEFITS		
WAGES & SALARIES	5710731	4971223
LABOUR & STAFF WELFARE	391481	345167
BONUS/ EX-GRATIA	525812	314605
GRATUITY/RETRENCHMENT	24844	179744
PROVIDENT FUND	<u>341718</u>	<u>312915</u>
	6994586	6123654
<u>SCHEDULE "N"</u>		
<u>ADMINISTRATIVE, SELLING & DISTRIBUTION EXPENSES</u>		
AUDITORS REMUNERATION	132360	134832
BANK CHARGES	947663	633166
COST AUDITORS REMUNERATION	22060	22472
CARRIAGE OUTWARD	831907	820824
CLEARING / FORWARDING EXPENSE	246542	127231
COMMISSION & BROKERAGE	1802597	3587093
COMMISSION FOR EXPORT - FOREIGN	1653492	1498695
COMPUTER MAINTENANCE	86298	114237
CONVEYANCE	566008	595782
DIRECTORS REMUNERATION	288000	288000
ELECTRICITY OFFICE & FLAT	243379	242709
EXPORT FREIGHT & INSURANCE	1540462	1642565
FORWARD PREMIUM/EXCHANGE FLUC.	0	839461
FILLING FEES	2020	2000
GENERAL MISCELLANEOUS & OFF.SUND.	396806	480737
HANDLING EXPENSE	218282	440107
INSURANCE EXPENSE	893810	956717
INTEREST & PENALTY	21185	0
LEGAL & PROFESSIONAL FEES	223279	183388
LICENCE APPLICATION & LEGALISATION	11136	18109
MEMBERSHIP SUBSCRIPTION	90797	69777
MOTOR CAR & VEHICLE EXPENSE	592930	404998
OFFICE / GODOWN COMPENSATION	108000	108000
PACKING EXPENSE	4164750	4379086
POSTAGE & STAMPS	483930	608227
PRINTING & STATIONERY	279837	484818
SALES INCENTIVE	3127349	1940604
SALES PROMOTION & ADV.EXP	1368264	1324226
TELEPHONE EXPENSE	361574	464838
TRAVELLING EXPENSE DOMESTIC	941511	855878
TRAVELLING EXPENSE DIRECTORS	69724	28583
TRAVELLING EXPENSE FOREIGN	<u>333259</u>	<u>625538</u>
	22049211	23922698
<u>SCHEDULE "O"</u>		
<u>INTEREST & FINANCE CHARGES</u>		
<u>INTEREST</u>		
ON FIXED LOAN	394	68047
OTHER	9442676	9146328
	9443070	9214375

**SCHEDULE 'P': NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR
ENDED ON 31ST MARCH, 2009**

1. SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles & the provisions of the Companies Act, 1956, as adopted consistently by the company.

The company generally follows mercantile system of accounting and recognizes significant items of Income & Expenditure on an accrual basis. The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimated are recognized in the period in which the results are known/materialized.

B. FIXED ASSETS

Fixed assets are recorded at the cost of acquisition/construction (net of Vat/ Cenvat availed) and all direct expenses up to date of production, less accumulated depreciation.

C. DEPRECIATION

Depreciation has been provided on straight-line method at the rates and in the manner prescribed in schedule XIV of the Companies Act, 1956. Depreciation on addition/deletion during the year has been provided on prorata basis to the date of addition/deletion. No depreciation has been charged on Lease Hold Land.

D. INVESTMENT

Long term investments are stated at cost. Provision for diminution in the value of long term investment is made only if such decline is other than temporary in the opinion of the management

E. INVENTORIES

Inventories are valued as per below given basis:

A. Raw material: - Lower of cost or market value.

B. Stock in process: - At estimated cost.

C. Finish stock: - Lower of cost or net realisable value.

F. SALES & PURCHASE

Sales are recorded net of vat and excise duty, after deducting returns, discounts & claim. Purchases are recorded net of Value Added Tax and Cenvat availed.

G. EMPLOYEE RETIREMENT BENEFITS

Gratuity is being accounted on cash basis as & when paid. Company's contribution to provident fund and leave encashment are charged to profit & loss account on accrual basis.

H. CONTINGENT LIABILITIES

Contingent liabilities are not provided for and are disclosed separately by way of notes.

I. FOREIGN CURRENCY TRANSACTIONS

Transactions in foreign exchange, not covered by forward contracts, are accounted at the exchange rates prevailing on the date of the transaction. Gains or losses arising out of subsequent fluctuations are accounted for on actual payment/ realization. Amount outstanding on the year end are accounted for exchange gain /loss at rate prevailing on the year end.

J. EXPORT INCENTIVES

Export Incentives have been accounted on accrual basis on exception of claim receivable, any amount & difference between actual amounts received & provision/claimed not accepted has been recorded in the year of actual realization/materialized.

