

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

**68TH ANNUAL REPORT 2008-2009**

# **THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

## **68<sup>TH</sup> ANNUAL REPORT 2008 – 2009**

### **DIRECTORS**

Mr. N.Santhanam - Chairman  
Mr. Chandrakant Khetan  
Mr. C.M. Hattangdi  
Vice Adml.S. Jain (Retd.)  
Mr. V.C. Vadodaria  
Mr. Vijay Shah

### **AUDIT COMMITTEE MEMBER**

Mr. N.Santhanam - Chairman  
Mr. Chandrakant Khetan  
Mr. C.M. Hattangdi

### **BANKER**

HDFC Bank Limited

### **AUDITORS**

M/s. Kulkarni & Khanolkar  
Chartered Accountants

### **REGISTERED OFFICE**

4<sup>th</sup> Floor, Piramal Tower Annexe  
Ganpatrao Kadam Marg  
Lower Parel  
Mumbai 400 013.

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

**Regd. Office :**

4<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.

**NOTICE  
TO THE MEMBERS**

**NOTICE** is hereby given that the 68<sup>th</sup> Annual General Meeting of the members of the Company will be held on the day, date, time and place mentioned hereunder, to transact the following business :

**Day, Date & Time :** Friday, the 25th September, 2009 at 11.00 a.m.

**Place** : 4<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatrao Kadam Marg,  
Lower Parel, Mumbai 400 013.

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit and Loss Account for year ended on that date together with Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. N. Santhanam, who is retiring at this Annual General Meeting has expressed his desire not to seek re-election, be not re-appointed as Director of the Company AND THAT in his place Ms. Nandini Piramal in respect of whom the Company has received joint notice from some members under section 257 of the Companies Act, 1956, proposing her candidature as Director of the Company be and is hereby appointed as Director of the Company.”

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

**“RESOLVED THAT** Mr. Vijay Shah, who is retiring at this Annual General Meeting has expressed his desire not to seek re-election, be not re-appointed as Director of the Company AND THAT in his place Mr. Khushru Jijina in respect of whom the Company has received joint notice from some members under section 257 of the Companies Act, 1956, proposing his candidature as Director of the Company be and is hereby appointed as Director of the Company.”

5. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**Special Business :**

**6. Keeping of register and index of members and debenture-holders**

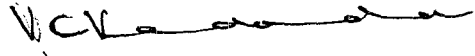
To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the proviso to Section 163(1) of the Companies Act, 1956, (‘the Act’) approval be and is hereby accorded to keep the Registers and Indexes referred to in Section 163 (1) of the Act and copies of all annual returns prepared under section 159 together with the copies of the certificates and documents required to be annexed thereto under section 161 of the Act, with the Company’s Share Transfer Agents, Freedom Registry Limited (formerly known as M/s. Amtrac Management Services Limited) at their administrative office, which is presently at 8, Peninsula Centre, Dr. S.S. Rao Road, Parel, Mumbai 400012, and which is proposed to be shifted to Unit No.129, Bayside Mall, 35/C, M. Malviya Marg, Tardeo Road, Haji Ali, Mumbai 400034 or at such other place where the administrative office of the Share Transfer Agents of the Company may be situated within the local limits of the city of Mumbai.”

**NOTES :**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.**
2. The Register of Members and Share Transfer Books of the Company has been declared closed from Monday, the 18<sup>th</sup> September, 2009 to Friday, the 25<sup>th</sup> September, 2009 (both days inclusive).
3. Dividend on equity shares as recommended by the Directors for the financial year ended 31<sup>st</sup> March, 2009 when declared at the Meeting, will be paid within 5 days from date of declaration.
4. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 is annexed hereto.

**By Order of the Board**



**V.C. VADODARIA  
DIRECTOR**

**Registered Office :**

4<sup>th</sup> Floor, Piramal Tower Annexe,  
Ganpatrao Kadam Marg,  
Lower Parel, Mumbai 400 013.

**Dated : 30<sup>th</sup> June, 2009**

**EXPLANATORY STATEMENT :**

Explanatory Statement under section 173 of the Companies Act, 1956.

**Item No. 6**

**Keeping of register and index of members and debenture-holders**

In accordance with the provisions of sub section (1) of section 163 of the Companies Act, 1956 ('the Act') the register and index of members and debenture-holders and the copies of all annual returns prepared under section 159 together with the copies of certificates and documents required to be annexed thereto under section 161 are to be kept at the Registered Office of the Company. However, as per proviso to the aforesaid sub-section, such registers, indexes, returns and copies of certificates and documents can be kept at a place within the city, town or village in which the registered office of the Company is situated, if approval for such other place has been sought from the members of the Company. Hence the special resolution for approval of the members for keeping the aforesaid registers, indexes, returns and copies of certificates and documents with the Company's Share Transfer Agents, Freedom Registry Limited (formerly known as Amtrac Management Services Limited), at their administrative office which is currently at 8, Peninsula Centre, Dr.S.S.Rao Road, Parel, Mumbai 400 012 and which is proposed to be shifted in or about July 2009 to Unit No.129, Bayside Mall, 35/C M. Malviya Marg, Tardeo Road, Haji Ali, Mumbai 400034 or at such other place where the administrative office of the Share Transfer Agents may be situated, within the local limits of the city of Mumbai, in which case, intimation giving details of such other place would be duly provided to shareholders.

Your directors recommend the special resolution at item no. 6 of the accompanying notice for your approval.

None of the Directors of the Company are, in any way, concerned or interested in the aforesaid resolution.

**By Order of the Board**



**V.C. VADODARIA  
DIRECTOR**

**Registered Office :**

4<sup>th</sup> Floor, Piramal Tower Annexe  
Ganpatrao Kadam Marg  
Lower Parel, Mumbai 400 013.

**Dated : 30<sup>th</sup> June, 2009**

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

Regd. Office :

4<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.**DIRECTORS' REPORT****TO THE SHAREHOLDERS**

The Directors present their 68th Annual Report on the affairs of the Company for the year ended 31st March, 2009 together with the Audited Statement of Accounts.

	Current Year	Previous Year
	-----	-----
	(31-03-2009)	(31-03-2008)
	(Rs.)	(Rs.)
<b>1. WORKING RESULTS</b>		
The year's working after meeting all expenses resulted in (Loss) (after tax) of :	(6,57,30,832)	(1,08,90,547)
<b>Less : Extra-Ordinary Items :</b>		
Prior Period Tax adjustments	( 4,14,049)	2,15,48,802
Balance of Profit brought forward	6,70,26,041	5,66,48,574
	-----	-----
<b>Disposable Profit</b>	<b>8,81,160</b>	<b>6,73,06,829</b>
	=====	=====

Total Profit amounting to Rs.8,81,160/- is appropriated as under :

<b>APPROPRIATION</b>		
Proposed dividend	2,40,000	2,40,000
Tax on Proposed Dividend	40,788	40,788
Balance carried to Balance Sheet	6,00,372	6,70,26,041
	-----	-----
	<b>8,81,160</b>	<b>6,73,06,829</b>
	=====	=====

**2. DIVIDEND**

The Directors have recommended a Dividend of Re.1/- per share (previous year Re.1/- per share) on 2,40,000 Equity Shares of Rs.10/- each which will be paid to eligible members, after approval at the ensuing Annual General Meeting.

### **3. WORKING OF THE COMPANY**

The Directors are making efforts to improve the performance of the Company in the current year.

### **4. SUBSIDIARY COMPANIES**

The Balance Sheet as on 31<sup>st</sup> March, 2009 and the Profit and Loss Account for the year ended on that date of subsidiary companies, namely, Savoy Finance & Investments Pvt. Limited and Nandini Piramal Investments Private Limited and statement under Section 212 of the Companies Act, 1956 are annexed.

### **5. PARTICULARS OF EMPLOYEES**

There was no employee during the year in receipt of remuneration as prescribed under Section 217(2A) of the Companies Act, 1956.

### **6. DIRECTORS**

Mr. N. Santhanam and Mr. Vijay Shah, Directors retiring by rotation have expressed their desire not to seek re-appointment at the ensuing AGM due to their other pre-occupations and in their place it is proposed to appoint Ms. Nandini Piramal and Mr. Khushru Jijina respectively as Directors of the Company for which the Company has received joint notices from members of the Company, proposing their candidature.

The Board places on record its appreciation of the valuable contributions made by Mr. N. Santhanam and Mr. Vijay Shah during their tenure as Directors of the Company.

The Audit Committee at present comprises of Mr. N.Santhanam, Mr. C.M. Hattangdi and Mr. Chandrakant Khetan. Pursuant to the relinquishment of office by Mr. N. Santhanam, it is proposed to appoint Mr. Khushru Jijina as member of the Audit Committee, if appointed as Director of the Company.

### **7. DIRECTORS' RESPONSIBILITY STATEMENT**

As required Under Section 217(2AA) of the Companies Act, 1956, ("the Act") we hereby state :

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2009 and its Loss for the year ended on that date;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts on a going concern basis.

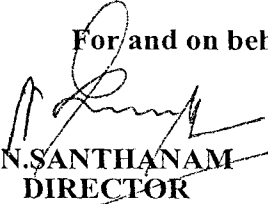
**8. SECRETARIAL COMPLIANCE CERTIFICATE**


As required by proviso to sub-section (1) of Section 383A of the Companies Act, 1956, the Secretarial Compliance Certificate from Mr. Surendra Kanstiya, Practising Company Secretary is attached to this Report.

**9. AUDITORS**

The Auditors, M/s. Kulkarni & Khanolkar, Chartered Accountants, Mumbai, retire as Auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment.

For and on behalf of the Board

  
N. SANTHANAM  
DIRECTOR

  
V.C. VADODARIA  
DIRECTOR

**Mumbai**

**Dated : 30<sup>th</sup> June, 2009.**



**KULKARNI & KHANOLKAR (REGISTERED)**  
CHARTERED ACCOUNTANTS

**Auditor's Report to the  
Members of the Swastik Safe Deposit & Investments Ltd.**

1. We have audited the attached balance sheet of Swastik Safe Deposit & Investments Ltd., as at 31<sup>st</sup> March 2009, the profit and loss account and also the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2009 annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.



