



**23rd Annual Report
and Accounts for
year ended
31st March 2009**

SIKA INTERPLANT SYSTEMS LTD.



SIKA INTERPLANT SYSTEMS LIMITED

Regd Office : 3, Gangadhara Chetty Road, Bangalore - 560 042, India
Ph: 91-80-25599086 / 25599144 Fax : 91-80-25599501
email:bsg@sikaglobal.com

NOTICE

NOTICE is hereby given that the twenty third Annual General Meeting of the Company will be held at Hotel Ajantha, 22, M.G.Road, Bangalore 560 001 on Wednesday, 30th September 2009 at 11.00 A.M., to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Accounts for the year ended 31.03.2009 along with the Reports of the Directors and Auditors thereon.
2. To declare dividend for year ended 31st March, 2009.
3. To appoint Directors in place of Dr.C.G.Krishnadas Nair, Director who retires at the Annual General Meeting and being eligible offers himself for re-appointment.
4. To appoint Directors in place of Mr.H.K.Ramesh, Director who retires at the Annual General Meeting and being eligible offers himself for re-appointment.
5. To appoint Auditors and to fix their remuneration.
M/s.Shekar & Yatish, Chartered Accountants, Bangalore, retire at this meeting and they are eligible reappointment.

SPECIAL BUSINESS

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

"Resolved that subject to the provisions of Section 269, 309, 198 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII and Clause 10 of Articles of Association and subject to such approvals as may be required, Mr.Rajeev Sikka be and is hereby re-appointed as a Chairman & Managing Director of the Company for a period of 5 years with effect from 01.04.2010 on the following existing terms:-

(a) Salary Rs.75000/- p.m. In the range of Rs.75,000/- to Rs.1,00,000/- per month (with such special increments within the aforesaid range as may be decided by the Board or any committee thereof, in its absolute discretion from time to time)

(b) Perquisites and allowances

- | | |
|--------------------------------|--|
| (i) House Rent Allowance | : Rs.2,40,000/- p.a. |
| (ii) Medical reimbursement | : Self and family at actual subject to a ceiling of one month salary |
| (iii) Leave Travel Allowance | : Self & family once a year actual reimbursement subject to a ceiling of one month salary |
| (iv) Club Fees | : Club fees subject to a maximum of two clubs subject to a maximum of Rs.12000/- p.a, which will not include Admission and life membership fees. |
| (v) PF/Superannuation/Gratuity | : As per Company rules |
| (vi) Motor Car | : Free use of Car with driver. Use of Car for personal use to be billed by Company |
| (vii) Telephone | : Telephone facility at residence, for personal long distance calls to be billed by the Company. |
| (viii) Earned Leave | : As per Company rules and Encashment |

(c) Allowances:

A special Allowance not exceeding Rs.5,00,000/- per annum will be paid.

(d) Performance Incentive:

As decided by the Remuneration Committee and the board from time to time. However the overall remuneration including performance incentive should not exceed maximum as prescribed in schedule XIII of the companies Act.

"Resolved further that the aforesaid remuneration shall be construed as minimum remuneration in case of inadequacy profits.

The above said remuneration is valid for the period 01.04.2010 to 31.03.13 & renewal beyond this period subject necessary approvals."

Further the above is subject to a detailed agreement being entered by the director with the company after due Board approval.

7. To consider and if thought fit to pass with or without modification, the following Resolution as a Special Resolution:-

"Resolved that subject to the provisions of Section 269, 309, 198 and other applicable provisions, if any of the Companies Act, 1956, read with Schedule XIII and Clause of Articles of Association and subject to such approvals as may be required Mr. Sanjeev Sikka be and is hereby re-appointed as a Managing Director of the company for a period of 5 years with effect from 01.04.2010 on the following terms:-

(a) Salary Rs.75000/- p.m. In the range of Rs.75,000/- to Rs.1,00,000/- per month (with such special increments within the aforesaid range as may be decided by the Board or any committee thereof, in its absolute discretion from time to time)

(b) Perquisites and allowances

(i) House Rent Allowance : Rs.2,40,000/- p.a.

(ii) Medical reimbursement : Self and family at actual subject to a ceiling of one month salary

(iii) Leave Travel Allowance : Self & family once a year actual reimbursement subject to a ceiling of one month salary

(iv) Club Fees : Club fees subject to a maximum of two clubs subject to a maximum of Rs.12000/- p.a, which will not include Admission and life membership fees.

(v) PF/Superannuation/Gratuity : As per Company rules

(vi) Motor Car : Free use of Car with driver. Use of Car for personal use to be billed by Company

(vii) Telephone : Telephone facility at residence, for personal long distance calls to be billed by the Company.

(viii) Earned Leave : As per Company rules and Encashment

(c) Allowances:

A special Allowance not exceeding Rs.5,00,000/- per annum will be paid.

(d) Performance Incentive:

As decided by the Remuneration Committee and the board from time to time. However the overall remuneration including performance incentive should not exceed maximum as prescribed in schedule XIII of the Companies Act.

"Resolved further that the aforesaid remuneration shall be construed as minimum remuneration in case of inadequacy profits.

The above said remuneration is valid for the period 01.04.2010 to 31.03.13 & renewal beyond this period subject to necessary approvals."

Further the above is subject to a detailed agreement being entered by the director with the company after due Board approval.

8. To consider and if thought fit to pass with or without modification, the following Resolution as a Special Resolution

"Resolved that pursuant to Sec. 309 and other applicable provisions, if any of the Companies Act, 1956 and subject to approval of Central Government if necessary, the consent of the Company be and is hereby accorded for the payment of remuneration/commission apart from sitting fees to the following non executive and Independent Directors of the Company viz., 1) Dr.C.G. Krishnadas Nair and 2) Mr.R.N.Chawhan, as determined by the board, the total of which not exceeding as per provision of the Companies Act, for a period of 3 years with effect from 01.04.2010."

For & on Behalf of the Board

Place:Bangalore

Date :01.09.2009

G.Thomas
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and that proxy need not be a member.
2. Proxies to be effective shall reach the registered office of the Company at least 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Books of the Company will be closed from 21.09.2009 To 30.09.2009 (Both days inclusive).
4. Explanatory statement pursuant to Sec 173(2) of the Companies Act, 1956:

Item 6:- Considering the fact that Mr. Rajeev Sikka is a Director having professional qualification and has immensely contributed to the progress of the Company in his capacity as Managing Director, and also considering his business experience and knowledge, in the interest of the Company, the Board of Directors as recommended by remuneration committee, in their meeting held on 13.08.2009 decided to re-appoint Mr.Rajeev Sikka, as the Chairman & Managing Director of the Company, for a period of 5 years with effect from 01.04.2010 on the terms set out in the resolution. Excepting Mr.Rajeev Sikka and Mr.Sanjeev Sikka, none of the other Directors are interested in this item of business. Now it is proposed to re-appoint him with existing remuneration.

Your Directors commend the resolution for your approval.

Item 7:- Mr.Sanjeev Sikka, is at present working as wholetime Director of the Company. Considering his qualification, business experience and knowledge, it would be in the interest of the Company to re-appoint Mr.Sanjeev Sikka, as a Managing Director to the company for a period of 5 years with effect from 01.04.2010 on the terms set out in the resolution. Excepting Mr.Rajeev Sikka and Mr.Sanjeev Sikka, none of the other Directors are interested in this item of business. Now it is proposed to re-appoint him with existing remuneration.

Your Directors commend the resolution for your approval.

I.General information

The Company is an existing Engineering Company in Design, Development, manufacturing Advanced Hi-tech Equipment, Engineering Projects & Services. The Company has a sustained and steady growth in terms of turnover and profitability as compared to performance in the previous year.

II.Information about the appointee

a) Mr. Rajeev Sikka is a Graduate with Joint Honours in Engineering and Management sciences from University of Strathclyde , Glasgow, UK. He is having more than 3 decades of experience in same Industry which includes more than 20 years of experience as Managing Director in the Company. He is responsible for mangement, Business developement, introduction of cost control measures and prudent financial management of the Company which has helped the Company to turn the corner and become an efficient unit in the Industry.

Now it is proposed to re-appoint with existing remuneration as stated in the resolution.

b) Mr. Sanjeev Sikka is Graduate in Chemical Engineering From IIT Bombay (1975) and Master Of Science Engineer from Rutgers University, New Jersey (USA)(1977) also a Member of Institute of Engineers and Indian Institute of Chemical Engineers.

Now it is proposed to re-appoint with existing remuneration as stated in the resolution.

III. Other Information

The Company has introduced systems for effective management information and control system which will improve the overall efficiency of Company's operations with cost reduction in all fields. Experts are consulted to increase productivity and reduce wastage in the plant and machinery, which will improve the productivity and profitability in the immediate future.

IV. Disclosures

The details of remuneration to all Directors including working Directors are dealt with in the corporate governance report forming part of Directors report attached to this notice.

Item 8 :-

Considering the immense contribution made by the Non Executive Directors mentioned in the resolution, by way of active involvement on the policies of the Company which has resulted in improved performance, the Board as decided to fix suitable remuneration to the said Directors as stated in the resolution. Except the concerned Directors none of the other Directors are interested in this item of business.

Hence Your Directors commend the resolution for your approval.

Your Directors commend the resolution for your approval.

For & on Behalf of the Board

Place:Bangalore
Date :01.09.2009

G.Thomas
Company Secretary

TWENTY THIRD ANNUAL REPORT

SIKA INTERPLANT SYSTEMS LTD.

BOARD OF DIRECTORS (As on 13th August, 2009)

- | | | |
|---------------------------|---|------------------------------|
| 1. RAJEEV SIKKA | : | Chairman & Managing Director |
| 2. SANJEEV SIKKA | : | Whole time Director |
| 3. Dr.C.G.KRISHNADAS NAIR | : | Director |
| 4. R.N.CHAWHAN | : | Director |
| 5. DR.J.M.DEB NATH | : | Director |
| 6. H.K.RAMESH | : | Director |

COMPANY SECRETARY : Gnanaprakash Thomas, M.Com,LLB,ACS

AUDITORS : M/s.Shekar & Yathish
Chartered Accountants

BANKERS : Canara Bank
Industrial Finance Branch
Bangalore.

REGISTERED OFFICE : No.3, Gangadhara Chetty Road,
Bangalore - 560 042.

REGISTRAR & SHARE
TRANSFER AGENTS : M/s.Cameo Corporate Services Ltd
'Subramanian Building'
No.1, Club House Road
Chennai 600 002

DIRECTORS REPORT

Dear Shareholders,

Your Directors are pleased to present the Twenty Second Annual Report along with Audited Statement of Account for the year ended 31st March 2009

FINANCIALS RESULTS

	<i>Rs in lakhs</i>	
	31/3/2009	31/03/2008
Total Income	129,088,279	98,260,624
Profit (Loss) before tax & depreciation	36,953,754	22,162,042
Provision for taxes	12,484,383	7,198,673
Depreciation	1,622,000	1,542,534
Profit (Loss) for the year after tax and depreciation	22,847,371	12,907,483
Earning per share	5.39	3.04

OPERATIONAL REVIEW.

During the year your Company's performance has considerably improved during the financial year 2008-09. Your company has posted higher turnover and profits for the year 2008-09.

Your company has taken up execution of infrastructure for engineering complex at Bangalore and continues to progress industrial partnerships for joint working and work share.

DIVIDEND

Your Directors have recommended a dividend of 6% on 42401750 equity shares of Rs.10/- each absorbing Rs. 25,44,10/- excluding tax for the year ended 31st March 2009 for the share holders whose name appear in the register of members as on date of book closure.

The Dividend has been kept unchanged as the Company has taken up an expansion program involving financial outlay in the current year. The benefit of the expansion project will be reflected in the performance of coming years.

Subsidiary Companies

The Company has following subsidiary companies:-

- 1) M/s.Sikka n Sikka Engineers Pvt Ltd
- 2) M/s.EMSAC Engineering Pvt Ltd
- 3) M/s.SIKA UK Ltd

Annual report of all subsidiary companies for the year ended 31st March 2009 is attached to the Balance sheet of the Company.

Sikka n Sikka Engineers Pvt Ltd is a 100% subsidiary of the Company which undertakes some of the fabrication contracts. EMSAC Engineering Pvt Ltd specialized in Servo systems and control systems including specialized design software application engineering and support, Hardware etc. EMSAC is developing a competent team with specialised training in India and abroad. EMSAC would improve its performance in the coming years.

SIKA UK Ltd located in UK specializes in Fasteners of exotic materials for Aerospace and Defense both for India and European markets. Considerable product and team development has been done. SIKA UK Ltd expects to improve performance in the coming years.

As required under the listing agreements with the Stock exchange a consolidated financial statement of the Company and its subsidiaries is attached. The Consolidated Financial Statements have been prepared in accordance with accounting standards 21 issued by the Institute of Chartered Accountants of India.

DIRECTORS:

Dr.C.G.Krishnadas Nair, Director and Mr.H.K.Ramesh, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. The proposals regarding their re-appointment as Directors are placed for your approval.

CORPORATE GOVERNANCE CODE

As per Clause 49 of the listing agreement with the Stock Exchange, the Company complies with the corporate Governance practices as enunciated in the listing agreement, Corporate Governance report and Management discussions & analysis are annexed, which form part of this report.

OTHER PARTICULARS

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of the employees) Rules 1975 : is NIL.

Fixed Deposits

During the year ended 31st March, 2009, your Company has not accepted any deposits within the meaning of Sec.58A of the Companies Act, 1956, read with companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS RESPONSIBILITY STATEMENT.

The Directors responsibility statement, setting out the compliance with the accounting and financials reporting requirements specified under section 217(2AA) of the Companies Act, 1956 is annexed to this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

Under the Companies (disclosure of particulars in the report of Board of Directors) Rules, 1988 is annexed to this report.

AUDITORS

M/s.M/s.Shekar & Yathish, Chartered Accountants & Auditors of the company retire at the conclusion of the ensuing Annual General Meeting and offers themselves for re-appointment.

ACKNOWLEDGEMENT

Your Directors would like to thank all stake holders for their co-operation & continued support. We deeply appreciate your support and look forward to your continued support for future growth.

On Behalf of the Board of Directors

Place :Bangalore
Date :13.08.2009

RAJEEV SIKHA
Chairman & Managing Director

ANNEXURE TO DIRECTOR'S REPORT

A) DIRECTORS RESPONSIBILITY STATEMENT.

In accordance with the provision of Sec.217 (2AA) of the Companies Act, 1956, your Directors state:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed;
- b) That your Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) That your Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;

That your Directors have arranged the annual accounts on a going concern basis.

B) CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS

Under the Companies (disclosure of particulars in the report of Board of Directors) Rules, 1988.