2. ADDITIONAL INFORMATION PURSUANT TO THE PROVISIONS OF PARA 3 & 4 OF PART II OF SCHEDULE VI OF THE COMPANIES ACT**A. PARTICULARS OF STOCK & PRODUCTION****(AS CERTIFIED BY THE MANAGEMENT)****(FIGURES IN LACS)**

WORKING ACTIVITIES	UNITS	CURRENT YEAR		PREVIOUS YEAR	
		QTY	AMOUNT	QTY	AMOUNT
RAW MATERIAL CONSUMED					
YARN	KGS	4.53	616.34	5.26	749.68
FABRICS	MTRS	3.71	156.04	5.68	156.80
MANUFACTURED					
FABRICS	MTRS	17.94		22.04	
GARMENT	PCS.	0.57		0.86	
OPENING STOCK					
FABRICS	MTRS	5.32	426.78	5.53	413.11
GARMENT	PCS.	0.52	17.52	0.44	13.22
PURCHASE OF TRADING GOODS					
FABRICS	MTRS	10.32	975.53	12.11	1042.82
GARMENT	PCS.	0.0003	0.05	0.01	1.18
SALES					
FABRICS	MTRS	28.34	2315.76	33.80	2582.74
GARMENT	PCS.	0.41	23.88	0.75	62.56
CLOSING STOCK					
FABRICS	MTRS	5.01	421.40	5.32	426.78
GARMENT	PCS.	0.58	20.61	0.52	17.52
CONVERSION JOB	MTRS/KGS.	6.63	60.28	7.35	58.81
B. REMUNERATION TO AUDITORS					
AUDIT FEES			0.95		0.95
TAX AUDIT FEES			0.25		0.25
OTHERS			0.12		0.15
C. PAYMENT TO DIRECTORS					
REMUNERATION			2.88		2.88
PERQUISITES			0.33		0.34
D. EARNING IN FOREIGN EXCHANGE (FOB)					
EXPORT OF GOODS			540.47		432.29
E. EXPENDITURE IN FOREIGN CURRENCY					
FOR TRAVELING			1.66		3.06
FOR SALE COMMISSION			15.52		14.99

3. The Company has not provided Gratuity during the year as the same will be accounted as and when paid, however, during the year Company has paid Rs.24844 /-(P.Y. 179744/-) as gratuity.
4. The Company has made payment of electricity charges as per concessional scheme announced by the Government of Maharashtra upto March 2008. However bill raised by the MSEDCL Ltd. up to March 2008 as per old tariff. However they had not disputed payment and accepted the same as directed by the Government of Maharashtra, due to this MSEDCL Ltd. is showing Rs.34.91 lacs as outstanding which is not recognized by the company.

5. Deferred tax working

Major Components of Deferred Tax Balances

PARTICULAR	31 st MARCH, 2009	Rs. In lacs 31 st MARCH, 2008
Deferred Tax Liabilities		
i) Difference between accounting and tax depreciation (cumulative)	48.09	55.65
Deferred Tax Assets		
i) Disallowances under section 40(a)(ia)/43b payment of expenses	0.00	0.00
Net Deferred Tax Liabilities	48.09	55.65

Net current deferred tax assets of Rs.7.56 lacs have been credited to Profit & Loss Account.

6. The balances of Sundry debtors, Sundry creditors and other advances are subject to confirmation and reconciliation.
7. The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to amount unpaid as at the year end together with interest paid/ payable as required under the said act have not been given.

8. STATEMENT OF RELATED PARTY:

NAME OF THE PARTY	RELATION	NATURE OF TRANSACTION	AMOUNT OF TRANSACTION	BALANCE AS ON 31ST MARCH 2009
				CREDIT / (DEBIT) RS.
SILWESTER TEX. P.LTD.	COMPANY IN WHICH DIRECTOR'S ARE INTERESTED	PROCESS EXCISE- FINISHING CHARGE	10532102/-	301689/-
DETAIL CLOTHING LTD.	-----"	SALE OF FABRIC	59768/-	NIL
		INTEREST PAID ON LOAN TAKEN	1381/-	NIL
JAMNAGAR WOOL. TEX.MILLS.PVT.LTD.	-----"	PURCHASE OF FABRIC	11030/-	NIL
		SALE OF FABRIC	1186268/-	(261480/-)
PRABHUDAYAL POLY. PVT.LTD.	-----"	INTEREST PAID ON LOAN TAKEN	1381/-	NIL
		PURC OF FABRIC	125746/-	
		JOB CHARGES PAID	38423/-	27802/-
INTELIFAB FASHION PVT.LTD.	-----"	SALE OF FABRIC	6351321/-	(2832973/-)
PERFECT TWISTER	FIRM IN WHICH DIRECTORS ARE INTERESTED	GALA COMPENSATION	48000/-	NIL
SIGNORA EXPORTS	-----"	SALE OF FABRIC	27346621/-	(4633344/-)
SANTOSH TULSIYAN	DIRECTOR	REMUNERATION	144000/-	NIL
		CAR HIRING CHGS	288000/-	NIL
SUBHASH TULSIYAN	DIRECTOR	REMUNERATION	144000/-	NIL
SUNIL TULSIYAN	RELATIVE OF DIRECTOR	SALARY	180000/-	NIL
ARJUN TULSIYAN	RELATIVE OF DIRECTOR	GALA COMPENSATION	60000/-	NIL