**KULKARNI & KHANOLKAR (REGISTERED)**  
**CHARTERED ACCOUNTANTS**

4. Further to our comments in the Annexure referred to above, we report that:
- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit ;
  - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books
  - (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of accounts
  - (iv) In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - (v) On the basis of written representations received from the directors, as on 31<sup>st</sup> March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - (vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:



**KULKARNI & KHANOLKAR (REGISTERED)**  
CHARTERED ACCOUNTANTS

- (a) in the case of the balance sheet, of the state of affairs of the company as at 31<sup>st</sup> March 2009
- (b) in the case of the profit and loss account, of the loss for the year ended on 31<sup>st</sup> March 2009, and
- (c) in the case of the cash flow statement, of the cash flows for the year ended on 31<sup>st</sup> March, 2009.

For KULKARNI & KHANOLKAR  
Chartered Accountants

*P.M. Parulekar*

P.M. Parulekar  
Partner  
M. no. 36362

Place : Mumbai  
Date : 30<sup>th</sup> June, 2009

KULKARNI & KHANOLKAR  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

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**Annexure**

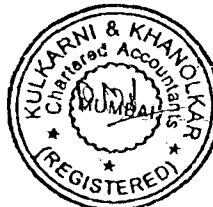
**Re : Swastik Safe Deposit & Investments Ltd.**  
**Referred to in paragraph- 3 of our report of even date**

- (i) The Company does not have any fixed assets. Trade marks which are grouped under fixed assets are valued at a nominal value of Re.1 /-.
- (ii) The company did not have any inventory & hence the question of maintenance of book records & its physical verification did not arise.
- (iii)
  - a. The company had taken loan from PHL Holdings P. Ltd., holding company, which was repaid during the year. The terms and conditions of the said loan were not prejudicial to the interests of the Company.
  - b. The Company has given interest-free loan to its subsidiary, Savoy Finance and Investment P. Ltd. The balance outstanding as on 31<sup>st</sup> March, 2009 was Rs. 189.34 lacs.
- (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 purchase and sale of fixed assets. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) We are informed that the Company has not entered into any transaction with the companies in which directors are interested.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted deposits from public in terms of the RBI directives.
- (vii) The company did not have formal internal audit system.



**KULKARNI & KHANOLKAR (REGISTERED)**  
**CHARTERED ACCOUNTANTS**

- (viii) Maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 pursuant to the Rules made by the Central Government is not applicable.
- (ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Income tax and other Statutory dues applicable to it.
- (b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute, except demand from income tax authorities of Rs.33.00 lacs for A.Y. 2004-05 against which, appeal is pending before C.I.T.(A).
- (x) The company does not have accumulated losses. The company has incurred cash losses during the financial year covered by our audit and 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 a financial institution, bank or debenture holders.
- (xii) We are informed that the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / 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(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.



**KULKARNI & KHANOLKAR (REGISTERED)**  
CHARTERED ACCOUNTANTS

- (xv) We are informed that the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) The Company has borrowed Short Term funds by way of loans whose outstanding balance as on 31 March, 2009 is Rs.87.14 Crores. The Company has invested a part of the funds in Long Term Investments. However, the exact quantum of use of Short term funds for Long Term Investments cannot be quantified.
- (xvii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (xviii) According to the information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xix) The company has not raised money by way of public issue.
- (xx) 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 **KULKARNI & KHANOLKAR**  
Chartered Accountants

*P.M. Parulekar*

**P.M. Parulekar**  
Partner  
M. no.36362

Place : **Mumbai**  
Date : 30<sup>th</sup> June , 2009

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

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**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2009**

	Schedule Number	Current Year  (Amount in Rupees)	Previous Year  (Amount in Rupees)
<b>SOURCES OF FUNDS :</b>			
Shareholders' Fund:			
Capital	1	2,400,000	2,400,000
Reserves & Surplus	2	47,788,045	114,213,714
Loan Funds :			
Secured Loans	3	-	1,500,000,000
Unsecured Loans	4	871,414,401	4,059,438
		<u>921,602,446</u>	<u>1,620,673,152</u>
<b>APPLICATION OF FUNDS :</b>			
Fixed Assets :			
Trade Marks		1	1
Investments	5	758,351,938	319,503,182
Current Assets, Loans and Advances	6	175,446,774	1,341,702,437
Less: Current Liabilities & Provisions	7		
Current Liabilities		5,778,997	34,107,888
Provisions		6,417,271	6,422,579
		<u>12,196,267</u>	<u>40,532,467</u>
Net Current Assets		163,250,507	1,301,169,969
<b>TOTAL</b>		<u>921,602,446</u>	<u>1,620,673,152</u>
NOTES TO ACCOUNTS	10		

Schedules referred to above and notes attached thereto form an integral part of Balance Sheet.  
This is the Balance Sheet referred to in our report of even date.

**M/S KULKARNI & KHANOLKAR**  
Chartered Accountants

*P.M. Parulekar*

**P.M. PARULEKAR**  
Partner

PLACE : MUMBAI  
DATE : 30th June, 2009

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

For The Swastik Safe Deposit & Investments Limited

Directors :-  
CHANDRAKANT KHETAN

*Chandrakant Khetan*

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

*V. C. Vadodaria*

VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
DATE : 30th June, 2009

**THE SWASTIK SAFE-DEPOSIT & INVESTMENTS LIMITED**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	Schedule Number	Current Year (Amount in Rupees)	Previous Year (Amount in Rupees)
<b>INCOME :</b>			
Interest Received (Gross) (T.D.S. Rs.2,59,15,658/- , Previous Year Rs.10,18,567/-)	-	148,275,300	8,963,927
Dividend Received		25,784,840	3,061,375
Other Income	8	10,714,368	11,344,960
		<u>184,774,508</u>	<u>23,370,262</u>
<b>EXPENDITURE :</b>			
Administrative Expenses	9	250,204	179,702
Financing Cost		244,855,136	34,081,107
		<u>245,105,340</u>	<u>34,260,809</u>
<b>PROFIT BEFORE TAXATION</b>		<u>(60,330,832)</u>	<u>(10,890,547)</u>
Provision for Income Tax		5,400,000	
<b>PROFIT AFTER TAX.</b>		<u>(65,730,832)</u>	<u>(10,890,547)</u>
<b>Less: Extra-Ordinary items:</b>			
Prior Period Tax adjustments		(414,049)	21,548,802
Balance of Profit Brought Forward		67,026,041	56,648,574
<b>DISPOSABLE PROFIT</b>		<u>881,160</u>	<u>67,306,829</u>
<b>APPROPRIATIONS :</b>			
Proposed dividend		240,000	240,000
Tax on Proposed Dividend		40,788	40,788
Balance carried to Balance Sheet		<u>600,372</u>	<u>67,026,041</u>
		<u>881,160</u>	<u>67,306,829</u>

NOTES TO ACCOUNTS

10

Schedules referred to above and notes attached thereto form an integral part of Profit & Loss Account.  
This is the Profit & Loss referred to in our report of even date.

M/S KULKARNI & KHANOLKAR  
Chartered Accountants

*P.M. Parulekar*

P.M. PARULEKAR  
Partner  
PLACE : MUMBAI  
DATE : 30th June, 2009

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

For The Swastik Safe Deposit & Investments Limited

Directors :-  
CHANDRAKANT KHETAN

*Chandrakant Khetan*

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

*V. C. Vadodaria*

VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
DATE : 30th June, 2009



**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**  
**Schedules Attached To And Forming Part Of Balance Sheet And Profit & Loss Account For the Year Ended 31.3.2009**

	<b>Current Year</b>	<b>Previous Year</b>
	<b>(Amount in Rupees)</b>	<b>(Amount in Rupees)</b>
<b>SCHEDULE 1 : SHARE CAPITAL :</b>		
Authorised :		
250,000 Equity Shares of Rs.10/- each fully paid up	<u>2,500,000</u>	<u>2,500,000</u>
Issued, Subscribed and paid up :		
240,000 (2,40,000) Equity Shares of Rs.10/- each fully paid up (Out of above 1,78,535 (1,78,535) Equity Shares are held by PHL Holdings Pvt. Ltd. Holding Company,)	<u>2,400,000</u>	<u>2,400,000</u>
<b>SCHEDULE 2 : RESERVES &amp; SURPLUS :</b>		
Capital Reserve:		
Balance as per last Balance Sheet	870,485	870,485
General Reserve :		
Balance as per last Balance Sheet	18,740,529	18,740,529
Add: Transfer during the year	-	-
	<u>18,740,529</u>	<u>18,740,529</u>
Reserve Fund as per RBI:		
Balance as per last Balance Sheet	27,576,659	27,576,659
Add: Transfer during the year	-	-
	<u>27,576,659</u>	<u>27,576,659</u>
Profit & Loss Account	600,372	67,026,041
	<u>47,788,045</u>	<u>114,213,714</u>
<b>SCHEDULE 3 : SECURED LOANS :</b>		
	-	<u>1,500,000,000</u>
<b>SCHEDULE 4 : UNSECURED LOANS :</b>		
Loan from Companies:	<u>871,414,401</u>	<u>4,059,438</u>



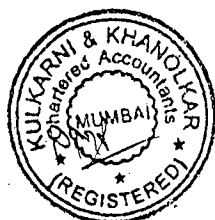
**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

**SCHEDULE '5': INVESTMENTS (LONG TERM) ATTACHED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009**

No. of Shares/Deb	Previous Year (Rs)	Sr. No.	Name of the Company	Face value	No. of Shares/Deb.	Current Year
		<b>I.</b>	<b>QUOTED:</b>			
5,831,124	290,774,351		1) Equity shares (Fully paid up) :			
			a) Piramal Healthcare Ltd.	2	7,221,124	729,623,108
767,031	16,978,546		b) Piramal Glass Ltd.	10	767,031	16,978,546
583,111	-		c) Piramal Life Sciences Ltd. ( Refer note 2, Sch. 10)	10	583,111	-
<b>6,598,155</b>	<b>307,752,897</b>					<b>746,601,654</b>
		<b>II.</b>	<b>UNQUOTED</b>			
			1) Equity Shares (Fully Paid up) :			
50,000	1,343,799		a) The Travancore Cements Ltd	10	50,000	1,343,799
10,000	100,000		b) Nandini Piramal Investments Ltd (A wholly owned Subsidiary Company)	10	10,000	100,000
10,000	100,001		c) Savoy Finance & Investments Ltd (A wholly owned Subsidiary Company)	10	10,000	100,000
112	860		d) Pilani Investments Corporation Ltd	10	112	860
			2) Preference Shares			
95,715	9,165,450		a) 15% Non-Cumulative Pref. shares (Fully paid ) Piramal Enterprises Ltd	10	95,715	9,165,450
450	1,040,175		b) 5% Cumulative redeemable Pref. shares of PHL Holdings Pvt. Ltd.	10	450	1,040,175
	<b>11,750,285</b>					<b>11,750,284</b>
	<b>319,503,182</b>		<b>TOTAL</b>			<b>758,351,938</b>