A. Conservation of Energy

SIKA has taken steps towards Conservation of Energy in the manufacturing processes as an ongoing process.

B. Technology Absorption, Adaptation and Innovation.

SIKA has been successful in absorbing and adopting New Technologies during the year. SIKA has also finalised plans for further upgradation of technology and processes Technology absorption and adaptation continues to be at the heart of Companies Core strategy and objectives. As the Company continues to take up R&D, the company is taking steps to obtain approval from CSIR.

- C. Foreign Exchange out go is Rs. 2,91,40,827/- (Rupees two crores ninety one lakhs forty thousand eight hundred twenty seven only) (which includes import of raw materials, components, foreign travel expenses) and the Foreign Exchange earned Rs. 4,07,35,890/- (Rupees four crores seven lakhs thirty five thousand eight hundred ninety only).

MANAGEMENT DISCUSSION AND ANALYSIS

The Director's have pleasure in presenting the Management Discussion and analysis report for the year ended March 31, 2009. the shareholders are hereby cautioned that this discussion and analysis mainly comprises statements that involve predictions based on, risk and uncertainties. These are the management perceptions and the actual results may differ materially from those expressed specifically or implied. Therefore as a matter of caution, undue reliance on forward looking statements should not be made. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and notes thereto.

INDUSTRY OVERVIEW

Indian economy along with the world economy has faced turbulence and downturn. SIKA's operations are in Aeronautics and defense and the opportunities are considerable including the opportunities in the offsets programs of Government of India.

BUSINESS OUTLOOK

Long term Business outlook is bright in spite of turbulence & slack economic growth in the short term. Your Company has taken steps to put in place corporate planning and growth strategy for the coming years.

SIKA is taking up modernization and expansion of its facilities in Bangalore to meet the existing requirements of international companies and domestic projects. Concurrently SIKA is finalizing partnerships which will bring regular business for the Company. The Company is confident of continued growth barring unforeseen circumstances.

The Company has obtained industrial licence from Government of India for manufacture of defence system & qualify for offsets

RISKS AND CONCERNS

Your Company believes that it is well positioned to sustain and grow its business as significant growth opportunities exist in its business.

As you Company operates both in the international and domestic markets, there are inherent risks like foreign exchange risk, product warranty etc. These risks are being mitigated through appropriate de-risking strategies.

OPPORTUNITIES AND THREATS

With the growing Indian market in Aerospace and Defence, India is seen as one of the target business markets for the international Aerospace and Defence industry. In this scenario international Aerospace and defence companies want to gain a competitive edge by outsourcing jobs to Indian industry and also provide Indian customers with MRO support in India.

SIKA has excellent network with international Aerospace and defence companies and is well positioned for this potential business.

Currently the offset opportunity is estimated at USD 10 billion and international Aerospace and defence companies are looking for good Indian companies

SIKA would be able to capitalise on these opportunities as it has deep understanding of the international Aerospace and defense market and has network to match the same. Therefore, SIKA would be able to source critical technologies and materials unlike other Indian Companies

INTERNAL CONTROL SYSTEMS

The Company has adequate internal audit and control systems to ensure that all the transactions are authorised, recorded and reported correctly. The Company has audit committee of the Board, the composition and functions of which are given in Corporate Governance report as part of this Annual Report.

SEGMENT WISE PERFORMANCE

The Company is primarily engaged in the business of manufacturing and rendering of services in engineering products, projects and designs. For all purposes the company is organized into one operating activity of Engineering products and services. Accordingly the Company is of the view that it has only one business segment. The Company has no activity outside India except for export of Engineering Services presently. Thereby there is no geographical segment.

DISCUSSIONS ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONS PERFORMANCE

Your Company was able to mitigate the effects of down turn in the economy. During the year under review the turnover grew by 31% and profit before tax and depreciation was at 26% to turnover compared to 22% for the previous year.

HUMAN RESOURCES

The company provides employees with a fair and equitable work environment and support to develop their capabilities. We are also focusing on bringing a new talent and competencies in the organization and building on the existing strength of the employees to move the company to be a key player in the Market.

Annexure - Forming part of the Director's report for the year ended March 31, 2009

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE CODE:

The Clause 49 of the Listing Agreement incorporate certain disclosure requirements related to Corporate Governance with the purpose of enhancing statutory compliances and disclosure related thereto, together with a thrust on the Company's value system.

2. BOARD OF DIRECTORS

The composition and attendance of Directors's at Board meetings and the AGM held in the year as under:

Sl	Name of Director	Category	No of other directorships	No of committee membership	
				Chairman	Member
1	Mr.Rajeev Sikka	CMD	6	-	-
2	Mr.Sanjeev Sikka	WTD	6	-	-
3	Dr.C.G.Krishnadas Nair	Independent Director	10	1	2
4	Mr.R.N.Chawhan	Independent Director	1	2	1
5	Dr.J.M.Deb Nath	NED	-	-	-
6	Mr.H.K.Ramesh	Independent Director	-	-	3

2A. MEETINGS OF THE BOARD OF DIRECTORS

Sl	Name of Director	No of Meetings	
		Held	Attended
1	Mr.Rajeev Sikka	6	6
2	Mr.Sanjeev Sikka	6	5
3	Dr.C.G.Krishnadas Nair	6	6
4	Mr.R.N.Chawhan	6	4
5	Dr.J.M.Deb Nath	6	4
6	Mr.H.K.Ramesh	6	4

3. THE BOARD COMMITTEE

I) AUDIT COMMITTEE

Sl	Name of Director	Category	Status
1	Mr.R.N.Chawhan	Independent Director	Chairman
2	Dr.C.G.Krishnadas Nair	Independent Director	Member
3	Mr.H.K.Ramesh	Independent Director	Member

During the year under report four meetings of the Committee were held . The attendance at the meetings was under:

Sl	Name of Director	No of meetings held	No of meetings attended
1	Mr.R.N.Chawhan	4	4
2	Dr.C.G.Krishnadas Nair	4	3
3	Mr.H.K.Ramesh	4	4

At its meetings, the Audit Committee reviewed the quarterly and annual financial results before the Board took the same on record. The Committee also reviewed Internal Audit Reports and Procedure and made recommendations to the Board, where improvements were deemed necessary to strengthen the same. The minutes of the meetings of the Audit committee are regularly placed before the board.

Terms of Reference:

The terms of the Audit committee have been enlarged to include overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements reflect true and fair position, reporting practices of the Company and its compliances with the legal and regulatory requirements.

Overseeing the audits of the Company's financial statements, appointments and performances of internal & statutory Auditors, compliance with accounting standards and stock exchange requirements.

II. SHAREHOLDER'S GRIEVANCE/SHARE TRANSFER COMMITTEE

I) COMMITTEE MEMBERS

Sl	Name of Director	Category	Status
1	Dr.C.G.Krishnadas Nair	Independent Director	Chairman
2	Mr.R.N.Chawhan	Independent Director	Member
3	Mr.H.K.Ramesh	Independent Director	Member

During the year under report four meetings of the Committee were held. The attendance at the meetings was under:

Sl	Name of Director	No of meetings held	No of meetings attended
1	Mr.R.N.Chawhan	3	3
2	Dr.C.G.Krishnadas Nair	3	3
3	Mr.H.K.Ramesh	3	3

There were no complaints received during the financial year 2008-09. During the year 8 requests for physical share transfer and 2200 request for dematerializations were received and approved by the Committee.

Terms of reference

To Examine and redress the complaints and grievances of shareholders of the Company relating to transfer of shares, non-receipt of annual reports, non-receipt of dividends.

To ensure prompt redressal of any issue relating to the share transfer, transmission and issue of duplicate shares and related activities.

III. REMUNERATION COMMITTEE

I) COMMITTEE MEMBERS

Sl	Name of Director	Category	Status
1	Mr.R.N.Chawhan	Independent Director	Chairman
2	Dr.C.G.Krishnadas Nair	Independent Director	Member
3	Mr.H.K.Ramesh	Independent Director	Member

During the year under report four meetings of the Committee were held. The attendance at the meetings was under:

Sl	Name of Director	No of meetings held	No of meetings attended
1	Mr.R.N.Chawhan	2	2
2	Dr.C.G.Krishnadas Nair	2	2
3	Mr.H.K.Ramesh	2	2

Terms of reference

The Remuneration committee determine the Company's policy on remuneration packages for Managing Director/Whole time director and any other compensation, benefits related matters and issues within the frame work of provisions and enactments governing the same.

Details of Remuneration paid to Directors:

- 1) Chairmand and Managing Director - Mr.Rajeev Sikka Rs.11,04,765/- consolidated
- 2) Whole time Director - Mr.Sanjeev Sikka Rs.10,50,451/- consolidated

4. GENERAL MEETINGS

The particulars of the last three annual General Meetings of the Company are as under:

Financial year	Venue	Date and time	Special resolution passed
2005-06	Hotal Ajantha, M.G.Road, Bangalore 01	29 th September 2006 2.30 pm	1. Increase of borrowing power 2. Amendment of Articles of Association 3. Approval of new business
2006-07	Hotal Ajantha,	28 th September 2007 11.00 am	1. Appointment of Dr. C.G. Krishnadas Nair as Director
2007-08	Hotal Ajantha, M.G.Road, Bangalore 01	29 th September 2008 11.00 am	1. Revision in remuneration payable to Mr.Rajeev Sikka, Chaiman and Managing Director. 2. Revision in remuneration payable to Mr.Sanjeev Sikka, Whole time Director. 3. Appointment of Mr.R.N.Chawhan as Director

5. MENAS OF COMMUNICATION

The Company regularly publishes its quarterly, half yearly and annual results in due time in National and regional newspapers in compliance with the requirements.

No presentation have been made to institutional Investors/Analyst during the year.

5. GENERAL SHAREHOLDER INFORMATION.

1. Listing on Stock exchange.

Bombay Stock Exchange, Mumbai
1sr floor, New Trading Ring, Rotunda Bldg.
P.J. Towers, Dalal Street, Fort
Mumbai 400 001.

Stock code: 523606

The company has paid listing Fees for 2008-09.

DEPOSITORY SYSTEM

Your Company's shares are tradable compulsorily in electronic form and your Company has established connectivity with both the depositories given below with common ISIN Number NE438E01016:

- a) National Securities Depository Limited (NSDL)
- b) Central Depository Service Limited (CDSL)

DEPOSITORY REGISTRAR AND TRANSFER AGENT:

M/s Cameo Corporate Services Limited,
"Subramnian Building"
1, Club House Road
Chennai 600 002

COMPLIANCE OFFICER DETAILS

Mr. B.S. Brinivasulu - Chief Financial Officer
Email: bsg@sikaglobal.com

6. MARKET PRICE DATA

Year/Month	BSE market price (in Rs.)	
	High	Low
April 2008	44.70	41.25
May 2008	53.00	44.05
June 2008	49.20	37.05
July 2008	42.45	38.70
August 2008	38.90	36.25
September 2008	37.05	28.95
October 2008	15.75	15.00
November 2008	15.95	13.80
December 2008	19.00	18.95
January 2009	19.20	15.20
February 2009	17.20	12.85
March 2009	14.95	12.25

7. DISTRIBUTION SCHEDULE

No of shares	No of share holders	% of share holders	No of shares held
1 to 500	2531	12.30	521740
501 to 1000	182	3.56	151033
1001 to 2000	72	2.63	111311
2001 to 3000	19	1.11	47112
3001 to 4000	14	1.09	46241
4001 to 5000	9	1.04	44159
5001 to 10000	11	1.90	80389
10001-& above	12	76.37	3238190
TOTAL	2850	100.00	4240175

8. SHARE HOLDING PATTERN AS ON 31.03.2009

Category	No of shareholders	No of share held	% of shareholding
Promoters	10	3109115	73.33
Foreign	0	0	0
Financial institutions & Bank	1	39411	0.93
Bodies Corporate	84	158599	3.74
Indian Public	2741	927399	21.87
Individual Foreign	5	3134	0.07
Clearing Member	9	2265	0.05

4065385 shares i.e. 95.87 % of the equity shares were held in Dematerialised form as-on-31-03-2009

9. UNCLAIMED DIVIDENDS

As on March , 31 2009 the following dividends remained outstanding:

Sl	For the year ended	Amount in Rs.
1	31 st March 2006	71,200.00
2	31 st March 2007	82,240.00
3	31 st March 2008	1,20,800.00

10. OUTSTANDING GDRs/ADRs

The company has not issued any GDRs or ADRs or any other convertible instruments.

CERTIFICATE BY CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

I Rajeev Sikka, Chairman and Managing Director of the Company do hereby declare that pursuant to provisions of clause 49 of the listing agreement all the members of the Board of Directors and the senior Management personnel have affirmed compliance with the code of conduct of the Company for the year 2008-09

For Sika Interplant Systems Ltd

Rajeev Sikka
Chairman and Managing Director

Place: Bangalore
Date: 13-08-2009

AUDITOR'S CERTIFICATION ON CORPORATE GOVERNANCE

To the Members of Sika Interplant Systems Ltd

We have examined the compliance of the conditions of corporate governance by Sika Interplant Systems Ltd for the year ended March 31, 2009 as stipulated in Clause 49 of the Listing agreement of the said Company with the Stock Exchanges.

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

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

We state that company has not received any complaints from shareholders during the financial year.

We further state that such compliance is neither an assurance as to 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
M/s. Shekar & Yathish
Chartered Accountants

Kusuma Yathish
Partner.
Membership Number -209637

Place: Bangalore
Date : 13-08-2009

Auditors' Report

To
The Members of Sika Interplant Systems Limited

We have audited the attached balance sheet of **M/s Sika Interplant Systems Limited** as at 31st March 2009, the profit and loss account and the cash flow statement for the year ended on that date annexed thereto. These Financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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:

1. 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.
2. In our opinion, proper Books of Accounts as required by law have been kept by the Company so far as appears from our examinations of these books.
3. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the Books of Accounts
4. In our opinion the Balance Sheet and the Profit and Loss Account comply with the Accounting Standards referred to in Subsection (3C) of Section 211 of the Companies Act, 1956.
5. on the basis if the written representation received from the Directors as on 31-03-2009, and taken on record by the Board of Directors, we report that none of the Directors is prima-facie disqualified as on 31st March, 2009 from being appointed as Directors in terms of clause (g) of sub-section (1) of Section 274 of The Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, subject to what has been referred to against No.4 herein, the said accounts read with the Significant Accounting Policies and Notes to the Accounts, give the information required by the Act, in the manner so required and also 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.
 - b) in the case of the Profit and Loss Account of the Profit for the year ended on that date. And;
 - c) in the case of the cash flow statement, of the cash flows for the year ended on that date
7. 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 and on the basis of such checks as we considered appropriate and according to the information and explanations given to us, we give below a statement on the matters specified in paragraphs 4 and 5 of the said Order.
 - (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
 - (b) All the assets have been physically verified by the management at reasonable intervals. Having regard to the size of the company and the nature of its assets , no material discrepancies were noticed on such verification
 - (c) The Company has not disposed any Fixed assets during the year.