9. Previous year figures have been regrouped and rearranged wherever necessary to make them comparable with current year's figures.

SANTOSH FINE-FAB LIMITED

AS PER OUR REPORT OF EVEN DATE

FOR & ON BEHALF OF THE BOARD

FOR BHUWANIA & AGRAWAL ASSOCIATES
CHARTERED ACCOUNTANTSSANTOSH R.TULSIYAN
(MANAGING DIRECTOR)SUBHASH R.TULSIYAN
(EXECUTIVE DIRECTOR)N.K. AGRAWAL
PARTNER
(M.No.34659)ASHOK V. TULSIYAN
(DIRECTOR)SANJEEV D.SARAN
(DIRECTOR)PLACE: MUMBAI
DATED: 26.06.2008ASHARAM S.RUNGTA
(DIRECTOR)**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE****a) REGISTRATION DETAILS**

REGISTRATION NO.	:	025443	STATE CODE	:	11
BALANCE SHEET DATE	:	31ST MARCH 2009.			

b) CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS.LACS)

PUBLIC ISSUE	:	NIL	RIGHTS ISSUE	:	NIL
BONUS ISSUE	:	NIL	PRIVATE ISSUE	:	NIL

c) POSITION OF MOBILIZATION & DEVELOPMENT FUNDS (AMT. RS.LACS)

TOTAL LIABILITIES	:	1314.64	TOTAL ASSETS	:	1314.64
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SOURCES OF FUNDS

PAID - UP CAPITAL	:	343.21	RESERVE & SURPLUS	:	376.54
SECURED LOANS	:	546.80	DEFERRED TAX LIAB.	:	48.09
UNSECURED LOAN	:	00.00			

APPLICATION OF FUNDS

NET FIXED ASSETS	:	312.77	INVESTMENTS	:	13.80
NET CURRENT ASSETS	:	988.07	MISC. EXPENDITURE	:	

d) PERFORMANCE OF COMPANY (AMOUNT IN RS.LACS)

TOTAL TURNOVER	:	2495.83	TOTAL EXPENDITURE	:	2491.25
PROFIT BEFORE TAX	:	4.58	PROFIT AFTER TAX	:	0.56
EARNING PER SHARE	:	0.02	DIVIDEND	:	NIL

**e) GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY
(AS PER MONETARY TERMS)**

The Company generates and sells only one product i.e. FABRIC.

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS ON 31ST MARCH 2009
(RUPEES IN LACS)

PARTICULARS	31.03.2009	31.03.2008
A. CASH FLOW FROM OPERATING ACTIVITIES		
NET PROFIT BEFORE TAX & EXTRAORDINARY ITEM	4.58	5.24
ADJUSTMENTS FOR:		
DEPRECIATION & AMORTIZATION OF EXP	47.87	47.03
INTEREST PAID	94.43	92.14
INTEREST RECEIVED	(11.62)	(2.69)
(PROFIT)/LOSS ON SALE OF ASSETS	0.13	0.00
GOVERNMENT/INTEREST SUBSIDY RECEIVED	0.00	(20.00)
OPERATING PROFIT BEFORE WORKING CAPITAL	135.39	121.72
ADJUSTMENTS FOR:		
TRADE AND OTHER RECEIVABLES	33.63	28.95
INVENTORIES	50.75	(4.93)
TRADE PAYABLES	(56.50)	(46.38)
CASH GENERATED FROM OPERATIONS	163.27	99.36
INTEREST PAID	(94.43)	(92.14)
DIRECT TAXES (PAID)/REFUND	(9.15)	(14.55)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	59.69	(7.33)
PRIOR YEAR ADJUSTMENT	0.00	(0.32)
PROFIT/(LOSS) ON SALE OF ASSETS	(0.13)	(0.00)
GOVERNMENT/INTEREST SUBSIDY RECEIVED	0.00	20.00
NET CASH FROM OPERATING ACTIVITIES	59.56	12.35
B. CASH FLOW FROM INVESTING ACTIVITIES:		
SALE/PURCHASE OF FIXED ASSETS/INVESTMENT	(10.62)	(6.27)
INTEREST RECEIVED	11.62	2.69
INVESTMENT	(3.00)	0.00
NET CASH FLOW IN INVESTING ACTIVITIES	(2.00)	(3.58)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
PROCEEDS FROM CALLS IN ARREARS	NIL	NIL
PROCEEDS FROM SHORT TERM DEPOSITS	NIL	NIL
BANK BORROWING	(46.49)	(45.43)
OTHER BORROWING	10.00	10.00
DIVIDENDS PAID (INCLUDING CORPORATE TAX)	0.00	(0.19)
NET CASH FLOW IN FINANCING ACTIVITIES	(56.49)	(35.62)
NET INCREASE IN CASH AND CASH EQUIVALENTS	1.07	(26.85)
CASH AND CASH EQUIVALENTS (OP. BALANCE)	5.65	32.50
CASH AND CASH EQUIVALENTS (CL. BALANCE)	6.72	5.65