Current Year

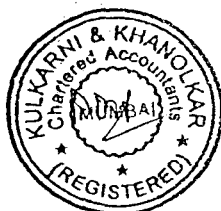
Previous Year



	<b>Book Value</b>	<b>Market Value</b>	<b>Book Value</b>	<b>Market Value</b>
Quoted Investments	746,601,654	1,464,595,121	307,752,897	2,001,596,088

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS Limited**  
Schedules Attached To And Forming Part Of Balance Sheet And Profit & Loss Account For the Year Ended 31.3.2009

	Current Year (Amount in Rupees)	Previous Year (Amount in Rupees)
<b>SCHEDULE 6 : CURRENT ASSETS, LOANS &amp; ADVANCES:</b>		
a) Current Assets :		
With Scheduled banks in Current Accounts	95,566	332,755
b) Sundry Debtors (Unsecured, considered good) Outstanding for less than six months	2,111,728	2,659,414
c) Loans and Advances : (Unsecured, considered good)		
Interest Receivable	-	3,476,433
Tax Deducted at Source	32,736,582	11,367,436
Income tax refund receivable	26,017,729	26,017,729
Loan to Companies	114,485,169	1,297,848,670
	<u>175,446,774</u>	<u>1,341,702,437</u>
<b>SCHEDULE 7 : CURRENT LIABILITIES &amp; PROVISIONS:</b>		
a) Current Liabilities:		
Liabilities for Expenses	35,381	26,466
Interest Payable	-	28,563,487
Unpaid dividend	5,443	-
Tax Deducted at Source Payable	5,738,173	5,519,935
	<u>5,778,997</u>	<u>34,109,888</u>
b) Provisions:		
Provision for Income Tax ( A.Y. -03-04)	-	290,000
Provision for Income Tax (A.Y. -06-07)	736,483	2,600,000
Provision for Income Tax (A.Y. -07-08)	-	3,137,000
Provision for Income Tax ( A.Y. -09-10)	5,400,000	-
MVAT	-	114,791
Proposed Dividend	240,000	240,000
Tax on Proposed Dividend	40,788	40,788
	<u>6,417,271</u>	<u>6,422,579</u>
<b>SCHEDULE 8 : OTHER INCOME:</b>		
Royalty Received	10,714,081	11,344,960
	286	-
	<u>10,714,368</u>	<u>11,344,960</u>
<b>SCHEDULE 9 : ADMINISTRATIVE EXPENSES :</b>		
Directors Fees	9,750	14,750
Dp charges	1,436	-
Advertisement Expenses	68,822	15,577
Auditors Remuneration:		
Audit fees	22,060	22,472
Tax Audit fees	2,758	2,809
Miscellaneous Expenses	71,642	25,489
Loan Arrangement fees	-	25,000
Legal & Professional Charges	73,736	72,993
Interest on dividend tax	-	612
	<u>250,204</u>	<u>179,702</u>



## THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED

CHEDULE 10 : NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED

31st MARCH 2009

1 Significant Accounting Policies:

i) Basis of Accounting:

Financial Statements are prepared on accrual basis of accounting.

ii) Investments:

Investments ( Long Term ) are stated at cost.

iii) Interest on Demand/Call loans:

Interest on demand/call loans are accounted as on year end or on date of repayment of demand/call loans whichever is earlier.

iv) Deferred Tax Liabilities/ Assets:

There are no deferred tax assets / liabilities.

v) Prior Period Items:

Prior period adjustments represent excess or short provision for income tax of earlier years.

2 Piramal Life Sciences Ltd. Has been listed on Bombay Stock Exchange & National Stock Exchange w.e. f. May 29, 2008. Consequently, the Investment in PLSL have been regrouped accordingly.

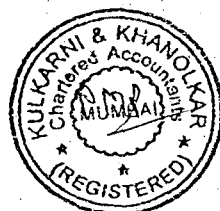
3 Contingent Liability:

Disputed Income Tax demands for Penalty matter for Assessment Year 2001-02 Rs.260.17 Lacs & for A.Y. 2004-05 Rs. 33 Lacs .The company has preferred appeal against all the above orders.

4 As the Company is not a manufacturing company, the information required under clause 4C of Part II of Schedule VI of the Companies Act, 1956 has not been given.

5 Earnings Per Share [ Accounting Standered 20 ]

	[ Amounts in lacs ]	
	Current Year	Previous Year
Net Profit as per P&L A/c before interest and tax	1,845.24	231.91
Less: Interest	2448.55	340.81
Net Profit after Interest , before Tax	(603.31)	(108.91)
Less: Tax Provision	54.00	-
Net Profit after Tax	(657.31)	(108.91)
Earnings available to Equity Shareholders (Before extra-ordinary item)	(657.31)	(108.91)
Less: Extra Ordinary Item ( Tax Provision written back)	4.14	(215.49)
Earnings available to Equity Shareholders (After extra-ordinary item)	(661.45)	106.58
Equity Shares	2.40	2.40
Earnings Per Share (Before extra-ordinary Items)	(273.88)	(45.38)
Earnings Per Share (After extra-ordinary Items)	(275.60)	44.41



5 Related Party Disclosure [ Accounting Standard 18 ]

Holdings company  
PHL Holdings Private Limited

b) Subsidiary Companies  
Nandini Piramal Investments Private Limited  
Savoy Finance & Investments Private Limited

Associate Company  
Piramal Healthcare Limited

b) Transaction with Related Parties

	Amt in Lakhs
	Loan Received
PHL Holdings Private Limited	353.14
Interest paid	19.34
	Loan given
Savoy Finance & Investments Pvt. Ltd.	1863.80
Interest received	189.34
	Royalty Received
Piramal Healthcare Ltd.	107.14

6 Figures for the previous year are regrouped or rearranged wherever necessary.

Signatures to schedule 1 to 10

M/S KULKARNI & KHANOLKAR  
Chartered Accountants

P.M. Parulekar

P.M. PARULEKAR  
Partner

PLACE : MUMBAI  
DATE : 30th June, 2009

KULKARNI & KHANOLKAR  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

For The Swastik safe Deposit & Investments Limited

Directors :-  
CHANDRAKANT KHETAN

Chandrakant Khetan

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

V. C. Vadodaria

VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
DATE : 30th June, 2009

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

**STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956**

Registration details

Registration No. 3151 State Code : 11 Balance Sheet date : 31/03/2009

Capital raised during the year (Amount in Rs. Thousands)

Public issue	NIL	Right issue	NIL
Bonus issue	NIL	Private placement	NIL

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

Total liabilities	921,602	Total assets	921,602
-------------------	---------	--------------	---------

Sources of Funds :

Paid up capital	2,400	Reserves & Surplus	47,788
Secured loans	-	Unsecured loans	871,414

Application of Funds :

Net Fixed assets	-	Investments	758,352
Net Current assets	163,251	Accumulated Losses :	Nil
Miscellaneous Exp.	Nil		

Performance of the Company (Amount in Rs. Thousands)

Income	184,775	Total Expenditure	245,105
Profit/(Loss) before Tax	(60,331)	Profit/(Loss) after Tax	(65,731)
Earnings per share Rs.	(273.88)		

Generic names of three principal products/services of the company :  
(As per monetary terms)

Item code No.(ITC code)	N.A
Product description	Financial & Investment Activities

**For The Swastik Safe Deposit & Investments Limited**

**Directors :-**

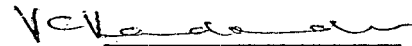
CHANDRAKANT KHETAN



C. M. HATTANGDI

VICE ADML.S. JAIN (RETD.)

V: C. VADODARIA



VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
DATE : 30th June, 2009

**Schedule to the Balance Sheet of The Swastik Safe Deposit & Investments Limited (as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)**

Particulars	(Rs. in lakhs)	
<b>Liabilities side :</b>		
1 Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	<b>Amount out-standing</b>	<b>Amount overdue</b>
(a) Debentures : Secured	Nil	Nil
: Unsecured	Nil	Nil
(other than falling within the meaning of public deposits)		
(b) Deferred Credits	Nil	Nil
(c) Term Loans	Nil	Nil
(d) Inter-corporate loans and borrowing	8,714.14	Nil
(e) Commercial Paper	Nil	Nil
(f) Public Deposits	Nil	Nil
(g) Other Loans (specify nature)	Nil	Nil
2 Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures	Nil	Nil
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
(c) Other public deposits	Nil	Nil
<b>Assets side :</b>		
3 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding	
(a) Secured	Nil	
(b) Unsecured	1,144.85	
4 Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease	Nil	
(b) Operating lease	Nil	
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire	Nil	
(b) Repossessed Assets	Nil	
(iii) Hypothecation loans counting towards EL/HP activities		
(a) Loans where assets have been repossessed	Nil	
(b) Loans other than (a) above	Nil	

5 **Break-up of Investments :**

Current Investments :

1. <u>Quoted:</u>	Nil
(i) Shares : (a) Equity	Nil
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (please specify)	Nil
2. <u>Unquoted:</u>	
(i) Shares : (a) Equity	Nil
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (Please specify)	Nil

Long Term investments :

1. <u>Quoted:</u>	
(i) Shares : (a) Equity	7,466.02
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (Please specify)	Nil
2. <u>Unquoted:</u>	
(i) Shares : (a) Equity	15.45
(b) Preference	102.06
(ii) Debentures and Bonds	Nil
(iii) Units of mutual funds	Nil
(iv) Government Securities	Nil
(v) Others (Please specify)	Nil

6 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :

Category	Amount net of provisions		Total
	Secured	Unsecured	
1. Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
1. Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil



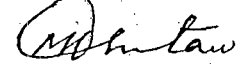
8 Other information

Particulars	Amount
i) Gross Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
ii) Net Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
iii) Assets acquired in satisfaction of debt	Nil

For The Swastik Safe Deposit & Investments Ltd.