- (ii) (a) The inventory has been physically verified during the year by the management.
- (b) The company is maintaining proper records of Inventory, minor discrepancies noticed on such physical verification have been properly dealt with in the books of accounts.
- (iii) (a) The Company has granted an interest free unsecured loan to one company listed in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year end balance of such loan is Rs.23,15,359/- .
- (b) In respect of the interest free unsecured loan given to its subsidiary company no terms of repayment has been prescribed and hence no amounts have become overdue.
- (c) The Company has not taken any loans, secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Act.
- (d) In view of what is stated in Para (c) above, the matters to be reported vide sub clause (f) and (g) of clause (iii) with regard to the rate of interest, terms and conditions of loan being prejudicial to the interests of the company and regular repayment of interest and principal amount of loan are not applicable.
- (iv) There are adequate internal control systems commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets, and the sale of goods. Further, on the basis of our examination of the books and records of the Company, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) (a) According to the information and explanations given to us, the particulars of transactions or arrangements that were required to be entered in the register maintained under section 301 of the Companies Act, 1956 have been so entered;
- (b) In respect of transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time;
- (vi) In view of the Company not having accepted deposits in terms of the provisions of sections 58 A and 58 AA and other relevant provisions of the Companies Act 1956 the compliance requirements as mentioned thereof do not arise.
- (vii) In our opinion based on the information and explanations given to us the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Central Government has not prescribed maintenance of cost records under Sec 209(1) (d) of the Companies Act 1956.
- (ix) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it and according to the information and explanations given to us no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty, Excise Duty and Cess were in arrears, as at 31.03.2009 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty and Cess which have not been deposited on account of any dispute
- (x) The Company has accumulated losses amounting to Rs.15.02 Crores on account of Amalgamation between M/s.Spaceciti Proejcts Pvt Ltd and the Company during 2006-07and further the Company has not incurred cash losses during the Financial year covered by our audit and in the immediately preceding Financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

- (xiii) The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of Clause 4 (xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- (xiv) In our opinion the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of Clause 4 (xiii) are not applicable to the company.
- (xv) According to the information and explanations given to us the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) The Company has not borrowed term Loans during the audit period.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) According to the information and explanations given to us the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us the Company had not issued any Debentures during the period under audit.
- (xx) The Company has not made any public issues during the period under audit and consequently the verification of end use of the same does not arise.
- (xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported.

Place: Bangalore
Date : 13-08-2009

for and on behalf of
M/s. Shekar & Yathish
Chartered Accountants

Kusuma Yathish
Partner.
Membership Number -209637

SIKA INTERPLANT SYSTEMS LTD
BALANCE SHEET AS AT 31ST MARCH 2009

	SCH.NO	31.03.2009 Rs.	31.03.2008 Rs.
SOURCES OF FUNDS			
<u>Share Holders Funds</u>			
Share Capital	1	42,401,750	42,401,750
Reserves & Surplus	2	176,262,000	176,262,000
<u>Loan Funds</u>			
Secured Loans	3	1,121,168	1,838,986
Unsecured Loans			
Deferred Tax Liability/ (Asset)		546,264	861,881
TOTAL		220,331,182	221,364,617
APPLICATION OF FUNDS			
<u>Fixed Assets</u>			
Gross Block	4	28,928,956	28,336,135
Less Depreciation		9,959,968	9,232,785
Net Block		18,968,988	19,103,350
Capital Work in Progress		2,815,821	1,538,511
Investments	5	14,042,855	17,779,907
Current Assets , Loans & Advances (A)	6	93,816,088	47,269,315
Less: Current Liabilities & Provisions (B)	7	59,789,763	34,674,555
Net Current Assets [(A) -(B)]		34,026,325	12,594,760
Miscellaneous Expenditure (to the extent not written off or adjusted)		150,477,192	170,348,088
TOTAL		220,331,182	221,364,617
Notes to Balance Sheet	13		

Schedules 1 to 7 & 13 form an integral part of this Balance Sheet
This is the balance sheet mentioned in our report of even date

RAJEEV SIKKA
Chairman &
Managing Director

Dr.C.G.Krishnadas Nair
Director

Dr.J.M.Deb Nath
Director

Place : Bangalore
Date : 13-08-2009

SANJEEV SIKKA
Whole Time Director

R.N.Chawhan
Director

G.THOMAS
Company Secretary

For and on behalf of
M/s.Shekar & Yathish
Chartered Accountants
KUSUMA YATHISH
Partner

SIKA INTERPLANT SYSTEMS LTD
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2009

		31.03.2009 Rs.	31.03.2008 Rs
INCOME			
Sales & Services	8	124,075,368	96,108,426
Other Income	9	5,012,910	2,152,198
TOTAL		129,088,279	63,260,511
EXPENDITURE			
Manufacturing /Service Expenses	10	65,703,539	52,707,490
Administrative Expenses	11	25,834,359	23,391,093
Financial Expenses	12	596,627	513,351
Depreciation	4	1,622,000	1,542,534
TOTAL		93,756,524	46,418,110
PROFIT BEFORE TAX		35,331,754	20,106,157
Provision for Taxation			
- Current		12,200,000	6,500,000
- Deferred		(315,617)	73,673
- Fringe Benefits		600,000	625,000
PROFIT AFTER TAX		22,847,371	12,907,483
Balance Profit / (Loss) from last year		(170,348,089)	(180,279,096)
		(147,500,717)	(167,371,613)
APPROPRIATIONS:			
Proposed Dividend on Equity Shares		2,544,105	2,544,105
Tax on Dividend proposed		432,371	432,371
Amalgamation Reserve		-	-
Balance Profit / (Loss) carried to Balance Sheet		(150,477,193)	(170,348,088)
Face value of Shares Rs. 10/- each Weighted average No. of shares for computing earnings per share (Basic & Diluted)		4,240,175	4,240,175
Earnings per share (Basic & Diluted)		5.39	3.04
Notes to Accounts	13		

Schedules 4,8 to 12 & 13 form an integral part of this Balance Sheet
This is the balance sheet mentioned in our report of even date

For and on behalf of
M/s.Shekar & Yathish
Chartered Accountants

RAJEEV SIKKA
Chairman &
Managing Director
Dr.C.G.Krishnadas Nair
Director
Dr.J.M.Deb Nath
Director

SANJEEV SIKKA
Whole Time Director
R.N.Chawhan
Director
G.THOMAS
Company Secretary

KUSUMA YATHISH
Partner

Place : Bangalore
Date : 13-08-2009

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE - 1 SHARE CAPITAL		
<u>Authorised Capital</u>		
5000000 Equity Shares of Rs. 10/- each	50,000,000	50,000,000
<u>Issued Subscribed & Paid-up Capital</u>		
42,40,175 Equity Shares of Rs. 10/- each (Of the above shares 26,00,000 shares are issued for consideration other than cash)	42,401,750	42,401,750
(42,40,175 Equity Shares of Rs. 10/- each)		
	42,401,750	42,401,750
SCHEDULE - 2 RESERVES & SURPLUS		
Securities Premium Account	176,262,000	176,262,000
TOTAL	176,262,000	176,262,000
SCHEDULE - 3 LOAN FUNDS		
Secured Loans		
From Banks: Vehicle Loan	1,121,168	1,838,986
TOTAL	1,838,986	3,310,326

SCHEDULE - 4 - FIXED ASSETS

Particulars	Gross Block			Depreciation				Net Block	
	Balance	Additions/	Balance	Upto	For the	Adjustments	Upto	Balance	Balance
	As On 01-04-2008	(Sales)	As On 31-03-2009	31-03-2008	Year		31-03-2009	As On 31-03-2009	As On 31-03-2008
Goodwill	500,000	(500,000)		-	-	-	-	-	500,000
Technical knowhow	500,000	(500,000)		-	-	-	-	-	500,000
Land	6,457,823	-	6,457,823	-	-	-	-	6,457,823	6,457,823
Plant & Machinery	1,381,931	13,159	1,395,090	387,575	66,210	-	453,785	941,305	994,356
Office Equipments	2,227,913	476,069	2,703,982	1,307,826	84,142	(116,774)	1,275,194	1,428,788	920,087
Furniture & Fixtures	3,802,589	353,429	4,156,018	690,009	236,944	-	926,953	3,229,065	3,112,580
Vehicles	10,115,334	245,827 (231,681)	10,129,480	4,517,089	857,006	(668,700)	4,705,395	5,424,085	5,598,245
Computers	3,350,545	736,018	4,086,563	2,330,287	377,697	(109,344)	2,598,640	1,487,923	1,020,258
Total	28,336,135	592,821	28,928,956	9,232,766	1,622,000	(894,818)	9,959,968	18,968,988	19,103,349
Previous Year	25,434,332	2,901,803	28,336,135	8,085,155	1,542,534	(394,904)	9,232,785	19,103,349	17,349,177
Capital WIP	1,538,511	1,277,310	2,815,821						

SCHEDULE - 5 : INVESTMENTS AT COST

SCHEME	BUY NAV	QUANTITY	31.03.2009 Rs.	31.03.2008 Rs.
Current Investments:				
Birla Sunlife	28.46	17,569		500,000
HDFC Floating STP Gr	12.57	277,510	4,000,000	3,488,251
ICICI PRU INCOME GROWTH	23.14	21,605	6,909,513	500,000
ICICI PRU SHORT TERM GROWTH	15.26	459,293		6,705,636
Reliance STP - GR	11.52	172,637	2,223,319	2,000,000
Reliance STP - GR	12.30	103,741		1,275,997
Reliance STP - GR	12.91	77,445		1,000,000
Reliance STP - GR	13.02	76,780		1,000,000
Templeton STP Growth	1,472.65	340		500,000
Quoted:				
Melstar Information Technology	11.90	800	9,520	9,520
Investment in Unquoted Companies				
Emsac Engineering Pvt Ltd	1.00	155,000	255,000	155,000
SIKA UK LTD	550.00	83.00	45,503	45,503
Sikka n Sikka Engineers Pvt Ltd	100.00	6,000	600,000	600,000
TOTAL			14,042,855	17,779,907
(Market value of quoted Investments is Rs.1,44,61,708/-)				

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE -6 CURRENT ASSETS, LOANS & ADVANCES		
Inventories		
Raw Materials	1,106,000	2,142,492
Work In Progress		
A	1,106,00	2,142,492
Sundry Debtors		
(Unsecured and considered good)	68,500	68,500
Debts outstanding for more than 6 months	45,804,169	8,569,965
Other Debts		
B	45,872,669	8,638,465
Cash & Bank Balances:		
Cash in Hand	46,732	33,338
Cash with Scheduled Banks -		
In Current account	6,511,511	4,529,260
Interest Accrued	265,758	127,426
In Fixed Deposit	11,871,940	9,617,826
C	18,695,941	14,307,850
Loans, Advances & Deposits:		
(Advance recoverable in cash or kind or for value to be received, Unsecured considered good)		
Advance to Staff & Others	298,912	718,451
Prepaid Expenses	25,605	250,057
Advance Income Tax / TDS	23,267,533	15,343,183
Deposits:		
with Government Agencies	48,050	52,050
Loan to Subsidiary	2,315,359	2,315,359
with others	2,186,019	3,501,409
D	28,141,478	22,180,509
TOTAL A+B+C+D	93,816,088	47,269,316
SCHEDULE - 7 CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors (Services)	18,419,147	2,989,580
Advance from Customers	6,500,000	10,990,000
Unclaimed dividend	308,113	201,898
Other Current Liabilities	2,370,464	1,129,662
Total (A)	27,597,724	15,311,140
Provisions		
Provision for Leave Encashment	132,963	104,339
Provision for Dividend	2,544,105	2,544,105
Tax on Proposed Dividend	432,371	432,371
Provision for taxation	29,082,600	16,282,600
Total (B)	32,192,039	19,363,415
TOTAL (A) +(B)	59,789,763	34,674,555

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE - 8 OTHER INCOME		
Interest from Banks (Interest including TDS of Rs. 1,56,418/-)	835,597	859,533
Foreign Exchange Fluctuation	1,496,481	
Profit on sale of Investments	1,925,054	626,516
Others	755,779	666,149
TOTAL	5,012,910	2,152,198
SCHEDULE - 9 SALES & SERVICES		
Sales	71,943,594	55,372,536
Services	52,131,774	40,735,890
TOTAL	124,075,368	96,108,426
SCHEDULE - 10 MANUFACTURING / SERVICE EXPENSE		
Consumption of raw materials		
Opening Stock	2,142,492	3,518,784
Add: Purchases	44,089,645	29,495,481
	46,232,137	33,014,265
Less: Closing Stock	1,106,000	2,142,492
Consumption	45,126,137	30,871,773
Manufacturing and other Direct Expenses	7,919,292	12,041,014
Employee Cost	12,658,109	9,794,704
TOTAL	65,703,539	52,707,490
SCHEDULE - 11 ADMINISTRATIVE EXPENSES		
Communication expenses	1,259,353	1,119,757
Printing & Stationery	413,652	564,066
Rent, Rates & Taxes	2,514,595	4,129,343
Professional Charges	6,287,648	3,542,795
Insurance	156,228	236,400
Repairs & Maintenance	1,772,356	1,237,264
Vehicle Maintenance	1,222,416	1,053,373
Bank Charges	251,465	211,187
A.G.M. Expenses	87,049	117,192
Travelling Expenses	6,009,202	6,965,899
General Expenses	513,746	569,969
Managerial Remuneration	2,103,250	1,060,000
Selling Expenses	2,152,485	1,811,984
Goodwill - Written off	500,000	-
Technical knowhow- Written off	500,000	-
Foreign Exchange fluctuation	-	702,615
Loss on Sale of Asset	11,462	-
<u>Auditors Remuneration -</u>		
For Audit	74,453	50,000
For Other Services	5,000	19,250
TOTAL	25,834,359	23,391,093
SCHEDULE - 12 FINANCIAL EXPENSES		
Interest on Car Loan	84,248	184,497
Bank Guarantee Commission	466,349	273,906
Interest on Overdraft	46,030	54,948
TOTAL	596,627	513,351

SCHEDULE - 13

NOTES TO ACCOUNTS AS AT 31.03.2009

1. Information pursuant to Paragraph 3, 4c of Part II of Schedule VI to the Companies Act, 1956

- A. Particulars of Licensed, installed Capacity and Production - N.A
B. Value of Raw-materials consumed