AS PER REPORT OF EVEN DATE
FOR BHUWANIA & AGRAWAL ASSOCIATES
CHARTERED ACCOUNTANTS

N.K.AGRAWAL
PARTNER

FOR & ON BEHALF OF THE BOARD
SANTOSH R. TULSIYAN
(MANAGING DIRECTOR)

PLACE : MUMBAI.
DATED : 26.06.2008

SANTOSH FINE-FAB LIMITED

112, Sanjay Mittal Bldg. No. 6,
Mittal Ind. Estate, Andheri (East), Mumbai 400059.

ATTENDANCE SLIP

27TH Annual General Meeting on 25th September 2009 at 11.00 A.M.

To be handed over at the entrance of the Meeting Hall.

Name of the attending Member (In Block Letters)	Membership Folio Number or DP-ID & Client ID	I/We hereby record my/our presence at the Twenty-Forth Annual General Meeting of the Company to be held on 25 th day of September, 2009 at 11.00 A.M. at 112, Sanjay Bldg. No.6, Mittal Industrial Estate, Andheri (East), Mumbai 400059
Name of the Proxy (IN BLOCK LETTERS) (To be filled in if the Proxy attends instead of the Members).	Number of Equity Shares held	Member's/Proxy's Signature (To be signed at the time of handing over this slip)

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP AT THE MEETING.

SANTOSH FINE-FAB LIMITED

112, Sanjay Mittal Bldg. No. 6,
Mittal Ind. Estate, Andheri (East), Mumbai 400059.

PROXY FORM

I/We _____

being a Member/Members of SANTOSH FINE FAB LIMITED hereby appoint _____

_____ of _____

as my/our proxy to vote for me/us and on my/our behalf at the Twenty-Seventh Annual General meeting of the
company to be held on Friday, 25th September 2009 and at any adjournment thereof.

Signed this _____ day of _____ 2009.

Folio No. _____

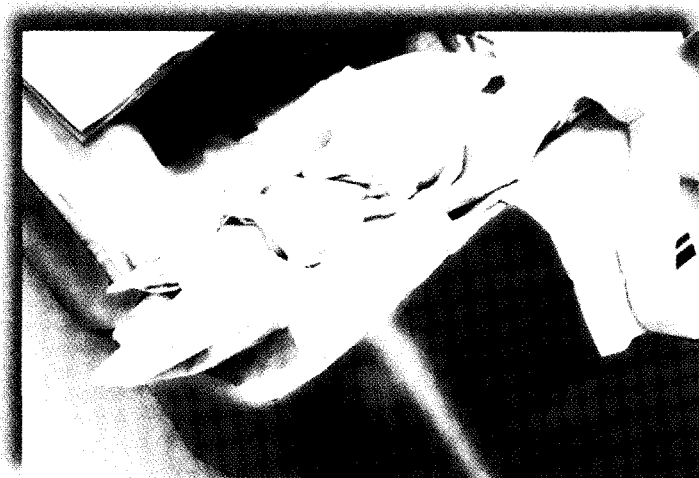
DP-ID _____ Client ID _____

No. Of Shares Held _____

1Rupee
Revenue
Stamp

Note : The Proxy Form duly completed and Stamped must be lodged with the Company not less than 48 hours before the time
for holding the aforesaid meeting.

SATISFACTION UNLIMITED !!



TOTAL *Perfection* 100% Satisfaction



TOTAL *Perfection* 100% Satisfaction

SANTOSH Fine-Fab Ltd.

Regd. Office : 112, Sanjay Building No.6, Mittal Estate,
Andheri (East), Mumbai - 400059
TEL.: 4253 2000 / 2850 6277 / 2850 6106 Fax:(91-22) 2850 2471
E-MAIL : sales@santoshgroup.in