Directors :-

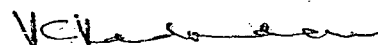
CHANDRAKANT KHETAN



C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA



VIJAY SHAH

N. SANTHANAM

Place :

Mumbai

Date :

30th June, 2009

THE SWASTIK SAFE DEPOSIT & INVESTMENTS LTD.

CASH FLOW FOR THE YEAR ENDED 31.03.2009

	(Rs.in lakhs)	
	Year Ended 31.03.2009	Year Ended 31.03.2008
<b>A. Cash Flow from Operating activities</b>		
Net Profit before tax & extra ordinary items	(603.31)	(108.91)
Adjusted for :		
Depreciation	-	-
Dividend Income	(257.85)	(30.61)
Interest Income	(1,482.75)	-
Interest Paid on Loans	2,448.55	340.81
<b>Operating profit Before working Capital Changes</b>	<b>104.64</b>	<b>201.29</b>
Adjusted for :		
Decrease/ (Increase) in current assets	(173.45)	(357.08)
Increase/ (Decrease) in current liabilities	(283.36)	297.00
<b>Cash Generated from operations</b>	<b>(352.17)</b>	<b>141.21</b>
Tax Adjustments	(54.00)	-
<b>Cash flow before Prior Period Items</b>	<b>(406.17)</b>	<b>141.21</b>
Prior Period Items:		
Income tax adjustments	(4.14)	215.49
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(410.31)</b>	<b>356.70</b>
<b>B. Cash flow from Investing activities</b>		
Purchase of Investment	(4,388.49)	-
Dividend Income	257.85	30.61
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>(4,130.64)</b>	<b>30.61</b>
<b>C. Cash flow from financing activities</b>		
Dividend and Dividend tax paid	(2.81)	(2.81)
Interest Paid on Loan	(2,448.55)	(340.81)
Interest received on loan	1,482.75	-
Loans received	(6,326.45)	11,760.14
Loans given	11,833.64	(11,804.16)
<b>NET CASH GENERATED IN FINANCING ACTIVITIES</b>	<b>4,538.58</b>	<b>(387.64)</b>
<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS(A+B+C)</b>	<b>(2.37)</b>	<b>(0.33)</b>
<b>CASH &amp; CASH EQUIVALENTS - OPENING BALANCE</b>	<b>3.33</b>	<b>3.66</b>
<b>CASH &amp; CASH EQUIVALENTS - CLOSING BALANCE</b>	<b>0.96</b>	<b>3.33</b>

As per our report attached

For and on behalf of

M/s. KULKARNI & KHANOLKAR

Chartered Accountants

*P.M. Parulekar*

P.M Parulekar

Partner

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

PLACE: MUMBAI

DATE: 30th June, 2009

Directors :-

CHANDRAKANT KHETAN

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

VIJAY SHAH

N. SANTHANAM

PLACE: MUMBAI

DATE: 30th June, 2009

**AUDITOR'S CERTIFICATE**

We have verified the above cash flow statement of The Swastik Safe Deposit & Investments Limited compiled from the audited annual financial statements for the year ended March 31, 2009 and found the same in accordance therewith and also with the requirements of clause 32 of the listing agreements with Stock Exchanges.

FOR M/S KULKARNI & KHANOLKAR  
Chartered Accountants

P.M Parulekar  
(PARTNER)

**THE SWASTIK SAFE DEPOSIT AND INVESTMENTS LIMITED**

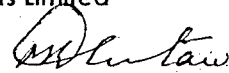
**Annexure to the Balance Sheet as at 31st March, 2009  
Statement Pursuant to Section 212 of the Companies Act, 1956**

1	Name of the Subsidiary Company	:	Nandini Piramal Investments Pvt. Ltd.	Savoy Finance and Investments Pvt.Ltd.
2	Financial Year of the Subsidiary Company	:	31st March, 2009	31st March, 2009
3	Date on which it became a Subsidiary	:	29th May, 1989	21st June, 1976
4	Extent of the Holding Company's interest in the Subsidiary Company at the end of the financial year of the Subsidiary Company	:	10,000 Equity Shares of Rs. 10/- each	10,000 Equity Shares of Rs. 10/- each
5	Net aggregate amount of profit / (loss) of the subsidiary Company not dealt within the Holding Company's accounts (concerning the members of the Holding Company)			
	a) For the Current Year	:	196,565	1,847,989
	b) For the Previous Year since it became a subsidiary	:	(2,379)	(6,828,552)
6	Net aggregate amount of the profits of the Subsidiary Company dealt with in the Holding Company's Accounts			
	a) For the Current Year	:	Nil	Nil
	b) For the previous year since it became a subsidiary	:	Nil	Nil

**For The Swastik Safe Deposit & Investments Limited**

Directors :-

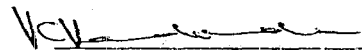
CHANDRAKANT KHETAN



C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA



VIJAY SHAH

N. SANTHANAM

Place : Mumbai

Date : 30th June, 2009

**KULKARNI & KHANOLKAR (REGISTERED)**  
CHARTERED ACCOUNTANTS

**Auditor's Report on Consolidated Financial Statements to the  
Members of the Swastik Safe Deposit & Investments Ltd.**

1. We have audited the attached Consolidated Balance Sheet of Swastik Safe Deposit & Investments Ltd., as at 31<sup>st</sup> March 2009, the Consolidated Profit and Loss Account and also the Consolidated Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2009 annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have not audited the financial statements of Savoy Finance & Investments Pvt. Ltd. and Nandini Piramal Investments Pvt. Ltd. which are the subsidiaries, whose financial statements reflect total assets (net) of Rs. 2598.57 lakhs and total revenue of Rs. 271.33 lakhs and Cash Flows amounting to Rs. (1.27) lakhs from their activities. These financial statements and other financial information have been audited by other Auditors (except the Cash Flow Statements) whose reports have been furnished to us by the Management and our opinion is based solely on the reports of other Auditors.
4. We report that the financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standard-21 on Consolidated Financial Statements.



**KULKARNI & KHANOLKAR (REGISTERED)**  
CHARTERED ACCOUNTANTS

5. Further to our comments in the Annexure referred to above, we report that :
- (i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - (iii) The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of accounts
  - (iv) In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - (v) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required; and give a true and fair view in conformity with the accounting principles generally accepted in India:



**KULKARNI & KHANOLKAR (REGISTERED)**  
CHARTERED ACCOUNTANTS

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March 2009.
- (b) in the case of the Consolidated Profit and Loss Account, of the LOSS for the year ended on 31<sup>st</sup> March 2009, and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flow for the year ended on 31<sup>st</sup> March, 2009.

For **KULKARNI & KHANOLKAR**  
Chartered Accountants

*P.M. Parulekar*

**P.M. Parulekar**  
Partner  
M. no. 36362

Place : **Mumbai**  
Date : 30<sup>th</sup> June, 2009

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

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**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED ( Consolidated )**  
**BALANCE SHEET AS AT 31ST MARCH, 2009**

	Schedule No.	Current Year (Rs.)	Previous Year (Rs.)
<b>SOURCES OF FUNDS :</b>			
1. Shareholders' Fund:			
Capital	1	2,400,000	— 2,400,000
Reserves & Surplus	2	98,773,298	163,154,414
2. Loan Funds :			
Secured Loans			1,500,000,000
Unsecured loans	3	1,080,085,916	207,415,826
		<u>1,181,259,214</u>	<u>1,872,970,240</u>
<b>APPLICATION OF FUNDS :</b>			
1. Fixed Assets			
Trade mark		1	1
2. Investments			
	4	1,020,299,178	581,450,421
3. Current Assets, Loans and Advances			
	5	175,984,721	1,342,098,414
Less: Current Liabilities & Provisions			
Current Liabilities	6	8,577,415	44,126,017
Provisions		6,447,271	6,452,579
		<u>15,024,686</u>	<u>50,578,596</u>
Net Current Assets		<u>160,960,035</u>	<u>1,291,519,818</u>
<b>TOTAL</b>		<u><u>1,181,259,214</u></u>	<u><u>1,872,970,240</u></u>

**NOTES TO ACCOUNT**

10

Schedules referred to above and notes attached thereto form an integral part of Profit & Loss Account.  
 This is the Profit & Loss referred to in our report of even date.

**M/S KULKARNI & KHANOLKAR**  
 Chartered Accountants

**For The Swastik Safe Deposit & Investments Limited**

Directors :-  
 CHANDRAKANT KHETAN

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
 DATE : 30th June, 2009

**P.M. PARULEKAR**  
 Partner  
 PLACE : MUMBAI  
 DATE : 30th June, 2009

**KULKARNI & KHANOLKAR**  
 (REGISTERED)  
 CHARTERED ACCOUNTANTS,  
 BELL BUILDING,  
 SIR PHIROZSHAH MEHTA ROAD,  
 FORT, MUMBAI-400 001.

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED ( Consolidated )**  
**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	Current Year (Amount In Rupees)	Previous year (Amount in Rupees)
<b>INCOME :</b>		
Interest Received	148,275,300	8,963,927
Dividend	25,993,189	6,240,446
Other Income	7      37,638,960	11,381,491
	211,907,449	26,585,864
<b>EXPENDITURE :</b>		
Administrative Expenses	8      275,828	217,409
Financing Cost	9      269,917,900	44,089,932
Provision for doubtful receivables		
	270,193,728	44,307,341
<b>PROFIT BEFORE DEPRECIATION AND TAXATION</b>	<b>(58,286,278)</b>	<b>(17,721,478)</b>
Provision for Income Tax	5,400,000	-
<b>PROFIT AFTER TAX.</b>	<b>(63,686,278)</b>	<b>(17,721,478)</b>
<b>Less: Extra Ordinary Items</b>		
Income Tax adjustments	(414,049)	21,548,802
Balance of Profit (loss) Brought Forward	102,381,606	98,835,070
<b>DISPOSABLE PROFIT</b>	<b>38,281,278</b>	<b>102,662,394</b>
<b>APPROPRIATION :</b>		
Section 45 IC(1) of Reserve Bank of India Act ,1934	408,911	-
Proposed dividend	240,000	240,000
Tax on Proposed Dividend	40,788	40,788
Balance carried to Balance Sheet	37,591,580	102,381,606
	38,281,278	102,662,394

Notes to accounts :

10

Schedules referred to above and notes attached thereto form an integral part of Profit & Loss Account.  
This is the Profit & Loss referred to in our report of even date.