	Value of Raw-materials Consumed	Percentage of Total consumption
i) Imported	Rs. 3,81,43,678 Rs. (2,87,98,519)(Previous Year)	86.50%
ii) Indigenous	Rs. 59,45,976 Rs. (20,10,028) (Previous Year)	13.50%
i) Expenditure in Foreign Currency: Travelling Expenses	Rs.5,87,277/- (Previous Year :2,79,082)	
ii) Earnings in foreign currency	Rs.5,21,31,774/- (Previous Year :Rs.4,07,35,890/-)	
iii) Remuneration to Directors Salaries & Perquisites	Rs.21,55,216/- (Previous Year : Rs.10,60,000)	
iv) Contingent Liabilities Bank Guarantees	Rs.1,08,31400/- (Previous Year :Rs.1,30,51,880/-)	
2	The Secured loan represents the liability towards purchase of motorcars under a financing arrangement with Citi Bank and is secured by hypothecation of the said vehicles and personal guarantee of Directors. Balance as at March 31, 2009 includes Rs.7,88,496/- (Previous year Rs.9,52,673 /-) payable within one year.	
3	Capital commitments in respect of projects undertaken by the Company cannot be ascertained in view of the Company not having entered in to definitive agreements.	
4	The cash in the current accounts of scheduled banks includes a dividend bank account with a balance of Rs.3,08,173/ and the same represents unclaimed dividend. (Previous Year Rs.2,07,766)	
5	Other Income includes Rs.19,25,054/- being the profit on sale of investments. (Previous Year Rs.6,26,516) and prior year adjustment in respect of excess depreciation of earlier years written back amounting to Rs.9,07,125/-.	
6	The company has been allotted land at Mysore for Tourism Projects by Karnataka Industrial Development Board (KIADB) on a lease-cum-sale agreement basis. The Company has paid a sum of Rs.64,57,823/- against the same.	
7	a) The information required to be disclosed under the Micro, Small, Medium enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. There are no over dues to parties on account of principal amount and / or interest and accordingly no additional disclosures have been made. b) According to the information available with the Company, as at March 31, 2009 there are no outstanding dues to Small Scale Undertakings. (Previous Year : Rs.NIL)	
8	Goodwill of Rs. 5,00,000/- and Technical Know-how amounting to Rs. 5,00,000/- written off during the year as the Company discontinued the operations relating to these items.	
9.	Figures of Previous year have been regrouped / amended wherever necessary.	

10 *Calculation of Number of shares used for calculating Earnings per Share*

		2008-09	2007-08
(a)	Net Profit after Tax, available for Equity Shareholders (Rs.)	Rs.2,28,47,371	Rs.1,29,07,483
(b)	Weighted average number of Equity Share of Rs.10/- each outstanding during the year (No. of Shares)	42,40,175	42,40,175
(c)	Basic/Diluted Earnings per Share Rs.10/- each (Rs.)	5.39	3.04
(d)	Adjusted Earnings Per Share (Rs.)	5.39	3.04

11 **Significant Accounting Policies:**

a) **Accounting Convention:**

The Financial statements are prepared under the historical cost convention, in accordance with generally accepted accounting principals, the mandatory accounting standards prescribed by the Institute of Chartered Accountants of India and the provisions of the Companies Act.

b) **Fixed Assets and Depreciation:**

Fixed Assets are stated at cost less depreciation. All costs relating to the acquisition and installation of fixed assets have been capitalized.

Depreciation on assets has been provided at the rates specified in Schedule XIV of the Companies Act, 1956 on straight-line method.

c) **Valuation of Inventories:**

Stock of spare parts, raw materials and stock in trade are valued at lower of cost and net realizable value. Work-in-progress is valued at cost.

d) **Valuation of Investments:**

Investments, being current investments, are valued at the lower of cost and market value.

Investment in the equity capital of companies registered outside India is carried in the Balance Sheet at the rates prevailing on the date of transaction.

e) **Retirement Benefits:**

Company has Group Gratuity policy with Life Insurance Corporation of India and the premiums determined there at is charged to revenue. The Company has provided for Leave Encashment based on accumulated un-availed leave by the employees as on the date of Balance Sheet.

f) **Revenue Recognition:**

1. Revenue from sale of goods is recognized on passing of the property in goods.
2. Services - Revenue from services is recognized on completion of service.
3. Warranties -Revenue from warranties in connection with post sale services is recognized on pro-rata basis over the warranty period.
4. Profit on sale of investments: Profit / loss on sale of investments are recognized on the date of redemption.

g) **Foreign Currency Transactions:**

Transactions in foreign currency are recorded using the spot rate at the transaction date and exchange differences resulting from settled transactions are adjusted in the profit and loss account. At the balance sheet date, monetary items denominated in foreign currencies are converted into rupee equivalents at exchange rates as at the balance sheet date. Those relating to acquisition of fixed assets are adjusted to the cost of assets.

k) **Provisions:**

A provision is recognized when outflow of resources will be required to settle a present obligation as a result of past events. Accordingly provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

l) **Income tax**

a) **Transfer Pricing:**

The Finance Act, 2001 has introduced, with effect from assessment year 2002-03 (effective April 1, 2001) detailed Transfer Pricing Regulations for computing the taxable income and expenditure from international transactions between associated enterprises on an arm's length basis. These regulations inter alia also require the maintenance of prescribed documents and information including furnishing a report from an accountant within the due date for filing of Return of Income.

For the fiscal year ending on 31st March, 2009, the Company will carry out a study to comply with the said regulations.

b) Current Taxation :

Provision for current income tax is made on the assessable income at the rates applicable to the relevant assessment year. Deferred Tax is recognized on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods.

c) Deferrad Taxation :

Deferred tax assets on unabsorbed depreciation and carry forward of losses are recognized only to the extent there is a virtual certainty of its realisation.

Deferred Tax Liability (Net) amounting to Rs. 5,46,264 /- (Previous Year : Rs.8,61,881/-) has been recognized in the Profit and Loss Account.

b) Major components of deferred tax assets and liabilities arising on account of timing differences are:

	2009		2008	
	Assets Rs.	Liabilities Rs.	Assets Rs.	Liabilities Rs.
Depreciation	-	8,61,881	-	10,28,917
Other Items	3,15,617		1,67,036	-
Total	3,15,617	8,61,881	1,67,036	10,28,917
Net Deferred Tax Liability		5,46,264		8,61,881

m) Segment Reporting Policies

Primary Business Segments:

The Company is primarily engaged in the business of manufacturing and rendering of services in engineering products and designs. For all purposes the company is organized into one operating activity of Engineering products and services. Accordingly the Company is of the view that it has only one business segment. The Company has no activity outside India except for export of Engineering Services. Thereby there is no geographical segment.

n) Related party transactions

Related party disclosure in accordance with AS 18

Amount in Rs. In lakhs

Particulars	Enterprises under significant influence of key Management personal or relatives	Key Management personnel	Relative of Key Management personal	Subsidiary Companies
1. Remuneration	Nil	21.55	Nil	Nil
2. Service received	Nil	Nil	4.95	Nil
3. Service rendered	Nil	Nil	Nil	NIL
Total	Nil	21.55	4.95	NIL
Previous Year				
1. Remuneration	Nil	10.60	Nil	Nil
2. Service received	Nil	Nil	5.40	Nil
3. Service rendered	Nil	Nil	Nil	0.50
Total	Nil	10.60	5.40	0.50

Note:

Names of related parties with whom transactions have taken place during the year and description of relation ship.

1. Key Management personnel
 - a) Mr.Rajeev Sikka
 - b) Mr.Sanjeev Sikka
 - c) Mr.S.B.Sikka
 - d) Mrs.Krishna Sikka

o) Impairment of Assets

At each Balance Sheet date the company assesses whether there is any indication that an asset may be impaired. If such an indication exists, the Company estimates the recoverable amount and if this is lower than the carrying amount of the asset, an impairment loss is recognized in the Profit and Loss account to the extent the carrying amount exceeds the recoverable amount.

Vide our Report of Even Date
for and on behalf of
M/s.SHEKAR & YATHISH
Chartered Accountants

RAJEEV SIKKA
Chairman &
Managing Director

SANJEEV SIKKA
Whole Time Director

KUSUMA YATHISH
Partner

Dr.C.G.Krishnadas Nair
Director

R.N.Chawhan
Director

Dr.J.M.Deb Nath
Director

G.THOMAS
Company Secretary

Place : Bangalore
Date : 13-08-2009

SIKA INTERPLANT SYSTEMS LTD
CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH 2009

	31/03/2009 (Rs.)	31/03/2008 (Rs.)
Cash flow from Operating Activities		
Net Profit before tax and exceptional item	36343216	19711253
Adjustments for		
Other Income	-3496149	-1757294
Depreciation	1622000	1542534
Interest Expenses	596627	513351
Operating Profit before working capital changes	35065694	20009844
Trade Receivables	-37234204	-192133
Other Receivables	1963381	-1331187
Inventory	1036492	1376292
Trade Payables	10939567	-1973917
Other Payables	1376539	347665
Dividend and Tax on Dividend Paid	-2976476	-2824232
Income Tax paid during the year	-7924350	-6030638
Net cash from Operating activities (A)	2246643	9381694
Cash Flow from Investing Activities		
Redemption of current investments	3737052	2100928
Proceeds on disposal of fixed assets	60000	0
Purchase of Fixed Assets	-1824502	-2901803
Change in Capital work in Progress	-1277310	-1076667
Interest and Divided Income & Others	2760651	1757294
Net Cash flow from investing activities (B)	3455891	-120248
Cash flow from Financing Activities		
Interest on Advances paid-596627	-513351	
Net increase / decrease in Secured loan	-717818	-1471340
Net increase / decrease in unsecured loan	0	-1062121
Net cash from Financing Activities '(c)	-1314445	-3046812
Net increase / decrease in cash and cash equivalents	4388089	6214634
Cash and Cash equivalents at the beginning of the year	14307852	8093218
cash and cash equivalents at the end of the year	18695941	14307852

SIKA INTERPLANT SYSTEMS LTD

Balance Sheet Abstract and Company's General Business Profile as on 31.03.2009

I. Registration Details

Registration No.	Balance Sheet Date	State Code
7363	31.03.2009	08

II. Capital raised during the Year (Amount in RS. thousands)

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

III. Position of Mobilization and Deployment of Funds (Amount Rs. In lakhs)

Total Liabilities	Total Assets		
2203.31	340.26		
Sources of Funds	Reserves & Surplus	Secured Loans	Unsecured Loans
Paid-up-Capital			
424.01	1762.62	11.21	NIL
Application of Funds	Net Current Assets	Misc.Expenditure	Accumulated Losses
Net Fixed Assets			
189.68	140.42	1504.77	NIL

IV. Performance of Company (Amount in Rs.thousands)

Turnover	Total Expenditure	Earling per Share in Rs.
1290.88	937.56	5.39
+/- Profit/Loss Before Tax	+/- Profit/Loss After Tax	Dividend Rate
353.31	228.47	6%

V.Generic Names of Three Principal Products/Services of Company (As per monetary terms)

Item Code No. 356105008

Product: A. Handling Equipment
B. Engineering Projects and Engineering Services
Description: A. Design Engineering & Supply
B. Engineering Services

RAJEEV SIKKA
Chairman &
Managing Director

SANJEEV SIKKA
Whole Time Director

KUSUMA YATHISH
Partner

Dr.C.G.Krishnadas Nair
Director

R.N.Chawhan
Director

Dr.J.M.Deb Nath
Director
Place : Bangalore
Date : 13-08-2009

G.THOMAS
Company Secretary

SIKA INTERPLANT SYSTEMS LTD

CONSOLIDATED
ANNUAL REPORT 2008-09

AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

The Board of Directors
Sika Interplant Systems Ltd
Bangalore

1. We have examined the attached Consolidated Balance Sheet of Sika Interplant Systems Ltd (the parent), and its subsidiaries (together 'the group') as at March 31, 2009, the Consolidated Profit and loss account and the related Consolidated Cash Flow Statement for the year ended on that date, annexed thereto, which we have signed under reference to this report. These financial statements are the responsibility of the management of Sika Interplant Systems Ltd. Our responsibility is to express an opinion on these financial statements based on our audit.
2. 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 whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and 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.
3. The financial statements of an overseas subsidiary as at March 31, 2009 are un-audited as the overseas subsidiary is exempt from the statutory requirement for an audit for the period. The financial statements and other information of this subsidiary in so far as it relates to the amounts included in respect of this subsidiary is based on the compilation of accounts certified by an auditor of that country.
4. We report that the consolidated financial statements have been prepared by the Company's management in accordance with the requirements of Accounting Standard (AS) 21, as notified in the Companies (Accounting Standards) Rules, 2006.
5. On the basis of the information and explanation given to us and on the consideration of the separate audit report on individual audited financial statements of Sika Interplant Systems Ltd 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 group as at March 31, 2009;
 - b) the consolidated Profit and Loss Account gives a true and fair view of the consolidated results of operations of the group for the year ended as at March 31, 2009; and
 - c) the consolidated Cash Flow Statement gives a true and fair view of the consolidated Cash Flows of the group for the year ended as at March 31, 2009;

For Shekar and Yathish.,
Chartered Accountants

Kusuma Yathish
Partner

Membership Number -209637

Place: Bangalore

Date: 13-08-2009

SIKA INTERPLANT SYSTEMS LTD
CONSOLIDATE BALANCE SHEET AS AT 31st MARCH 2009

	SCH.NO	31.03.2009 Rs.	31.03.2008 Rs.
SOURCES OF FUNDS			
<u>Share Holders Funds</u>			
Share Capital	1	42,401,750	42,401,750
Reserves & Surplus	2	182,488,099	184,840,928
Minority Intrest		301,496	-
<u>Loan Funds</u>			
Secured Loans	3	3,109,881	1,838,986
Unsecured Loans		5,061,074	-
Deferred Tax Liability/(Asset)		720,113	963,687
TOTAL		234,082,413	230,045,351
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	4	38,931,718	31,147,625
Less Depreciation		11,812,455	9,611,900
Net Block		27,119,263	21,535,725
Capital Work in Progress		2,815,821	3,356,977
Investments	5	14,294,004	18,522,726
Current Assets , Loans & Advances (A)	6	102,794,146	53,910,220
Less: Current Liabilities & Provisions (B)	7	65,989,987	37,712,558
Net Current Assets [(A) -(B)]		36,804,159	16,197,662
Miscellaneous Expenditure (to the extent not written off or adjusted)		153,049,164	170,432,261
TOTAL		234,082,413	230,045,351
Notes to Balance Sheet	13		

Schedules 1 to 7 & 13 form an integral part of this Balance Sheet
This is the balance sheet mentioned in our report of even date

For and on behalf of
M/s.Shekar & Yathish
Chartered Accountants

RAJEEV SIKKA
Chairman &
Managing Director

SANJEEV SIKKA
Whole Time Director

KUSUMA YATHISH
Partner

Dr.C.G.Krishnadas Nair
Director

R.N.Chawhan
Director

Dr.J.M.Deb Nath
Director

G.THOMAS
Company Secretary

Place : Bangalore
Date : 13-08-2009

SIKA INTERPLANT SYSTEMS LTD
CONSOLIDATE PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2009

		31.03.2009 Rs.	31.03.2008 Rs
INCOME			
Sales & Services	8	157,840,219	97,332,340
Other Income	9	5,653,578	3,426,162
TOTAL		163,493,798	100,758,502
EXPENDITURE			
Manufacturing /Service Expenses	10	92,931,473	53,406,991
Administrative Expenses	11	35,395,871	25,009,275
Financial Expenses	12	824,459	525,178
Depreciation	4	3,095,373	1,599,706
TOTAL		132,247,175	80,541,150
PROFIT BEFORE TAX		31,240,622	20,217,352
Provision for Taxation			
- Current		12,782,361	6,570,000
- Deferred		(243,574)	45,480
- Fringe Benefits		627,638	648,561
PROFIT AFTER TAX		18,080,197	12,953,311
Balance Profit / (Loss) from last year		(170,432,261)	(180,279,096)
		(152,352,063)	(167,325,785)
APPROPRIATIONS:			
Less:short/(Excess) provision of taxes earlier year		61,430	130,000
Minorities shares of Profit & Loss		(2,361,204)	-
Proposed Dividend on Equity Shares		2,544,105	2,544,105
Tax on Dividend proposed		432,371	432,371
Balance Profit / (Loss) carried to Balance Sheet		(150,028,765)	(170,432,261)
Face value of Shares Rs. 10/- each Weighted average No. of shares for computing earnings per share (Basic & Diluted)		4,240,175	4,240,175
Earnings per share (Basic & Diluted)		4.26	3.053
Notes to Accounts		13	

Schedules 4,8 to 12 & 13 form an integral part of this Balance Sheet
This is the balance sheet mentioned in our report of even date

For and on behalf of
M/s.Shekar & Yathish
Chartered Accountants

RAJEEV SIKKA
Chairman &
Managing Director

SANJEEV SIKKA
Whole Time Director

KUSUMA YATHISH
Partner

Dr.C.G.Krishnadas Nair
Director

R.N.Chawhan
Director

Dr.J.M.Deb Nath
Director

G.THOMAS
Company Secretary

Place : Bangalore
Date : 13-08-2009

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE - 1 SHARE CAPITAL		
<u>Authorised Capital</u>		
5000000 Equity Shares of Rs. 10/- each	50,000,000	50,000,000
<u>Issued Subscribed & Paid-up Capital</u>		
42,40,175 Equity Shares of Rs. 10/- each (Of the above shares 26,00,000 shares are issued for consideration other than cash)	42,401,750	42,401,750
(Previous Year : 42,40,175 Equity Shares of Rs. 10/- each)		
	42,401,750	42,401,750
SCHEDULE - 2 RESERVES & SURPLUS		
a. Securities Premium Account	176,262,000	176,262,000
b. Capital Reserve	500,000	500,000
c. Surplus from Profit & Loss Account	5,726,099	8,078,928
TOTAL	182,488,099	184,840,928
SCHEDULE - 3 LOAN FUNDS		
Secured Loans		
From Banks:		
Vehicle Loan	1,121,168	1,838,986
TOTAL	1,121,168	1,838,986

SCHEDULE - 4 - FIXED ASSETS CONSOLIDATED

Particulars	Gross Block			Depreciation				Net Block	
	Balance	Additions/	Balance	Upto	For the	Adjustments	Upto	Balance	Balance
	As On 01-04-2008	(Sales)	As On 31-03-2009	31-03-2008	Year		31-03-2009	As On 31-03-2009	As On 31-03-2008
Goodwill	500,000	(500,000)		-	-	-	-	-	500,000
Technical knowhow	500,000	(500,000)		-	-	-	-	-	500,000
Land	8,369,769	-	8,369,769	-	-	-	-	8,369,769	8,369,769
Plant & Machinery	1,836,192	5,163,700	6,999,892	729,351	1,445,245	-	2,174,596	4,825,296	1,106,841
Office Equipments	2,304,398	476,069	2,780,467	1,308,210	87,775	(116,774)	1,279,211	1,501,256	996,188
Furniture & Fixtures	3,802,589	389,879	4,192,468	690,009	236,194	-	926,203	3,263,265	3,112,580
Vehicles	10,115,334	245,827 (231,681)	10,129,480	4,517,089	857,006	(668,700)	4,705,395	5,424,085	5,598,245
Computers	3,350,545	921,833	4,272,378	2,330,287	393,097	(109,344)	2,614,640	1,658,338	1,020,258
Building	368,545	1,818,466	2,187,264	36,954	73,055	-	110,009	2,077,255	331,844
Total	31,147,625	7,784,093	38,931,718	9,611,900	3,095,373	(894,818)	11,812,455	27,119,263	21,535,725
Previous Year	25,434,332	2,901,803	28,336,135	8,085,155	1,542,534	(394,904)	9,232,785	21,535,725	17,349,177
Capital WIP	1,538,511	1,277,310	2,815,821						
	23,149,713	23,183,913	(34,200)	10,440,733					

SCHEDULE - 5 : INVESTMENTS AT COST - CONSOLIDATED

SCHEME	BUY NAV	QUANTITY	31.03.2009 Rs.	31.03.2008 Rs.
Current Investments:				
Birla Sunlife	28.46	17,569		500,000
HDFC Floating STP Gr	12.57	277,510	4,000,000	3,488,251
ICICI PRU INCOME GROWTH	23.14	21,605	6,909,513	500,000
ICICI PRU SHORT TERM GROWTH	15.26	459,293		6,705,636
Reliance STP - GR	11.52	172,637	2,223,319	2,000,000
Reliance STP - GR	12.30	103,741		1,275,997
Reliance STP - GR	12.91	77,445		1,000,000
Reliance STP - GR	13.02	76,780		1,000,000
Templeton STP Growth	1,472.65	340		500,000
BIRLA MIP W. G	12.65	15813.28		191167
HDFC income fund	13.61	22038.41	285754	285754
Government bonds			68500	68500
PRUICICI short term plant	12.7	7877.06	498635	498635
RELIANCE MIP GR	12.85	8131.27	298763	298763
			0	0
Quoted:				
Melstar Information Technology	11.90	800	9,520	9,520
Investment in Unquoted Companies				
TOTAL			14,294,004	18,523,726

(Market value of quoted Investments is Rs.1,56,48,839/-)

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE -6 CURRENT ASSETS, LOANS & ADVANCES		
Inventories		
Raw Materials	1,980,320	2,142,492
Work In Progress	-	-
A	1,980,320	2,142,492
Sundry Debtors		
(Unsecured and considered good)	68,500	68,500
Debts outstanding for more than 6 months	49,842,143	8,954,516
Other Debts	-	-
B	49,910,643	9,023,016
Cash & Bank Balances:		
Cash in Hand	51,260	40,430
Cash with Scheduled Banks -		
In Current account	7,342,967	5,103,428
Interest Accrued	335,896	159,353
In Fixed Deposit	14,239,229	10,617,826
C	21,969,352	15,921,037
Loans, Advances & Deposits:		
(Advance recoverable in cash or kind or for value to be received, Unsecured considered good)		
Advance to Staff & Others	307,873	825,756
Prepaid Expenses	25,605	250,057
Advance Income Tax / TDS	25,312,744	17,379,040
Deposits:		
with Government Agencies	48,050	52,050
Loan to Subsidiary	-	2,315,359
with others	3,239,559	6,001,409
D	28,933,831	26,823,676
TOTAL A+B+C+D	102,794,146	53,910,221
SCHEDULE - 7 CURRENT LIABILITIES & PROVISIONS		
Current Liabilities		
Sundry Creditors (Services)	21,981,489	3,133,442
Advance from Customers	6,500,000	10,990,000
Unclaimed dividend	308,113	201,898
Other Current Liabilities	2,994,785	1,758,669
Total (A)	31,784,387	16,084,009
Provisions		
Provision for Leave Encashment	132,963	104,339
Provision for Dividend	2,544,105	2,544,105
Tax on Proposed Dividend	432,371	432,371
Provision for taxation	31,096,161	18,547,734
Total (B)	34,205,600	21,628,549
TOTAL (A) +(B)	65,989,987	37,712,558

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE - 8 OTHER INCOME		
Interest from Banks	835,597	949,308
Foreign Exchange Fluctuation Gains	1,914,126	
Profit on sales of machineries	-	296,069
Profit on sale of Investments	1,925,054	626,516
Others	978,442	1,554,269
TOTAL	5,653,578	3,426,162
SCHEDULE - 9 SALES & SERVICES		
Sales	104,681,676	56,596,450
Services	53,158,543	40,735,890
TOTAL	157,840,219	97,332,340
SCHEDULE - 10 MANUFACTURING / SERVICE EXPENSE		
Consumption of raw materials		
Opening Stock	2,142,492	3,518,784
Add: Purchases	67,154,494	29,495,481
	69,296,986	33,014,265
Less: Closing Stock	2,047,000	2,142,492
Consumption	67,249,586	30,871,773
Manufacturing and other Direct Expenses	7,919,292	3,614,916
Employee Cost	17,762,594	10,032,182
TOTAL	92,931,473	52,944,968
SCHEDULE - 11 ADMINISTRATIVE EXPENSES		
Communication expenses	1,384,276	1,146,065
Printing & Stationery	642,556	602,928
Rent, Rates & Taxes	5,126,014	4,377,838
Professional Charges	7,269,442	3,734,025
Insurance	253,541	236,400
Repairs & Maintenance	3,762,481	1,912,773
Vehicle Maintenance	1,222,416	1,053,373
Bank Charges	315,594	211,187
A.G.M. Expenses	87,049	117,192
Travelling Expenses	7,544,644	7,210,148
General Expenses	636,722	688,429
Managerial Remuneration	3,515,350	1,060,000
Selling Expenses	2,307,202	1,875,817
Goodwill - Written off	500,000	-
Technical knowhow- Written off	500,00	-
Preliminary / Expenses Written off	10,000	-
Foreign Exchange fluctuation	-	702,615
Loss on Sale of Asset	11,462	-
<u>Auditors Remuneration -</u>		
For Audit	302,123	61,236
For Other Services	5,000	19,250
TOTAL	35,395,891	25,009,275
SCHEDULE - 12 FINANCIAL EXPENSES		
Interest on Car Loan	91,949	184,497
Bank Guarantee Commission	466,349	273,906
Interest on Overdraft	266,161	66,775
TOTAL	824,459	525,178

SCHEDULE - 13

CONSOLIDATED NOTES ON ACCOUNTS AS AT 31.03.2009

Information pursuant to Paragraph 3, 4c of Part II of Schedule VI to the Companies Act, 1956

- A. Particulars of Licensed, installed Capacity and Production - N.A
B. Value of Raw-materials consumed

	Value of Raw-materials Consumed	Percentage of Total consumption
i) Imported	Rs. 3,81,43,678 Rs. (2,87,98,519)(Previous Year)	56.70%
ii) Indigenous	Rs. 2,91,05,908 Rs. (20,10,208) (Previous Year)	43.30%
i) Expenditure in Foreign Currency: Travelling Expenses	Rs.5,98,510/- (Previous Year :2,79,082)	
ii) Earnings in foreign currency	Rs.5,31,58,543/- (Previous Year :Rs.4,07,35,890/-)	
iii) Remuneration to Directors Salaries & Perquisites	Rs.35,67,316 (Previous Year : Rs.10,60,000)	
iv) Contingent Liabilities Bank Guarantees:	Rs.1,08,31,400/- (Previous Year :Rs.1,30,51,880/-)	
2	The Secured loan represents the liability towards purchase of motorcars under a financing arrangement with Citi Bank and is secured by hypothecation of the said vehicles and personal guarantee of Directors. Balance as at March 31, 2008 includes Rs.9,52,673/- (Previous year Rs.11,80,731 /-) payable within one year.	
3	Capital commitments in respect of projects undertaken by the Company cannot be ascertained in view of the Company not having entered in to definitive agreements.	
4.	The cash in the current accounts of scheduled banks includes a dividend bank account with a balance of Rs.2,07,766/- and the same represents unclaimed dividend. (Previous Year Rs.1,30,962)	
5.	Other Income includes Rs.19,25,054/- being the profit on sale of investments. (Previous Year Rs.6,26,516) and prior year adjustment in respect of excess depreciation of earlier years written back amounting to Rs.9,07,125/-	
6.	The company has been allotted land at Mysore for Tourism Projects by Karnataka Industrial Development Board (KIADB) on a lease-cum-sale agreement basis. The Company has paid a sum of Rs.64,57,823/- against the same.	
7.	a) The information required to be disclosed under the Micro, Small, Medium enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company. There are no over dues to parties on account of principal amount and / or interest and accordingly no additional disclosures have been made. b) According to the information available with the Company, as at March 31, 2009 there are no outstanding dues to Small Scale Undertakings. (Previous Year : Rs.NIL)	
8.	Management has written off Goodwill and Technical Know-how during the year as the Company discontinued the operations relating to these items.	
9.	Figures of Previous year have been regrouped / amended wherever necessary.	

10 Calculation of Number of shares used for calculating Earnings per Share

		2008-09	2007-08
(a)	Net Profit after Tax, available for Equity Shareholders (Rs.)	Rs.1,80,80,197	Rs.1,29,07,483
(b)	Weighted average number of Equity Share of Rs.10/- each outstanding during the year (No. of Shares)	42,40,175	42,40,175
(c)	Basic/Diluted Earnings per Share Rs.10/- each (Rs.)	4.26	3.04
(d)	Adjusted Earnings Per Share (Rs.)	4.26	3.04

Significant Accounting Policies:

a) Accounting Convention:

The Financial statements are prepared under the historical cost convention, in accordance with generally accepted accounting principals, the mandatory accounting standards prescribed by the Institute of Chartered Accountants of India and the provisions of the Companies Act.

b) Fixed Assets and Depreciation:

Fixed Assets are stated at cost less depreciation. All costs relating to the acquisition and installation of fixed assets have been capitalized.

Depreciation on assets has been provided at the rates specified in Schedule XIV of the Companies Act, 1956 on straight-line method.

c) Valuation of Inventories:

Stock of spare parts, raw materials and stock in trade are valued at lower of cost and net realizable value. Work-in-progress is valued at cost.

d) Valuation of Investments:

Investments, being current investments, are valued at the lower of cost and market value.