M/S KULKARNI & KHANOLKAR  
Chartered Accountants

For The Swastik Safe Deposit & Investments Limited

Directors :-  
CHANDRAKANT KHETAN

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

VIJAY SHAH

N. SANTHANAM

P.M. PARULEKAR

Partner

PLACE : MUMBAI

DATE : 30th June, 2009

PLACE : MUMBAI

DATE : 30th June, 2009

KULKARNI & KHANOLKAR  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.



**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED ( Consolidated )**  
Schedules Attached To And Forming Part Of Balance Sheet For The Year Ended 31.3.2009

	Current Year (Rs.)	Previous Year (Rs.)
<b>SCHEDULE 1 : SHARE CAPITAL :</b>		
Authorised :		
250,000 (2,50,000) Equity Shares of Rs.10/- each fully paid up	<u>2,500,000</u>	<u>2,500,000</u>
Issued, Subscribed and paid up :		
240,000 (2,40,000) Equity Shares of Rs.10/- each fully paid up	<u>2,400,000</u>	<u>2,400,000</u>
<b>SCHEDULE 2 : RESERVES &amp; SURPLUS :</b>		
Capital Reserve:		
Balance as per last Balance Sheet	3,746,325	3,746,325
Capital redemption reserve :	9,500	9,500
General reserve		
Balance as per last Balance Sheet	19,466,851	19,466,851
Add: Transfer during the year	-	-
	<u>19,466,851</u>	<u>19,466,851</u>
Reserve Fund Under RBI :		
Balance as per last Balance Sheet	37,550,132	37,550,132
Add: Transfer during the year	408,911	-
	<u>37,959,043</u>	<u>37,550,132</u>
Profit & Loss Account	37,591,580	102,381,606
	<u>98,773,298</u>	<u>163,154,414</u>
<b>SCHEDULE 3 : UNSECURED LOANS :</b>		
Loan from Companies	<u>871,414,401</u>	<u>207,415,826</u>



**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED (Consolidated)**

**SCHEDULE "4": INVESTMENTS (LONG TERM) ATTACHED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2009**

No. of Shares/Deb.	Previous Year (Rs)	Sr. No.	Name of the Company	Face value	No. of Shares/Deb.	Current Year
		I.	<b>QUOTED:</b>			
12,189,264	552,916,590		1) Equity shares (Fully paid up) : a) Piramal Healthcare Ltd.	2	13,579,264	991,765,348
1,055,111	16,983,546		b) Piramal Glass Ltd.	10	1,055,111	16,983,546
840,706	-		c) Piramal Life Sciences Ltd. (Refer note 2 (b), Sch. 10)	10	840,706	-
<b>13,244,375</b>	<b>569,900,136</b>					<b>1,008,748,893</b>
		II.	<b>UNQUOTED</b>			
50,000	1,343,800		1) Equity Shares (Fully Paid up) : a) The Travancore Cements Ltd	10	50,000	1,343,800
112	860		b) Pilani Investments Corporation Ltd	10	112	860
			2) Preference Shares			
95,715	9,165,450		a) 15% Non-Cumulative Pref. shares (Fully paid ) Piramal Enterprises Ltd	10	95,715	9,165,450
450	1,040,175		b) 5% Cumulative redeemable Pref. shares of PHL Holdings Pvt. Ltd.	10	450	1,040,175
	<b>11,550,285</b>					<b>11,550,285</b>
	<b>581,450,421</b>		<b>TOTAL</b>			<b>1,020,299,178</b>

Current Year

Previous Year

	<b>Book Value</b>	<b>Market Value</b>	<u>Book Value</u>	<u>Market Value</u>
Quoted Investments	1,008,748,894	2,730,610,652	569,900,136	4,017,118,900



**SCHEDULE 5 : CURRENT ASSETS, LOANS & ADVANCES:**

## a) Current Assets :

With Scheduled banks in Current Accounts	399,432	508,439
---	---------	---------

## b) Sundry Debtors

(Unsecured, considered good) Outstanding for less than six months	2,111,728	2,659,414
--	-----------	-----------

## c) Loans and Advances :

(Unsecured, considered good)

Interest Receivable	-	3,476,433
Tax Deducted at Source	32,970,664	11,587,729
Income tax refund receivable	26,017,729	26,017,729
Loan to Companies and Others	114,485,169	1,297,848,670
	<u>175,984,721</u>	<u>1,342,098,414</u>

**SCHEDULE 6 : CURRENT LIABILITIES & PROVISIONS:**

## a) Current Liabilities:

Liabilities for Expenses	42,551	33,770
Interest Payable	-	36,304,312
Unpaid Dividend	5,443	-
Tax Deducted at Source Payable	8,529,422	7,787,935
	<u>8,577,415</u>	<u>44,126,017</u>

## b) Provisions:

Provision for Income Tax (A.Y.07-08)	-	3,167,000
Provision for Income Tax (A.Y.06-07)	736,483	2,600,000
Provision for Income Tax (A.Y.03-04)	-	290,000
Provision for Tax	5,430,000	-
MVAT	-	114,791
Proposed Dividend	240,000	240,000
Tax on Proposed Dividend	40,788	40,788
	<u>6,447,271</u>	<u>6,452,579</u>

**SCHEDULE 7 : OTHER INCOME:**

Royalty Received	10,714,081	11,344,960
	<u>10,714,081</u>	<u>11,344,960</u>

**SCHEDULE 8 : ADMINISTRATIVE EXPENSES :**

Directors Fees	9,750	14,750
DP Charges	1,436	-
Advertisement Expenses	68,822	15,577
<u>Auditors Remuneration:</u>		
Audit fees	25,087,582	29,773
Tax Audit fees	2,758	2,809
General Expenses	80,669	32,575
Legal & Professional Charges	73,736	74,115
Loan Arrangement fees	-	25,000
Sundry Balance Written Off	-	18
	<u>25,324,752</u>	<u>194,617</u>

**SCHEDULE 9 : FINANCING COST**

Interest Paid	244,855,136	44,090,941
	<u>244,855,136</u>	<u>44,090,941</u>



**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LTD. (Consolidated)**

SCHEDULE 10 : NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED  
31st MARCH 2009

1 Significant Accounting Policies:

i) Basis of Accounting:

Financial Statements are prepared on accrual basis of accounting.

ii) Fixed Assets:

All the fixed assets are stated at cost of acquisition less accumulated depreciation.

iii) Investments:

a) Investments ( Long Term ) are stated at cost.

iv) Interest on Demand/Call loans:

Interest on demand/call loans are accounted as on year end or on date of repayment of demand/call loans whichever is earlier.

v) Deferred Tax Liabilities/ Assets:

There are no deferred tax assets / liabilities.

vi) Prior Period Items:

Prior period adjustments represent excess provision for tax / demands for earlier years.

2 Piramal Life Sciences Ltd. Has been listed on Bombay Stock Exchange & National Stock Exchange w.e. f. May 29, 2008. Consequently, the investment in PLSL have been regrouped accordingly.

3 Contingent Liability:

Disputed Income Tax demand for Assessment Year 2001-02 Rs.260.17 Lacs & A.Y.2004-05 for Rs. 33 Lacs. The company has preferred appeal against all the above orders.

4 As the Company is not a manufacturing company, the information required under clause 4C of Part II of Schedule VI of the Companies Act, 1956 has not been given.

5 Earnings Per Share [ Accounting Standard 20 ]

	[ Amounts in lacs ]	
	Current Year	Previous Year
Net Profit as per P&L A/c before interest and tax	2116.32	263.68
Less : Interest	2699.18	440.90
Net Profit after Interest , before Tax	(582.86)	-
Less : Tax Provision	54.00	-
Net Profit after Tax	(636.86)	(177.21)
Less : Preference dividend	-	-
Earnings available to Equity Shareholders (Before extra-ordinary item)	(636.86)	(177.21)
Less : Extra Ordinary Item	4.14	(215.49)
Earnings available to Equity Shareholders	(641.00)	38.27
Equity Shares	2.40	2.40
Earnings Per Share (Before extra-ordinary Items)	(265.36)	(73.84)
Earnings Per Share (After extra-ordinary Items)	(267.08)	15.95



5 Related Party Disclosure [ Accounting Standard 18 ]

a) Subsidiary Companies	Associates
Nandini Piramal Investments Private Limited	Piramal Healthcare Limited
Savoy Finance & Investments Private Limited	NIL

b) Transaction with Related Parties

Amount in lakhs

Piramal Healthcare Ltd.	Royalty Recd 107.14
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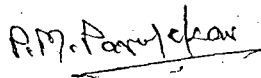
6 Principles of Consolidation :

The consolidated financial statements relates to The Swastik Safe Deposits & Investments Ltd. and its subsidiaries. The consolidated financial statements have been prepared on the following basis :  
In respect of Subsidiary Companies, the financial statements have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealised profits/ losses on intra-group transactions as per Accounting Standard - AS21 "Consolidated Financial Statements".