Investment in the equity capital of companies registered outside India is carried in the Balance Sheet at the rates prevailing on the date of transaction.

e) Retirement Benefits:

Company has Group Gratuity policy with Life Insurance Corporation of India and the premiums determined there at is charged to revenue. The Company has provided for Leave Encashment based on accumulated un-availed leave by the employees as on the date of Balance Sheet.

f) Revenue Recognition:

5. Revenue from sale of goods is recognized on passing of the property in goods.
6. Services - Revenue from services is recognized on completion of service.
7. Warranties -Revenue from warranties in connection with post sale services is recognized on pro-rata basis over the warranty period.
8. Profit on sale of investments: Profit / loss on sale of investments are recognized on the date of redemption.

g) Foreign Currency Transactions:

Transactions in foreign currency are recorded using the spot rate at the transaction date and exchange differences resulting from settled transactions are adjusted in the profit and loss account. At the balance sheet date, monetary items denominated in foreign currencies are converted into rupee equivalents at exchange rates as at the balance sheet date. Those relating to acquisition of fixed assets are adjusted to the cost of assets.

k) Provisions:

A provision is recognized when outflow of resources will be required to settle a present obligation as a result of past events. Accordingly provisions are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

l) Income Tax

a) Provision for current income tax is made on the assessable income at the rates applicable to the relevant assessment year. Deferred Tax is recognized on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversing in one or more subsequent periods.

Deferred tax assets on unabsorbed depreciation and carry forward of losses are recognized only to the extent there is a virtual certainty of its realisation.

Deferred Tax Liability (Net) amounting to Rs.7,20,113 /- (Previous Year : Rs.9,63,867/-) has been recognized in the Profit and Loss Account.

b) Major components of deferred tax assets and liabilities arising on account of timing differences are:

	2009		2008	
	Assets Rs.	Liabilities Rs.	Assets Rs.	Liabilities Rs.
Depreciation	-	12,08,827	-	11,30,722
Other Items	5,28,296		1,67,036	-
Total	5,28,296	12,08,827	1,67,036	11,30,722
Net Deferred Tax Liability	-	7,20,113	-	9,63,687

m) Segment Reporting Policies

Primary Business Segments:

The Company is primarily engaged in the business of manufacturing and rendering of services in engineering products and designs. For all purposes the company is organized into one operating activity of Engineering products and services. Accordingly the Company is of the view that it has only one business segment. The Company has no activity outside India except for export of Engineering Services. Thereby there is no geographical segment.

o) Related party transactions

Related party disclosure in accordance with AS 18

Amount in Rs. In lakhs

Particulars	Enterprises under significant influence of key Management personal or relatives	Key Management personnel	Relative of Key Management personal	Subsidiary Companies
1. Remuneration	Nil	21.55	Nil	Nil
2. Service received	Nil	Nil	4.95	Nil
3. Service rendered	Nil	Nil	Nil	NIL
Total	Nil	21.55	4.95	NIL
Previous Year				
1. Remuneration	Nil	10.60	Nil	Nil
2. Service received	Nil	Nil	5.40	Nil
3. Service rendered	Nil	Nil	Nil	0.50
Total	Nil	10.60	5.40	0.50

Note:

Names of related parties with whom transactions have taken place during the year and description of relationship.

2. Key Management personnel

- a) Mr.Rajeev Sikka
- b) Mr.Sanjeev Sikka
- c) Mr.S.B.Sikka
- d) Mrs.Krishna Sikka

o)Impairment of Assets

At each Balance Sheet date the company assesses whether there is any indication that an asset may be impaired. If such an indication exists, the Company estimates the recoverable amount and if this is lower than the carrying amount of the asset, an impairment loss is recognized in the Profit and Loss account to the extent the carrying amount exceeds the recoverable amount

Vide our Report of Even Date
for and on behalf of
M/s.SHEKAR & YATHISH
Chartered Accountants

RAJEEV SIKKA
Chairman &
Managing Director

SANJEEV SIKKA
Whole Time Director

KUSUMA YATHISH
Partner

Dr.C.G.Krishnadas Nair
Director

R.N.Chawhan
Director

Dr.J.M.Deb Nath
Director

G.THOMAS
Company Secretary

Place : Bangalore
Date : 13-08-2009

SIKA INTERPLANT SYSTEMS LTD
CONSOLIDATE CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH 2009

	31-3-2009 Rs.	31-3-2008 Rs.
Cash flow from Operating Activities		
Net Profit before tax and exceptional item	31533485	20217352
Adjustments for		
Other Income	-3719173	-3426162
Depreciation	3095373	1599706
Interest Expenses	824459	525178
Operating Profit before working capital changes	31734144	18916074
Trade Receivables	-40887627	-576684
Other Receivables	5823544	-321742
Inventory	162172	1376292
Trade Payables	14358047	-2173970
Other Payables	1384089	976672
Dividend and Tax on Dividend Paid	-2976476	-2824232
Income Tax paid during the year	-7933699	-6140099
Net cash from Operating activities (A)	1664194	9232311
Cash Flow from Investing Activities		
Redemption of current investments	4228722	2100928
Proceeds on disposal of fixed assets	60000	407020
Purchase of Fixed Assets	-9015774	-3139890
Change in Capital work in Progress	541156	-2330886
Interest and Divided Income & Others	2761011	2735151
Net Cash flow from investing activities (B)	-1424885	-227677
Cash flow from Financing Activities		
Interest on Advances paid	-824459	-525178
Net increase / decrease in Secured loan	1270895	-1471340
Net increase / decrease in unsecured loan	5061074	-1062121
Net increase / decrease in Minority Interest	301496	
Net cash from Financing Activities '(c)	5809006	-3058639
Net increase / decrease in cash and cash equivalents	6048315	5945995
Cash and Cash equivalents at the beginning of the year	15921037	9975042
cash and cash equivalents at the end of the year	21969352	15921037

SIKKA n SIKKA ENGINEERS PVT LTD

ANNUAL REPORT 2008-09

SIKKA n SIKKA ENGINEERS PVT LTD.

BOARD OF DIRECTORS (As on 13th August, 2009)

- | | | |
|-----------------------|---|------------------------------|
| 1. SURAJ BALRAJ SIKKA | : | Chairman & Managing Director |
| 2. KRISHNA SIKKA | : | Director |
| 3. RAJEEV SIKKA | : | Director |
| 4. SANJEEV SIKKA | : | Director |

AUDITORS : M/s. Shekar & Yathish
Chartered Accountants

REGISTERED OFFICE : D. Shivsagar Estate,
Dr. Annie Basant road
Worli, Mumbai 400018

DIRECTORS REPORT

Directors have pleasure in presenting their Annual Report along with the Audited Accounts for the year ended 31st March 2009.

FINANCIALS RESULTS

	Rs in lakhs	
	31/3/2009	31/3/2008
Total Income	1522614	2497878
Profit (Loss) before tax & depreciation	22837	180195
Provision for taxes	76573	62470
Depreciation	101,651	57171
Profit (Loss) for the year after tax and depreciation	56,195	48727
Earning per share	9.37	8.12

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOINGS DURING THE YEAR.

Under the Companies Disclosure of the particulars in the Report of Board of Directors Rules, 1956.

The Company has made efforts towards conservation of Energy in its manufacturing process. There was a no foreign earning during the year and previous year is also nil.

PARTICULARS OF EMPLOYEES

The Company has no person drawing a salary in excess of the limits prescribed in the Companies (Particulars of Employees) rules 1975 as amended, read with Sec 217 (2A) of the Companies Act, 1956.

FIXED DEPOSIT

The Company has not accepted deposits from the public hence the provisions of Sec. 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.

AUDITORS

Shekar & Yathish, Chartered Accountants, retire at this Annual General Meeting and offer themselves for re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provision of Sec.217 (2AA) of the Companies Act, 1956, your Directors state:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed;
- b) That your Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) That your Directors have taken proper and sufficient care of the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of your Company and for preventing and detecting fraud and other irregularities;

That your Directors have arranged the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your Directors would like to thank all our employees and business associates for their contribution to the growth and well being.

By Order of the Board
For SIKKA N SIKKA ENGINEERS PVT LTD

Sd/-
RAJEEV SIKKA
DIRECTOR

Place: Bangalore
Date: 13.08.2009

AUDITOR'S REPORT

To
The Members
Sika N Sikka Engineers Pvt Ltd
Bangalore

We have audited the attached Balance Sheet of M/s Sikka N Sikka Engineers Pvt Ltd as at 31st March 2009, and the Profit and Loss Account for the year ended on that date annexed thereto. These Financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with 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 :

1. 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.
2. In our opinion, proper Books of Accounts as required by law have been kept by the Company so far as appears from our examinations of these books.
3. The Balance Sheet and the Profit and Loss Account dealt with by this Report are in agreement with the Books of Accounts and is in compliance with the Accounting Standard referred to in Section 211 (3C) of the Companies Act, 1956.
4. In our opinion and to the best of our information and according to the explanations given to us, the said accounts *read with the notes thereon give the information required by the Companies Act, 1956 in the manner so required* and also give a true and fair view :
 - 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.
5. 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 give below a statement on the matters specified in paragraphs 4 and 5 of the said Order.
6.
 - (i)(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets
 - (b) All the assets have been physically verified by the management at reasonable intervals. Having regard to the size of the company and the nature of its assets , no material discrepancies were noticed on such verification
 - (c) The Company has not disposed off any substantial part of Fixed Assets during the year.
 - (ii)(a) The Company does not have any inventories. Accordingly the clauses 4(ii) a to c of the Order are not applicable to the Company.
 - (iii)(a) The Company has not taken any loan from other companies covered in the register maintained under section 301 of the Companies Act 1956.
 - (b) In view of what is stated in Para (a) above, the rate of interest and other terms and conditions on which loans have been taken from / granted to companies , firms or other parties listed in the register maintained under section 301 of the Companies Act 1956 are not applicable.
 - (c) In view of what is stated in Para (a) above, the question of regular repayment of principal amounts and other conditions do not arise.
 - (d) In view of what is stated in Para (a) above, the question of overdue amounts of loans are not applicable.
 - (iv) In our opinion and according to the information and explanations given to us , there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventory , fixed assets , and the sale of goods. During the course of our audit, we have observed no major continuing failure to correct major weaknesses in internal controls

- (v) (a) According to the information and explanations given to us, no transactions to be entered in the register maintained under section 301 of the Companies Act, 1956 have been made
- (b) In view of what is stated in Para (a) above, this clause does not apply
- (vi) Since the Company has not accepted deposits in terms of the provisions of section 58 A and 58 AA of the Companies Act 1956 and the Companies (Acceptance of Deposits) Rules 1975 the requirements in regard to the acceptance of deposits does not arise
- (vii) In our opinion , the Company has an internal audit system commensurate with the size and nature of its business
- (viii) The Central Governmentt has not prescribed maintenance of records under Sec 209(1)(d) of the Companies Act 1956 in respect of the Company
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Income Tax , Sales Tax , Wealth Tax , Customs Duty , Excise Duty , Cess other statutory dues with Appropriate authorities. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March 2009 for a period more than six months from the date they became payable.
- (b) We have further been informed that there are no dues in respect of Income- Tax, Cess and other statutory dues which are disputed.
- (x) The Company has no accumulated losses and has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions , banks or debenture holders.
- (xii) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities but has not granted advances to suppliers on bank guarantees and to employees on hypothecation of vehicles.
- (xiii) The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of Clause 4 (xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the Company.
- (xiv) The Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the requirement to maintain proper records for dealing in shares and other investments is not applicable to the company.
- (xv) The Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) The Company has not borrowed term Loans.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company , we report that no funds raised on short-term basis have been used for long-term investment, No long-term funds have been used to finance short-term assets.
- (xviii) According to the information and explanations given to us the Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xix) According to the information and explanations given to us, during the period covered by our audit report , the Company had not issued any Debentures.
- (xx) The Company has not made any public issues.
- (xxi) According to the information and explanations given to us , no fraud on or by the Company has been noticed or reported during the course of our audit.

for Shekar & Yatish
Chartered Accountants

Partner
Membership Number-209637

Place: Bangalore
Date : 14-08-2009

SIKKA n SIKKA ENGINEERS PVT LTD
BALANCE SHEET AS AT 31st MARCH 2009

	SCH. NO.	31.03.2009 Rs.	31.03.2008 Rs.
SOURCES OF FUNDS			
<u>Share Holders Funds</u>			
Share Capital	1	600,000	600,000
Reserves & Surplus	2	8,573,692	8,578,928
Deferred Tax Liability/(Asset)		143,797	101,806
TOTAL		9,317,489	9,280,734
APPLICATION OF FUNDS			
<u>Fixed Assets</u>			
Gross	3	4,695,690	2,811,490
Less Accumulated Depreciation		480,765	379,114
Net		4,214,925	2,432,376
Capital Work in Progress			1,818,466
Investments	4	1,151,652	1,342,819
Current Assets, Loans & Advances	5	6,768,209	6,640,903
Less: Current Liabilities & Provisions	6	2,817,298	2,953,830
Net Current Assets		3,950,912	3,687,073
TOTAL		9,317,489	9,280,734
Notes to Accounts	11	-	

Schedules 1 to 6 & 11 form an integral part of this Balance Sheet
This is the balance sheet mentioned in our report of even date

For and on behalf of
M/s.SHEKAR & YATHISH
Chartered Accountants

S.B. SIKKA
Chairman &
Managing Director

KRISHNA SIKKA
Director

KUSUMA YATHISH
Partner

RAJEEV SIKKA
Director

SANJEEV SIKKA
Director

Place: Bangalore
Date:14-08-2009

SIKKA n SIKKA ENGINEERS PVT LTD
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

	SCH. NO	31.03.2009 Rs.	31.03.2008 Rs.
INCOME			
Sales & Services	7	1,299,951	1,223,914
Other Income	8	222,663	1,273,964
TOTAL		1,522,614	2,497,878
EXPENDITURE			
Labour Expenses			462,023
Administrative Expenses	9	1,285,076	1,855,660
Financial Expenses	10	7,701	11,827
Depreciation	3	101,651	57,171
TOTAL		1,394,427	2,386,681
Net Profit before tax		128,186	111,197
Provision for Taxation			
- Current		12,500	70,000
- Deferred		41,991	(28,193)
Fringe Benefit Tax		17,500	23,561
Net Profit after tax		56,194	45,829
Appropriations:			
Less:Short/(Excess) provision of taxes earlier years		61,430	130,000
Balance B/fd from Previous Year		6,616,266	6,700,437
Balance carried to Balance Sheet		6,611,031	6,616,266
Face value of Shares Rs. 100/- each			
Weighted average No..of shares for computing earnings per share (Basic & Diluted)		6,000	6,000
Earnings per share (Basic & Diluted)		9.37	7.64
Notes to Accounts	11		