7 Figures for the previous year are regrouped or rearranged wherever necessary.

Signatures to schedule 1 to 10

M/S KULKARNI & KHANOLKAR  
Chartered Accountants




Partner  
PLACE : MUMBAI  
DATE : 30th June, 2009

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

For The Swastik Safe Deposit & Investments Limited

Directors :-

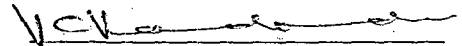
CHANDRAKANT KHETAN



C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA



VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
DATE : 30th June, 2009

**THE SWASTIK SAFE DEPOSIT & INVESTMENTS LTD. (Consolidated)**  
**CASH FLOW FOR THE YEAR ENDED 31.03.2009**

	(Rs.in lakhs)	
	Year Ended 31.03.2009	Year Ended 31.03.2008
<b>A. Cash Flow from Operating activities</b>		
Net Profit before tax & extra ordinary items	(582.86)	(177.21)
Adjusted for :		
Dividend Income	(259.93)	(62.40)
Interest Income	(1,482.75)	(89.64)
Interest Paid on Loans	2,699.18	440.90
<b>Operating profit Before working Capital Changes</b>	<b>373.63</b>	<b>111.64</b>
Adjusted for :		
Decrease/ (Increase) in current assets	(173.59)	(357.08)
Increase/ (Decrease) in current liabilities	(355.54)	353.13
<b>Cash Generated from operations</b>	<b>(155.50)</b>	<b>107.69</b>
Tax Adjustments	(54.00)	-
<b>Cash flow before Prior Period Items</b>	<b>(209.50)</b>	<b>107.69</b>
Prior Period Items :		
Income Tax adjustments	(4.14)	215.49
Sundry Balances written off	-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(213.64)</b>	<b>323.18</b>
<b>B. Cash flow from Investing activities</b>		
Purchase of Investment	(4,388.49)	-
Sale of Investment	-	-
Dividend Income	259.93	62.40
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(4,128.56)</b>	<b>62.40</b>
<b>C. Cash flow from financing activities</b>		
Dividend and Dividend tax paid	(2.81)	(2.81)
Interest Paid on Loan	(2,699.18)	(440.90)
Interest received on loan	1,482.75	89.64
Loans received	(6,273.31)	11,765.03
Loans given	11,833.64	(11,796.55)
<b>NET CASH GENERATED IN FINANCING ACTIVITIES</b>	<b>4,341.09</b>	<b>(385.58)</b>
<b>NET CHANGES IN CASH &amp; CASH EQUIVALENTS(A+B+C)</b>	<b>(1.10)</b>	<b>(0.00)</b>
CASH & CASH EQUIVALENTS - OPENING BALANCE	5.09	5.09
CASH & CASH EQUIVALENTS - CLOSING BALANCE	3.99	5.09

M/S KULKARNI & KHANOLKAR  
Chartered Accountants

For The Swastik Safe Deposit & Investments Limited  
Directors :-  
CHANDRAKANT KHETAN

C. M. HATTANGDI

VICE ADML. S. JAIN (RETD.)

V. C. VADODARIA

VIJAY SHAH

N. SANTHANAM

PLACE : MUMBAI  
DATE : 30th June, 2009

*P.M. Parulekar*

**KULKARNI & KHANOLKAR**  
(REGISTERED)  
CHARTERED ACCOUNTANTS,  
BELL BUILDING,  
SIR PHIROZSHAH MEHTA ROAD,  
FORT, MUMBAI-400 001.

P.M. PARULEKAR  
Partner  
PLACE : MUMBAI  
DATE : 30th June, 2009

**AUDITOR'S CERTIFICATE**

We have verified the above consolidated cash flow statement of The Swastik Safe Deposit & Inv. Ltd. compiled from the audited annual financial statements for the year ended March 31, 2009 and found the same in accordance therewith and also with the requirements of clause 32 of the listing agreements with stock exchange

FOR M/S KULKARNI & KHANOLKAR  
Chartered Accountants

P.M. PARULEKAR  
(PARTNER)

**SURENDRA KANSTIYA ASSOCIATES  
COMPANY SECRETARIES**

A/304, RAHUL SOCIETY,  
OPP. POINSUR GYMKHANA,  
NEW SAI BABA NAGAR,  
KANDIVLI (WEST),  
MUMBAI 400067

**COMPLIANCE CERTIFICATE**

Registration No. of the Company: 11-3151  
Nominal Capital : Rs. 25 Lakhs

To,  
The Members,  
The Swastik Safe Deposit & Investments Limited,  
4<sup>th</sup> Flr., Piramal Tower Annexe,  
Ganpatrao Kadam Marg,  
Lower Parel,  
Mumbai 400013

We have examined the registers, records, books and papers of The Swastik Safe Deposit & Investments Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March 2009 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, within the time prescribed under the Act and the rules made thereunder except the Forms mentioned at S.No. 2 to 3 and 5 to 7, where the Forms have been filed with the additional fee. The Company was not required to file any form or return with Regional Director, Central Government, Company Law Board or other authorities.
3. The Company, being a public limited Company, has the minimum prescribed paid up capital.
4. The Board of Directors duly met 10 times respectively on 07.04.2008, 04.06.2008, 18.06.2008, 25.06.2008, 30.06.2008, 10.07.2008, 31.07.2008, 20.10.2008, 30.01.2009, 06.02.2009 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 15<sup>th</sup> September 2008 to 19<sup>th</sup> September 2008 however the previous notice by advertisement in the newspaper has not been given in this regard.
6. The annual general meeting for the financial year ended on 31<sup>st</sup> March 2008 was held on 19<sup>th</sup> September 2008 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.



10. The Company has made necessary entries in the Register maintained under section 301 of the Act.

11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government, as the case may be.

12. The Company has not issued any duplicate certificate during the financial year.

13. The Company has:

- (i) not made any allotment/transfer/transmission of securities during the financial year;
- (ii) deposited the amount of dividend declared in a separate bank account with HDFC Bank, Chandivli, Off Saki Vihar Road, Andheri (E), Mumbai on 19<sup>th</sup> September 2008 which is also the date of declaration of dividend;
- (iii) paid/posted demand drafts issued by the said HDFC Bank for dividends to all the members within a period of 30 days from the date of declaration and that all unclaimed/unpaid dividend has been kept deposited with HDFC Bank, Chandivli, Off Saki Vihar Road, Andheri (E), Mumbai;
- (iv) no amount lying in the Books of Account in respect of unpaid dividend, application money due for refund, matured deposits, matured debentures and the interest accrued thereon;
- (v) duly complied with the requirements of section 217 of the Act.

14. The Board of directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.

15. The Company has not appointed any managing director/whole-time director/manager during the financial year.

16. The Company has not appointed any sole selling agents during the financial year.

17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.

18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rule made thereunder.

19. The Company has not issued any shares, debentures or other securities during the financial year.

20. The Company has not bought back any shares during the financial year.

21. As there were no preference shares or debentures issued, there was no redemption of preference shares or debentures during the financial year under review.

22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.

24. The amount borrowed by the Company during the financial year ending 31<sup>st</sup> March 2009 are within the borrowing limits of the Company and that necessary resolution as per section 293(1)(d) of the Act had been passed in duly convened general meeting.

25. The Company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.





26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one State to another during the year under scrutiny.

27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.

28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.

29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.

30. The Company has not altered its articles of association during the financial year.

31. There was no prosecution initiated against or show cause notices received by the company, during the financial year, for offences under the Act.

32. The Company has not received any money as security from its employees during the financial year.

33. The Company has not constituted Provident Fund for its employees and as such, Section 418 of the Act is not applicable to the Company.

Place: Mumbai

Signature: 

Date: 30.06.2009

Name of the Company Secretary: Surendra U. Kanstiya

C.P.No.: 1744



**ANNEXURE "A" TO THE COMPLIANCE CERTIFICATE  
OF THE SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED  
Registers as maintained by the Company**

1. Register of Charges u/s 143.
2. Register of Member u/s 150.
3. Register of Contracts, companies and firms in which directors are interested u/s 301(3).
4. Register of Director, Managing Director, Secretary u/s 303.
5. Register of Directors' Shareholdings u/s 307.
6. Register of Transfers.
7. Register of Loans, Investments etc. u/s 372A.
8. Minutes Book of Board Meeting & General Meeting under the Companies Act, 1956.

**ANNEXURE "B" TO THE COMPLIANCE CERTIFICATE OF  
SWASTIK SAFE DEPOSIT & INVESTMENTS LIMITED**

Forms and Returns as filed by the Company during/relating to the financial year ending 31.03.2009

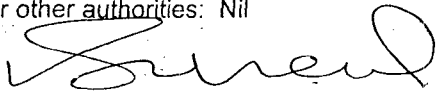
\* With Registrar of Companies:

Sr. No.	Form No./ Return	Filed Under Section	For	Date of Filing#	Whether Filed within Prescribed time	If delay in filing Whether requisite additional fees paid Yes/No
1.	DIN 3	266E	Intimation of details of Ms Vandana Chablani as Secretary	25.08.2008	Yes	N.A.
2.	Form No.32	303	Resignation by Ms Vandana Chablani as Secretary w.e.f. 31.07.2008	29.08.2008	No	Yes
3.	Form No.23	192	Resolution passed under section 292(1)(d) and section 292(1)(a)	07.10.2008	No	Yes
4.	DIN 3	266E	Intimation of DIN of Mr Sukhmal Jain and Mr C M Hattangadi as Director	20.12.2008	Yes	N.A.
5.	Form No 66 (Compliance Certificate)	383A	Year ended 31.03.2008	26.12.2008	No	Yes
6.	Form 20B (Annual Return)	159	A.G.M. held on 19.09.2008	17.01.2009	No	Yes
7.	Form 23AC and Form 23ACA (Annual Accounts)	220	Year ended 31.03.2008	31.03.2009	No	Yes

# Date of uploading of Form

\* With Regional Director, Central Govt. or other authorities: Nil

Place: Mumbai

Signature: 

Name of the Company Secretary: Surendra U. Kanstiya

Date: 30.06.2009

C.P.No. : 1744



**SAVOY FINANCE & INVESTMENTS PRIVATE LIMITED**

Regd. Office : .

4<sup>th</sup> Floor, Piramal Tower Annexe, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.**DIRECTORS' REPORT****TO THE SHAREHOLDERS**

The Directors present their 33rd Annual Report on the affairs of the Company for the year ended 31st March, 2009 together with the Audited Statement of Accounts.

	<b>Current Year</b>	<b>Previous Year</b>
	-----	-----
	(31-03-2009)	(31-03-2008)
	(Rs.)	(Rs.)
<b>I. WORKING RESULTS</b>		
-----		
Income	2,69,24,592	31,90,798
Expenditure	2,50,76,603	1,00,19,351
	-----	-----
The year's working after meeting all Expenses resulted in Profit after tax of:	18,47,989	( 68,28,552)
Provision for Tax	-	-
	-----	-----
Profit/(Loss) after Tax	18,47,989	( 68,28,552)
Balance of Profit/(Loss) brought forward	3,27,64,976	3,95,93,528
	-----	-----
Profit available for appropriation	3,46,12,965	3,27,64,976
	=====	=====

Total Profit amounting to Rs.3,46,12,965/- is appropriated as under :

<b>APPROPRIATION</b>		
Transfer to Reserve Fund in terms of Section 45 IC(1) of Reserve Bank of India Act, 1934	3,69,598	-
Balance carried to Balance Sheet	3,42,43,367	3,27,64,976
	-----	-----
	3,46,12,965	3,27,64,976
	=====	=====

## **2. DIVIDEND**

With a view to conserve the resources of the Company, the Directors do not recommend any dividend for the year under report.

## **3. WORKING OF THE COMPANY**

The Directors are making efforts to improve the performance of the Company in the current year.

## **4. PARTICULARS OF EMPLOYEES**

There was no employee during the year in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956.

## **5. DIRECTORS' RESPONSIBILITY STATEMENT**

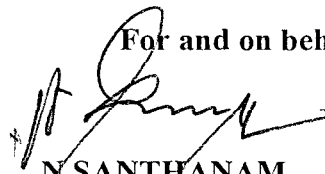
As required Under Section 217(2AA) of the Companies Act, 1956, ("the Act") we hereby state :

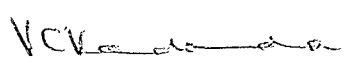
- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2009 and its Profit the year ended on that date;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts on a going concern basis.

## **6. AUDITORS**

The Auditors, M/s. D.Dadheech & Co., Chartered Accountants, Mumbai, retire as Auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment.

For and on behalf of the Board

  
N.SANTHANAM  
DIRECTOR

  
V.C. VADODARIA  
DIRECTOR

Mumbai

Dated : 25<sup>th</sup> June, 2009

# D. DADHEECH & CO.

CHARTERED ACCOUNTANTS

## AUDITOR'S REPORT TO THE MEMBERS

We have audited the attached Balance Sheet of M/s. SAVOY FINANCE & INVESTMENTS PRIVATE LIMITED, as at 31<sup>st</sup> March, 2009 and the Profit and Loss Account for the period 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 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 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.

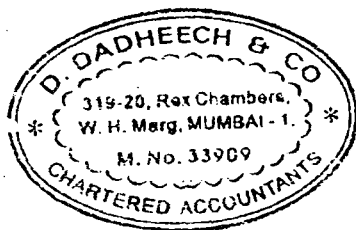
We report as under:

- I. As required by the Companies (Auditor's Report) Order, 2003 issued by Central Government in terms of Section 227 (4A) of the Companies Act, 1956, on the basis of such checks of the books and records as we considered appropriate and the information and explanations given to us during the course of the audit, we annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order to the extent applicable to the company.
- II. Further to our comments in the Annexure referred to in paragraph I above:
  - (a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion, proper books of account as required by law, have been kept by the Company so far as appears from our examinations of the books;

- (c) The Balance Sheet, Profit and Loss Account dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, the Profit and Loss Account dealt with by this report is in compliance with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- (e) On the basis of written representations received from Directors of the Company as on 31<sup>st</sup> March, 2009, and taken on record by the Board of Directors of the Company, we report that none of the Directors of the Company is prima facie disqualified as on 31<sup>st</sup> March, 2009 from being appointed as a Director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required;
- (g) The said accounts give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) In case of the Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2009; and
- (ii) In case of the Profit and Loss Account, of the Loss of the Company for the period ended on that date.

For D. Dadheech & Co.  
Chartered Accountants

*D. Dadheech*



Devesh H. Dadheech  
Proprietor

Place: Mumbai.

Dated : 25<sup>TH</sup> June, 2009

ANNEXURE REFERRED TO IN PARAGRAPH I OF OUR REPORT OF EVEN  
DATE TO THE MEMBERS OF  
M/s. SAVOY FINANCE & INVESTMENTS PRIVATE LIMITED

1. a) The Company does not have any fixed assets except goodwill
  - b) Physical verification of Fixed Assets does not arise.
  - c) The Company has not disposed of any fixed assets during the year.
2. The company does not have any inventory, therefore the provisions of clauses 4 (ii) of the companies (Auditor's Report) Order 2003 are not applicable to the company.
  3. The Company has taken loan from Companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 20.64 crores and the year end balance of loans taken from such Companies was Rs. 1.89 crores.
3. The Company has not granted any loans, secured or unsecured to companies, Firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 and / or to the companies under the same management as defined under section 370 (B) of the companies Act, 1956.
  4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets. Further, on the basis of our examination and according to the information and explanations given to us, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control procedures.
  5. i) In our opinion and according to the information and explanation given to us there have been transactions referred to in Section 301 of the Companies Act, 1956 that need to be entered in the register maintained under that section.

ii) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 have been made at price having regard to prevailing market prices at the relevant time.

6. During the year, the Company has not accepted any deposits from 'public' attracting the provisions of Section-58A of Companies Act 1956 and the Companies (Acceptance of Deposits) Rules 1975.
7. The Company has an adequate internal audit system, commensurate with its size and nature of business.
8. The Company is not required to maintain books of account pursuant to the Order made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956
9. The Company does not have any employees hence the provisions of clause 4 (ix) are not applicable.
10. The Company does not have any accumulated losses at the end of the financial year. Company has incurred cash losses during the year as well as in the immediately preceding financial year.
11. According to the information and explanations given to us there are no borrowing from any financial institution or banks, hence the provisions of clause 4 (xi) are not applicable.
12. According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, 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.
14. In our opinion, the Company is not dealing in or trading in shares, securities, debenture and other investments, Accordingly, the provisions of



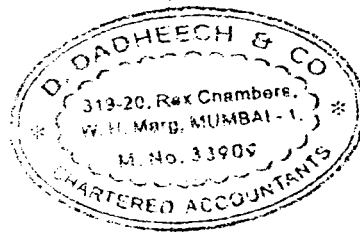
clause 4(xiv) of the Companies (Auditor's Report) Order,2003 are not applicable to the Company.

15. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
16. The Company did not have any term loans outstanding during the year.
17. The company has not applies any short term funds for long term investments.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
19. The Company did not have any outstanding debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For D. Dadheech & Co.  
Chartered Accountants

*D. Dadheech*

Devesh H.Dadheech  
Proprietor



Place: Mumbai.

Dated : 25<sup>TH</sup> June, 2009

**SAVOY FINANCE & INVESTMENTS PRIVATE LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2009**

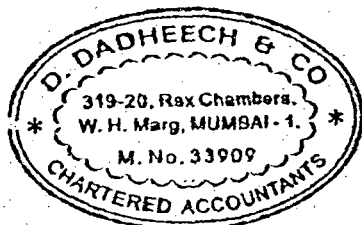
	Schedule No.	As at 31.03.2009 (Rs.)	As at 31.03.2008 (Rs.)
<b>SOURCES OF FUNDS :</b>			
1. Shareholders' Fund :			
A) Share Capital	1	100,000	100,000
B) Reserves & Surplus	2	47,980,601	46,132,612
Unsecured Loans	3	208,671,515	203,348,670
		<b>256,752,116</b>	<b>249,581,282</b>
<b>APPLICATION OF FUNDS :</b>			
1. Investments	4	259,316,726	259,316,726
2. Current Assets, Loans and advances	5	261,051	307,876
Less: Current Liabilities & Provisions	6	2,825,661	10,043,320
Net Current Assets		<b>(2,564,610)</b>	<b>(9,735,444)</b>
		<b>256,752,116</b>	<b>249,581,282</b>
Notes to Accounts	7		

As per our report of even date attached

For D DADHEECH & CO.  
Chartered Accountants

*D. Dadheech*

Devesh Dadheech  
Proprietor  
M.No.33909



Place : Mumbai  
Date : 25th June, 2009

DIRECTORS :

CHANDRAKANT KHETAN

*Chandrakant Khetan*

N. SANTHANAM

V.C. VADODARIA

*V.C. Vadodaria*

ARVIND AGARWAL

Place : Mumbai  
Date : 25th June, 2009

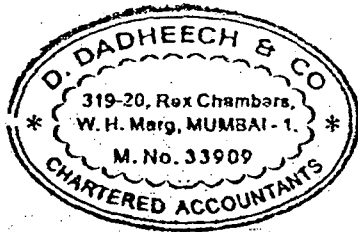
**SAVOY FINANCE & INVESTMENTS PRIVATE LIMITED**  
**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	As at 31.03.2009 (Rs.)	As at 31.03.2008
<b>INCOME :</b>		
Dividend Received	26,924,592	3,154,267
Interest Income	-	36,531
	26,924,592	3,190,798
<b>EXPENDITURE :</b>		
Interest Paid	25,062,764	10,008,825
Audit fees	4,412	4,495
DP Charges	-	2,764
Professional Fees	8,427	-
Sundry Balance w/off	-	18
Administrative expenses	1,000	3,248
	25,076,603	10,019,351
Profit / (Loss) for the year	1,847,989	(6,828,552)
Provision For Tax	-	-
Profit after Tax	1,847,989	(6,828,552)
Balance of Profit /(Loss) brought forward	32,764,976	39,593,528
Disposable Profits	34,612,965	32,764,976
<b>APPROPRIATIONS :</b>		
Transfer to Reserve Fund in Terms of Section 45 IC(1) of Reserve Bank of India Act 1934	369,598	-
Balance carried to Balance Sheet	34,243,367	32,764,976
	34,612,965	32,764,976
Earning Per Share	185	(683)
Notes to Accounts	7	

As per our report of even date attached

For D DADHEECH & CO.  
Chartered Accountants

Devesh Dadheech  
Proprietor  
M.No.33909



Place : Mumbai  
Date : 25th June, 2009

**DIRECTORS :**

CHANDRAKANT KHETAN

N. SANTHANAM

V.C. VADODARIA

ARVIND AGARWAL

Place : Mumbai  
Date : 25th June, 2009

*(Signature of Chandrakant Khetan)*

*(Signature of V.C. Vadodaria)*

**SAVOY FINANCE & INVESTMENTS PRIVATE LIMITED**  
**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31/3/2009**

	As at 31.03.2009 (Rs.)	As at 31.03.2008 (Rs.)
<b>SCHEDULE 1 : SHARE CAPITAL</b>		
<u>Authorised :</u>		
10000 (10000) Equity Shares of Rs.10/- each	<u>100,000</u>	<u>100,000</u>
<u>Issued, Subscribed and paid up :</u>		
10000 (10000) Equity shares of Rs.10/- each, fully paid up (The entire share capital is held by the holding Co. The Swastik Safe Deposit & Investments Ltd)	<u>100,000</u>	<u>100,000</u>
<b>SCHEDULE 2 : RESERVES &amp; SURPLUS :</b>		
Capital Reserve :		
Balance as per last Balance Sheet	2,875,840	2,875,840
Capital redemption reserve :		
Balance as per last Balance Sheet	9,500	9,500
General Reserve :		
Balance as per last Balance Sheet	701,022	701,022
Reserve Fund in Terms Of Section 45 IC(1) RBI ACT		
Balance as per last Balance Sheet	9,781,274	9,781,274
Add : Additions during the year	369,598	-
Profit & Loss A/c	<u>34,243,367</u>	<u>32,764,976</u>
	<u>47,980,601</u>	<u>46,132,612</u>
<b>SCHEDULE 3 : UNSECURED LOANS :</b>		
Loan from a Company	<u>208,671,515</u>	<u>203,348,670</u>