Schedule 3 & 7 to 10 form an integral part of this Profit and loss Account

For and on behalf of
M/s.SHEKAR & YATHISH
Chartered Accountants

S.B. SIKKA
Chairman &
Managing Director

KRISHNA SIKKA
Director

KUSUMA YATHISH
Partner

RAJEEV SIKKA
Director

SANJEEV SIKKA
Director

Place: Bangalore
Date:14-08-2009

Schedules to the Balance Sheet as at 31st March, 2009

		31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE - 1 - SHARE CAPITAL			
<u>AUTHORISED</u>			
24000 Equity Shares of Rs. 100/- each		2,400,000	2,400,000
<u>ISSUED, SUBSCRIBED AND PAID UP</u>			
6000 Equity Shares of Rs. 100/- each		600,000	600,000
SCHEDULE - 2 - RESERVES & SURPLUS			
Capital Reserve		500,000	500,000
General Reserve		1,462,661	1,462,661
Surplus		6,611,031	6,616,267
TOTAL		8,573,692	8,578,928

SCHEDULE - 4 - FIXED ASSETS

Particulars	Gross Block			Depreciation				Net Block	
	Balance	Additions/ (Sales)	Balance	Upto	For the	Adjustments	Upto	Balance	Balance
	As On 01-04-2008		As On 31-03-2009	31-03-2008	Year		31-03-2009	As On 31-03-2009	As On 31-03-2008
Land	1,911,946	-	1,911,946	-	-	-	-	1,911,946	1,911,946
Plant & Machinery	454,261	29,284	483,545	341,776	22,713	-	364,489	119,056	112,485
Office Equipments	76,485	-	76,485	384	3,633	-	4,017	72,468	76,101
Furniture & Fixtures	-	36,450	36,450	-	2,250	-	2,250	34,200	-
Building	368,798	1,818,466	2,187,264	36,954	73,055	-	110,009	2,077,255	331,844
Total	2,811,490	1,884,200	4,695,690	379,114	101,651	-	480,765	4,214,925	2,432,376
Previous Year	3,666,003	854,513	2,811,490	1,303,592	57,171	981,649	379,114	2,432,376	2,362,411

Work in Progress 1,818,466

Previous Year 564,207 1,254,259 1,818,466

SCHEDULE - 4 INVESTMENTS AT COST

SCHEME	BUY NAV	QUANTITY	31.03.2009 Rs.	31.03.2008 Rs.
BIRLA MIP W. G	12.65	15813.28	-	191167
HDFC income fund	13.61	22038.41	285754	285754
Government bonds	-	-	68500	68500
PRUICICI short term plant	12.7	7877.06	498635	498635
RELIANCE MIP GR	12.85	8131.27	298763	298763
TOTAL		1151652	1342819	

(Market value of above Investment is Rs.14,87,634/-)

		31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE -5 CURRENT ASSETS, LOANS & ADVANCES			
A.Sundry Debtors	A	857,179	384,551
<u>B. Cash and Bank Balances</u>			
Cash in Hand		113	7,090
Cash with Scheduled Banks:			
In Current Accounts		713,444	574,168
Interest accrued		69,778	
Fixed Deposits		2,067,289	1,031,927
	B	2,850,624	1,613,185
<u>C: Loans and Advances</u>			
Unsecured Considered good advances (Recoverable in Cash or in kind or for value to be received)			
Advance Income Tax		2,006,866	2,035,862
Other receivables		1,000,000	2,500,000
Advance to Others		53,540	107,305
	C	3,060,406	4,643,167
TOTAL	A+B+C	6,768,209	6,640,903
SCHEDULE - 6 CURRENT LIABILITIES & PROVISION			
<u>A. Current Liabilities</u>			
Sundry Creditors & other outstanding		179,416	143,862
TDS		631	15,450
Bonus payable		14,828	12,857
Service tax payable		7,122	
Deposit from Avasarala		600,000	600,000
PT/PF payable		1,740	700
	A	803,737	772,869
<u>B. Provisions</u>			
Provision for Taxation		2,013,561	2,180,961
	B	2,013,561	2,180,961
TOTAL	A+B	2,817,298	2,953,830

	31.03.2009 Rs.	31.03.2008 Rs.
SCHEDULE - 7 SALES & SERVICES		
Labour Charges received	1,299,951	1,223,914
TOTAL	1,299,951	1,223,914
SCHEDULE - 8 OTHER INCOME		
Profit on sale of Investments	44,931	-
Profit on sale of machinery	-	296,069
Other Income	15,626	888,120
Interest Received	162,106	89,775
TOTAL	222,663	1,273,964
SCHEDULE - 9 ADMINISTRATIVE EXPENSES		
Water & Electricity Charges	76,532	161,750
Salaries & Wages	321,455	237,478
Rent, Rates & Taxes, Insurance	330,445	248,495
Travelling & Conveyance	137,473	244,249
Professional Charges	133,450	191,230
Postage, Telephone & Telegraph	41,321	26,308
Advertisement & Business Promotion	-	63,833
Printing & Stationery	24,557	38,862
Repairs & Maintenance	17,687	418,189
Office Expenses	27,744	80,802
Security Charges	139,724	95,570
Miscellaneous Expenses	18,143	37,658
<u>Auditors remuneration</u> For Statutory Audit	16,545	11,236
TOTAL	1,285,076	1,855,660
SCHEDULE -10 FINANCIAL EXPENSES		
Interest & Bank Charges	7,701	11,827
TOTAL	7,701	11,827

SCHEDULE - 11

NOTES TO ACCOUNTS AS AT 31.03.2009

1. i). Information pursuant to provisions of para 3,4c of Part - II of Schedule VI to the Companies Act 1956 does not apply to this company since the company had not carried on any Trading or Manufacturing activities during the year.

ii) Expenditure in Foreign Currency:	Nil	(Nil)
iii) Earnings in foreign currency	Nil	(Nil)
iv) Remuneration to Directors	Nil	(Nil)

2 Comparative figures relating to the previous year have been reclassified wherever necessary to conform to current year's classification and the amounts in brackets represents corresponding amount pertaining to previous year.

3 Other receivables of Rs.10,00,000/- represents amount receivables from associate company M/s.Ultraweld Engineers Pvt Ltd. (Previous Year Rs.25,00,000/-)

4. Significant Accounting Policies

a) Accounting Convention:

The Financial statements are prepared under the historical cost convention, in accordance with generally accepted accounting principals, the mandatory accounting standards prescribed by the Institute of Chartered Accountants of India and the provisions of the Companies Act.

b) Fixed Assets and Depreciation:

Fixed Assets are stated at cost. The Company has capitalized all costs relating to the acquisition and installation of fixed assets.

Depreciation on assets has been provided at the rate specified in Schedule XIV to the Companies Act, 1956 under the straight-line method on a pro-rata basis.

c) Valuation of Investments:

Investments, being current investments are valued at the lower of cost and market value.

e) Revenue Recognition:

9. Services - Revenue from services is recognized on completion of service.

10. Profit on sale of investments: Profit/loss on sale of investments is recognized on the date of redemption.

f) Foreign Currency Transactions:

Transactions in foreign currency are recorded using the spot rate at the transaction date and exchange differences resulting from settled transactions are adjusted in the profit and loss account. At the balance sheet date, monetary items denominated in foreign currencies are converted into rupee equivalents at exchange rates as at the balance sheet date. Those relating to acquisition of fixed assets are adjusted to the cost of assets.

g) Provisions:

A provision is recognized when outflow of resources will be required to settle a present obligation as a result of past events. Accordingly provisions are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

5) Taxes On Income

a) In compliance with the Accounting Standard -AS 22 relating to "Accounting for Tax on Income" issued by the Institute of Chartered Accountants of India, there is no Deferred Tax recognized in the Profit and Loss Account during this year.

b) Major components of deferred tax assets and liabilities arising on account of timing differences are:

	2009		2008	
	Assets Rs.	Liabilities Rs.	Assets Rs.	Liabilities Rs.
Depreciation	-	143,797	-	101,806
Total	-	143,797	-	101,806
Net Deferred Tax Liability		143,797		101,806

6 Calculation of Number of shares used for calculating Earnings per Share

		2008-09	2007-08
(a)	Net Profit after Tax, available for Equity Shareholders (Rs.)	Rs.56,195	Rs.45,830
(b)	Weighted average number of Equity Share of Rs.10/- each outstanding during the year (No. of Shares)	6000	6000
(c)	Basic/Diluted Earnings per Share Rs.10/- each (Rs.)	9.37	7.64
(d)	Adjusted Earnings Per Share (Rs.)	9.37	7.64

Vide our Report of Even Date
for and on behalf of
M/s.Shekar & Yathish
Chartered Accountants

S.B. SIKKA
Chairman &
Managing Director

KRISHNA SIKKA
Director

KUSUMA YATHISH
Partner

RAJEEV SIKKA
Director

SANJEEV SIKKA
Director

Place: Bangalore
Date:14-08-2009

SIKKA N SIKKA ENGINEERS PVT LTD

Balance Sheet Abstract and Company's General Business Profile as on 31.03.2009

I. Registration Details

Registration No.	Balance Sheet Date	State Code
14993	31.03.2009	08

II. Capital raised during the Year (Amount in RS. thousands)

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

III. Position of Mobilization and Deployment of Funds (Amount Rs. In lakhs)

Total Liabilities	Total Assets
9317	9317

Sources of Funds	Reserves & Surplus	Secured Loans	Unsecured Loans
Paid-up-Capital	Reserves & Surplus	Secured Loans	Unsecured Loans
600	8574	NIL	NIL

Application of Funds	Investments	Net Current Assets	Misc.Expenditure	Accumulated Losses
Net Fixed Assets	Investments	Net Current Assets	Misc.Expenditure	Accumulated Losses
4214	1151	3950	NIL	NIL

IV. Performance of Company (Amount in Rs.thousands)

Turnover	Total Expenditure	Earling per Share in Rs.
1522	1394	9.37

+/- Profit/Loss Before Tax	+/- Profit/Loss After Tax	Dividend Rate
128	57	NIL

V.Generic Names of Three Principal Products/Services of Company (As per monetary terms)

Item Code No. 356105008

Product: A. Engineering Projects and Engineering Services

S.B. SIKKA
Chairman &
Managing Director

KRISHNA SIKKA
Director

KUSUMA YATHISH
Partner

RAJEEV SIKKA
Director

SANJEEV SIKKA
Director

Place: Bangalore
Date:14-08-2009

EMSAC ENGINEERS PVT LTD

ANNUAL REPORT 2008-09

EMSAC ENGINEERS PVT LTD.

BOARD OF DIRECTORS

(As on 13th June, 2009)

1. DR.C.G.KRISHNADAS NAIR: Chairman
2. Mr.TED HOPPER : Managing Director
3. RAJEEV SIKKA : Director
4. SANJEEV SIKKA : Director

AUDITORS : M/s.Yuvaraj & Associates
Chartered Accountants

REGISTERED OFFICE : No.3,Gangadharchetty Road
Bangalore 560 042

DIRECTORS' REPORT

Your Directors have pleasure in presenting their First Annual Report on activities of the company for the period ended 31st March 2009.

FINANCIAL RESULTS:

The company has achieved a total turnover of Rs.10.68 Lakhs and earned net profit of Rs. 1.17 Lakhs after providing Depreciation of Rs.0.15 Lakhs ., Your directors are taking various alternatives to improve the performance of the company.

The company has not declared any dividend during the year.

AUDITORS:

M/s N N Yuvaraj & Associates, Chartered Accountants, Bangalore, is appointed as Statutory Auditors of the company till the conclusion of the Annual General Meeting. The Auditors, being eligible, have indicated their consent to act as the Statutory Auditors of the company.

FIXED DEPOSIT

The Company has not accepted deposits from the public hence the provisions of Sec. 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.

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

Your company recognizes its role in health and safety, as well as its responsibility towards environment and society. Safety and environmental control is on top priority and the company is continuously upgrading its capability to meet with required stringent conditions to maintain safeguards.

The foreign exchange inflow during the period is Rs 11.75 Lakhs and outflow during the period under review is Rs. 1.61 lakhs .

There is no absorption of any technical know-how during the year.

PARTICULARS OF EMPLOYEES:

There were no employees, who were in receipt of remuneration exceeding the limits specified under section 217(2A) of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT:

As required under section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- In preparation of these annual accounts, the applicable accounting policies and standards have been followed.

- The accounting policies are consistently applied and reasonable, prudent, judgement and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- These annual accounts have been prepared on a 'going concern' basis.

ACKNOWLEDGEMENT

Your Directors would like to thank all our employees and business associates for their contribution to the growth and well .

For and on behalf of the Board

Dr.C.G.Krishnadas Nair
Chairman

Ted Hopper
Managing Director

Place: Bangalore.
Date :13-06-2009

AUDITOR'S REPORT

To the members of EMSAC ENGINEERING PRIVATE LIMITED.,

We have audited the attached Balance sheet of EMSAC ENGINEERING PRIVATE LIMITED., as at 31st March 2009 and the profit and Loss account of the Company for the period ended on that date, annexed thereto. These financial statements are the responsibility of the management of the Company. Our responsibility is to express opinion on these financial statements based on our audit.

We have 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 whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and 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.

1. As required by the companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India as amended by the Companies (Auditor's Report) (Amendment) Order, 2004, in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, is not applicable to the company
2. Further 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, the Company has kept proper books of account as required by Law so far as appears from our examination of the books.
 - c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet and the Profit and Loss Account comply with the Accounting standards referred to in sub-section (3C) of Sections 211 of the Companies Act, 1956.
 - e) 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 fair view in conformity with the accounting principles generally accepted in India.
 - i) In the case of Balance Sheet, of the state of affairs of the company as at 31st March 2009 and
 - ii) In the case of Profit and Loss account, of the profit for the period ended on that date.

For N N Yuvaraj & Associates
Chartered Accountants

PLACE: BANGALORE
DATE : 13-06-2009

(U.D.Prithviraj)
Partner
M.NO-214307

EMSAC ENGINEERS PVT LTD
BALANCE SHEET AS AT 31ST MARCH 2009

PARTICULARS	Sch. No.	As at 31.03.2009
<u>SOURCES OF FUNDS:</u>		
1. Shareholders Funds:		
Share Capital	1	500,000.00
Resereves & Surplus	2	82,434.00
Deferred Tax Liability		25,470.00
TOTAL		607,904.00
<u>APPLICATION OF FUNDS:</u>		
1. Fixed Assets		
Gross Block	3	185,815.00
Less : Depreciation		15,400.00
Net Block		170,415.00
2. Current Assest, Loans & Advances:		
Current assets, loans & Advances	4	347,666.00
Cash & Bank balances	5	111,207.00
Total Current Assets		458,873.00
Less : Current Liabilities & Provisions:	6	61,384.00
Net Current Assets		397,489.00
3. Miscellaneous Expenditure (to the extent not written off or adjusted) Preliminary & Pre-Operative Expenditure	7	40,000.00
TOTAL		607,904.00

"Notes to Accounts" form integral parts of the

12

Annual accounts
For Emsac Engineering Pvt Ltd.,

As per our report of even date
for N N Yuvaraj & Associates
Chartered Accountants

Dr.C.G.Krishnadas Nair
Chairman

Ted Hopper
Managing Director

(Rajeev Sikka)
Director

(Sanjeev Sikka)
Director

(U D Prithviraj)
Partner

Place: Bangalore
Date : 13.06.2009

EMSAC ENGINEERS PVT LTD
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

PARTICULARS	Sch. No.	from 16.01.08 to 31.03.2009
INCOME:		
Service charges	8	1026769.00
Other income	9	41971.00
TOTAL		1,068,740.00
EXPENDITURE:		
Manpower cost		418,621.00
Administrative Expenses	10	490,751.00
Preliminary Expenses Written off		10,000.00
Depreciation	3	15,400.00
		934,772.00
Profit or (Loss) Before Taxation		133,968.00
Less : Provision for Taxation		
Current Tax		15,926.00
Fringe benefit tax		10,138.00
Deferred Tax		25,470.00
Profit or (Loss) After Taxation		82,434.00
Balance carried to Balance sheet		82,434.00

"Notes to Accounts" form integral parts of the

12

Annual accounts
For Emsac Engineering Pvt Ltd.,

As per our report of even date
for N N Yuvaraj & Associates
Chartered Accountants

Dr.C.G.Krishnadas Nair
Chairman

Ted Hopper
Managing Director

(Rajeev Sikka)
Director

(Sanjeev Sikka)
Director

(U D Prithviraj)
Partner

Place: Bangalore
Date : 13.06.2009

SCHEDULES FORMING PART OF BALANCE SHEET AS AT 31st March, 2009

PARTICULARS	Sch. No.	As at 31.03.2009
SHARE CAPITAL :	1	
Authorised Capital 500,000 Equity Shares of Rs. 1/- each		500,000.00
Issued, Subscribed & Paid-up Capital 500,000 Equity Shares of Rs. 1/- each fully Paid-up		500,000.00
TOTAL		500,000.00
RESERVES & SURPLUS	2	
Opening Balance:		
Add: transferred during the year		82,434.00
TOTAL		82,434.00
CURRENT ASSETS, LOANS & ADVANCES:	4	
Staff Advance		8,961.00
Fixed Deposits		300,000.00
Advance Income tax		30,000.00
Advance Fringe Benefit tax		8,345.00
Interest receivable		360.00
TOTAL		347,666.00
CASH & BANK BALANCES:	5	
Cash at bank		106,792.00
Cash in hand		4,415.00
TOTAL		111,207.00
CURRENT LIABILITIES AND PROVISIONS:	6	
TDS Payable		4,000.00
Outstanding liabilities		9,260.00
Provisions		
Audit fee payable		11,030.00
Certification charges payable		11,030.00
Provision for Tax		15,926.00
Provision for FBT		10,138.00
		61,384.00
MISCELLANEOUS EXPENDITURE:	7	
(to the extent not written off or adjusted)		50,000.00
		10,000.00
TOTAL		40,000.00

Schedules forming part of Profit & Loss Account

PARTICULARS	Sch. No.	from 16.01.08 to 31.03.2009
Income:	8	
Service Charges received		1026769.00
Total		1026769.00
Other income	9	
Exchange fluctuation account		41611.00
Interest received		360.00
Total		41971.00
Administrative Expenses	10	
Business promotion		78,034.00
Bank Charges		2,781.00
Audit fee		11,030.00
Certification charges		11,030.00
Rates & taxes		6,630.00
Insurance charges		3,016.00
Postage & Courier		6,593.00
Printing & Stationery		28,933.00
Professional & Consultancy Charges		59,921.00
Office expenses		522.00
Travelling expenses		268,211.00
Telephone Charges		4,050.00
Subscription & membership		10,000.00
TOTAL		490,751.00

SCHEDULE - 3**SCHEDULE OF FIXED ASSETS AS AT 31.03.2009 AS PER COMPANIES ACT, 1956.****GROSS BLOCK DEPRECIATION NET BLOCK**

NATURE OF ASSETS	Cost As on 16.01.2008	Additions during the year	Total Cost As on 31.03.2009	Rate of Deprn	Deprn. Upto 16.01.2008	Deprn. For the Year	Deprn. Upto 31.03.2009	W.D.V. As at 31.03.2009
Computers	-	185,815.00	185,815.00	16.21%	-	15,400.00	15,400.00	170,415.00
TOTAL	-	185,815.00	185,815.00		-	15,400.00	15,400.00	170,415.00

BALANCE SHEET ABSTRACT AND COMPANY'S BUSINESS PROFILE

I	Registration Details	
	Registration No.	44963
	State Code	08
	Balance Sheet Date	31.03.2009
II		
	Public Issue	- NIL -
	Rights Issue	- NIL -
	Bonus Issue	- NIL -
	Private Placement	- NIL -
III		Rs. In '000
	Total Liabilities	608
	Total Assets	608
	Sources of Funds	
	Paid - up Capital	500
	Share Application Money	-
	Reserves & Surplus	82
	Secured Loans	
	Unsecured Loans	-
	Deferred Tax Liability	-
	Application of Funds	
	Net Fixed Assets	170
	Investments	-
	Net Current Assets	397
	Miscellaneous Expenditure	40
	Accumulated Losses	-
IV	Performance of Company	
	Turnover	- 1068
	Total Expenditure	- 934
	Profit/Loss Before Tax	- 133
	Profit/Loss After Tax	- 82
	Earnings per Share in Rs.	- 0.16
	Dividend Rate %	NIL

SIKA UK LTD

ANNUAL REPORT 2008-09

DIRECTORS' REPORT

The directors present their report and accounts for the period ended 31 March 2009.

Principal activities

The company's principal activity during the year continued to be the manufacture of bespoke components.

Small company special provisions

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 5 May 2009.

Mr K PARMAR
Director

SIKA UK LTD

Chartered Accountant's Report

Chartered Accountant's Report to the Board of Directors on the unaudited accounts of Sika UK Ltd

Alacrity Accountancy
Chartered Accountants
21 High View Close
Hamilton Office Park
Hamilton
Leicester
LE4 9LJ

5 May 2009

We have not been instructed to carry out an audit of the accounts. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the accounts.

In accordance with the engagement letter dated 22 April 2008, and in order to assist you to fulfil your duties under the Companies Act 1985, we have compiled the accounts of the company which comprise the Profit and Loss Account, the Balance Sheet and the related notes from the accounting records and information and explanations you have given to us.

This report is made to the Company's Board of Directors, as a body, in accordance with the terms of our engagement. Our work has been undertaken so that we might compile the accounts that we have been engaged to compile, report to the Company's Board of Directors that we have done so, and state those matters that we have agreed to state to them in this 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 Board of Directors, as a body, for our work or for this report.

We have carried out this engagement in accordance with technical guidance issued by the Institute of Chartered Accountants in England and Wales and have complied with the ethical guidance laid down by the Institute relating to members undertaking the compilation of accounts.

You have acknowledged on the balance sheet as at 31 March 2009 your duty to ensure that the company has kept proper accounting records and to prepare accounts that give a true and fair view under the Companies Act 1985. You consider that the company is exempt from the statutory requirement for an audit for the period.

We have not been instructed to carry out an audit of the accounts. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the accounts.

Alacrity Accountancy
Chartered Accountants
21 High View Close
Hamilton Office Park
Hamilton
Leicester
LE4 9LJ
5 May 2009

SIKA UK LTD
Balance sheet as on 31.03.2009

PARTICULARS	Sch. No.	from 16.01.08 to 31.03.2009
SOURCES OF FUNDS		
Share Capital		INR 72,860
Unsecured Loan		
- From Share holders		7,206,801
- Hire purchase & lease		697,197
- From Banks		1,291,516
Deferred tax liability		514,464
Total		9,782,839
APPLICATION OF FUNDS		
Fixed Assets	A	5,121,257
Less: Depreciation		1,356,322
Net fixed Assets		3,764,934
Current Assets Loans & Advances	B	4,341,582
Less: Current Liabilities & Provisions	C	3,321,542
Net Current Assets		1,020,040
Total (A + B + C)		4,784,974
Profit & Loss account		4,901,219
Total		9,782,839

Mr Harish Mapara
 Director

Mr Kishore Parmar
 Director

Accountants
 Alacrity Accountancy
 21 High View Close
 Hamilton Office Park
 Hamilton
 Leicester
 LE4 9LJ

Date : 05/05/2009

SIKA UK LTD
Profit & Loss Account as at 31.03.2009

	Sch. No.	On 31/03/2009 INR
INCOME		
Income from Operations	7	31,438,131
		31,438,131
EXPENDITURE		
Cost of Sales/Manufacturing Expenses		22,123,449
Administrative Expenses	8	12,461,547
Financial expenses		220,131
Depreciation		1,356,322
Total		36,161,449
Net Profit before tax		(4,723,318)
Less: Provision for Taxation		
- Current		553,935
Add: Foreign exchange fluctuation between avg & closing rate		376,034
Net Profit after tax		(4,901,219)

Mr Harish Mapara
Director

Mr Kishore Parmar
Director

Accountants
Alacrity Accountancy
21 High View Close
Hamilton Office Park
Hamilton
Leicester
LE4 9LJ

Date : 05/05/2009

Schedules to Financials Statements

		As On 31.03.2009
<u>Schedule - 1 - Share Capital</u>		
<u>Authorised</u>		
1000 Equity Shares of GBP 1/- each		72,860
<u>Issued Subscribed & Paid-Up</u>		
1000 Equity Shares of GBP 1/- each		72,860
<u>Schedule 2 - Reserves & Surplus</u>		
Surplus from Profit & Loss Account		-
<u>Schedule - 3 - Current Assets , Loans & Advances</u>		
Cash on Hand & Bank		11,220
stocks		874,320
Debtors		3,456,041
Total	A	4,341,582
<u>Schedule - 4 - Current Liabilities & creditors</u>		
Creditors		3,096,259
other taxes & security cost payable		225,283
		3,321,542

Schedules to Financials Statements

Schedule 5 : Fixed Assets

Particulars	Gross Block			Depreciation			Net Block
	Balance as on 1.10.07	Additions	Balance as on 31.3.09	Upto 01.10.07	for the year	Upto 31.3.09	Balance as on 31.3.09
Plant & Machinery		70,289	70,289	-	17,289	17,289	53,000

Schedules to Financials Statements

	As On 31.03.2009
<u>Schedule - 6 - Manufacturing expenses</u>	
Purchases	4,135,962
Labour charges	18,233,506
Carriage	661,961
Discount	33,420
	23,064,849
Less: Closing Stock	941,400
	22,123,449
<u>Schedule - 7 - Administrative Expenses</u>	
Employees remuneration	4,364,409
Directors remuneration	1,412,100
Travelling & conveyance	1,129,758
Rent & rates	2,274,344
Office expenses	76,567
Communication Expenses	72,959
Printing & stationery	175,414
Insurance	94,297
Repairs & maintenance	1,452,580
Professional Charges	788,423
Audit Fees	189,065
Selling Expenses	66,683
Electricity & Water charges	303,602
Bank Charges & Interest	61,348
	12,461,547

Sika UK Ltd

Notes to the Accounts
for the period from 1 October 2008 to 31 March 2009

1 Accounting policies

The accounts have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

Turnover

Turnover represents the value, net of value added tax and discounts, of goods provided to customers and work carried out in respect of services provided to customers.

Going Concern

Notwithstanding the net assets deficiency, the financial statements have been prepared on a going concern basis as in the opinion of the director the company has sufficient financial support from its creditors and shareholders to pay its debts as they fall due.

Depreciation

Depreciation has been provided at the following rates in order to write off the assets over their estimated useful lives.

Plant and machinery 20% straight line

Stocks

Stock is valued at the lower of cost and net realisable value.

Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes. Deferred taxation is calculated on an un-discounted basis at the tax rates which are expected to apply in the periods when the timing differences will reverse.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account.

Leasing and hire purchase commitments

Assets held under finance leases and hire purchase contracts, which are those where substantially all the risks and rewards of ownership of the asset have passed to the company, are capitalised in the balance sheet and depreciated over their useful lives. The corresponding lease or hire purchase obligation is treated in the balance sheet as a liability.

The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to income on a straight line basis over the lease term.

Foreign currency conversion

Applied average foreign currency exchange rates for the profit & loss transactions and balance sheet transaction are converted at the rates of exchange as on 31.03.2009.

Mr Harish Mapara
Director

Mr Kishore Parmar
Director

Accountants

Alacrity Accountancy
21 High View Close
Hamilton Office Park
Hamilton
Leicester
LE4 9LJ
Date : 05/05/2009

PROXY



SIKA INTERPLANT SYSTEMS LTD

Regd Office : No.3, Gangadhara Chetty Road, Bangalore - 560 042, India
Phone : 91-80- 25599144, Fax : 91-80-25599501
E-mail : bsg@sikaglobal.com

I/We.....
in the District of
hereby appoint Shri
ofin the District of
or failing him Shri.....
ofin the District of
or failing him Shri
ofin the District of
as my / our proxy to vote for me / us on my / our behalf at the twenty third Annual General Meeting
of the
Company to be held Wednesday the 30th September 2009.

As my witness my / our hand(s) this day of2009

Folio No.

Affia One
Revenue
Stamp
Here

Signature.....

No. of Shares held

NOTE : The Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting.

SIKA INTERPLANT SYSTEMS LTD.

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the Hall.

I hereby record my presence at the twenty third Annual General Meeting of the Company to be held at Hotel Ajantha on Wednesday the 30th September 2009

Full Name of the Share holder in block letters :

Folio No. :

No. of Shares held :

Signature of Shareholder

Note : Only Shareholders of the Company or their authorised proxy will be allowed to attend the Meeting.

Book-Post

If undelivered, please return to:

SIKA INTERPLANT SYSTEMS LTD

Regd Office : 3, Gangadhara Chetty Road, Bangalore - 560 042, India

Phone : 91-80-25599144 / 25599086. Fax : 91-80-25599501

bsg@sikaglobal.com