**SCHEDULE 4 : INVESTMENTS**

PARTICULARS	NO. OF SHARES	FACE VALUE	BOOK VALUE	MARKET VALUE
(Non trade)	(Equity)			
<b>QUOTED :</b>				
1.Piramal Healthcare Ltd	6,308,533 (6,308,533)	2 (2)	259,311,726 (259,311,726)	1,235,841,615 (1,911,800,926)
2. Piramal Glass Ltd	285,837 (285,837)	10 (10)	5,000 (5,000)	9,132,492 (87,051,658)
3.Piramal Life Sciences Ltd. (Refer note no. 2 (ii), Sch. No. 7)	252,635 (-)	- (-)	- (-)	11,035,097 (-)
			<u>259,316,726</u> (259,316,726)	<u>1,256,009,204</u> (1,998,852,584)

**SCHEDULE 5 : CURRENT ASSETS, LOANS & ADVANCES**

	As at 31.03.2009 (Rs.)	As at 31.03.2008 (Rs.)
a) Cash & Bank Balances :		
With scheduled banks in Current accounts	26,969	87,583
b) Loans & Advances (Unsecured, considered good)		
i) Self Asst Tax	13,789	-
ii) Income tax deducted at source	220,293	220,293
	261,051	307,876

**SCHEDULE 6 : CURRENT LIABILITIES & PROVISIONS**

a) Current Liabilities		
Liabilities for expenses	4,412	4,495
Interest Payable	-	7,740,825
Tax deducted at source payable	2,791,249	2,268,000
Provision for tax	30,000	30,000
	2,825,661	10,043,320

**SCHEDULE 7 : NOTES ATTACHED TO AND FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED 31ST MARCH, 2009**

1. Significant Accounting Policies :
  - a) The Financial Statements are prepared on accrual basis of accounting
  - b) The company has been advised that as there is no tax effect of timing difference based on the estimated computation for a reasonable period, there is no provision for deferred tax in terms of Accounting Standard (AS 22) on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
2. Investments :
  - i) Long term quoted investments are stated at cost.
  - ii) Piramal Life Sciences Ltd. Has been listed on Bombay Stock Exchange & National Stock Exchange w.e. f. May 29, 2008. Consequently, the Investment in PLSL have been regrouped accordingly.
3. As the company is not a manufacturing company, the information required under Clause 4C of Part II of schedule VI of the Companies Act, 1956 has not been given.
4. Earning Per Share (EPS) - EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earning per equity share are as stated below:

	For the Year ended March 31, 2009 (Rs.)	For the Year ended March 31, 2008 (Rs.)
Profit / (Loss) for the year	1,847,989	(6,828,552)
Weighted Average number of shares	10,000	10,000
Earning Per Share (EPS)	184.80	(682.86)

5. The figures of previous year have been regrouped/ rearranged wherever necessary.

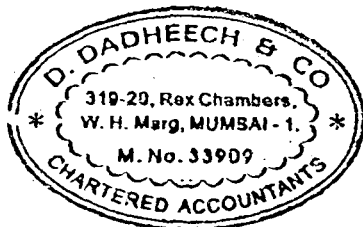
Signature to Schedule 1 to 7

As per our report of even date attached

For D DADHEECH & CO.  
Chartered Accountants

*D. Dadheech*

Devesh Dadheech  
Mumbai  
M.No.33909



Place : Mumbai  
Date : 25th June, 2009

DIRECTORS :

CHANDRAKANT KHETAN

*Chandrakant Khetan*

N. SANTHANAM

V.C. VADODARIA

*V.C. Vadodaria*

ARVIND AGARWAL

Place : Mumbai  
Date : 25th June, 2009

STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

I Registration details  
 Registration No. 19033 State Code : 11 Balance Sheet date 31-Mar-2009

II Capital raised during the year (Amount in Rs. Thousands)  
 Public issue NIL Right issue NIL  
 Bonus issue NIL Private placement NIL

III Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)  
 Total liabilities 256,752 Total assets 256,752

Sources of Funds :  
 Paid up capital 100 Reserves & Surplus 47,981  
 Secured loans Nil Unsecured loans 208,672

Application of Funds :  
 Net Fixed assets Nil Investments 259,317  
 Net Current assets (2,565) Accumulated Losses : Nil  
 Miscellaneous Exp. Nil

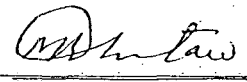
Performance of the Company (Amount in Rs. Thousands)  
 Income 26,925 Total Expenditure 25,077  
 Profit/(Loss) before Tax 1,848 Profit/(Loss) after Tax 1,848  
 Earnings per share 185 Dividend rate N.A.

V Generic names of three principal products/services of the company :  
 (As per monetary terms)

Item code No.(ITC code) N.A  
 Product description Financial & Investment Activities

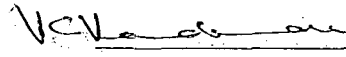
DIRECTORS :

CHANDRAKANT KHETAN



N. SANTHANAM

V.C. VADODARIA



ARVIND AGARWAL

Place : Mumbai  
 Date : 25th June, 2009

**Schedule to the Balance Sheet of Savoy Finance & Investment Private Limited (as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998**

Particulars		(Rs. in lakhs)	
<b>Liabilities side :</b>			
<b>1</b>	<b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>	<b>Amount out-standing</b>	<b>Amount overdue</b>
	(a) Debentures : Secured	Nil	Nil
	: Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits)		
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	2086.72	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits	Nil	Nil
	(g) Other Loans (specify nature)	Nil	Nil
<b>2</b>	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	(a) In the form of Unsecured debentures	Nil	Nil
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits	Nil	Nil
<b>Assets side :</b>			
<b>3</b>	<b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>	<b>Amount outstanding</b>	
	(a) Secured	Nil	Nil
	(b) Unsecured	Nil	Nil
<b>4</b>	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards ELHP activities</b>		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	Nil	Nil
	(b) Operating lease	Nil	Nil
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	Nil	Nil
	(b) Repossessed Assets	Nil	Nil
	(iii) Hypothecation loans counting towards ELHP activities		
	(a) Loans where assets have been repossessed	Nil	Nil
	(b) Loans other than (a) above	Nil	Nil
<b>5</b>	<b>Break-up of Investments :</b>		
	<b>Current Investments :</b>		
	<b>1. Quoted :</b>		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (please specify)	Nil	Nil
	<b>2. Unquoted :</b>		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (Please specify)	Nil	Nil

Long Term investments :

1. Quoted :

(i) Shares : (a) Equity	2593	
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (Please specify)	Nil	Nil

2. Unquoted :

(i) Shares : (a) Equity	Nil	
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (Please specify)	Nil	Nil

6 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :

Category	Amount net of provisions		Total
	Secured	Unsecured	
1. Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	Nil
2. Other than related parties		
Quoted	Nil	Nil
Unquoted	Nil	Nil
Total		

8 Other information

Particulars	Amount	
i) Gross Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	Nil	Nil
ii) Net Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	Nil	Nil
iii) Assets acquired in satisfaction of debt	Nil	Nil

For and on behalf of the Board

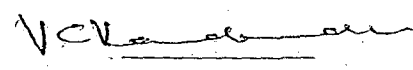
DIRECTORS :

CHANDRAKANT KHETAN



N. SANTHANAM

V.C. VADODARIA



ARVIND AGARWAL

Place : Mumbai  
Date : 25th June, 2009



Phone : 30466666

**NANDINI PIRAMAL INVESTMENTS PRIVATE LIMITED**

Regd. Office :

4th Floor, Piramal Tower Annexe, Ganpatrao Kadam Marg, Lower Parel, Mumbai 400 013.

**DIRECTORS' REPORT**

**TO THE SHAREHOLDERS**

The Directors present their 24th Annual Report on the affairs of the Company for year ended 31st March, 2009 together with the Audited Statement of Accounts.

	<b>Current Year</b>	<b>Previous Year</b>
	-----	-----
	(31-03-2009)	(31-03-2008)
	(Rs.)	(Rs.)
<b>1. WORKING RESULTS</b>		
-----		
Income	2,08,349	24,804
Expenditure	11,785	27,182
Profit/(Loss) for the year	1,96,565	( 2,379)
Balance of Profit brought forward	25,90,589	25,92,968
Profit available for appropriation	<b>27,87,154</b>	<b>25,90,589</b>
	=====	=====

Total Profit of Rs.27,87,154/- is appropriated as under :

<b>APPROPRIATION</b>		
Transfer to Reserve Fund in terms of Section 45 IC(1) of Reserve Bank of India Act, 1934	39,313	-
Balance carried to Balance Sheet	27,47,841	25,90,589
	<b>27,87,154</b>	<b>25,90,589</b>
	=====	=====

**2. DIVIDEND**

With a view to conserve the resources of the Company, the Directors do not recommend any dividend for the year under report.

### **3. WORKING OF THE COMPANY**

The Directors are making efforts to improve the performance of the Company in the current year.

### **4. PARTICULARS OF EMPLOYEES**

There was no employee during the year in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956.

### **5. DIRECTORS' RESPONSIBILITY STATEMENT**

As required Under Section 217(2AA) of the Companies Act, 1956, ("the Act") we hereby state :

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2009 and its Profit for the year ended on that date;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the annual accounts on a going concern basis.

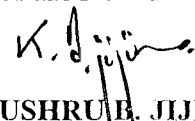
### **6. AUDITORS**

The Auditors, M/s. D.Dadheech & Co., Chartered Accountants, Mumbai, retire as Auditors of the Company at the ensuing Annual General Meeting and are eligible for re-appointment.

For and on behalf of the Board



**VIJAY SHAH**  
DIRECTOR



**KHUSHRU B. JIJINA**  
DIRECTOR

Mumbai

Dated : 25<sup>th</sup> June, 2009

D.DADHEECH & CO.  
(Chartered Accountants)

319/320, Rex Chambers,  
Walchand Hirachand Marg,  
Ballard Estate  
Mumbai – 400 001.  
Phone: 22695182/22618117

## Auditor's Report

The Members of

NANDINI PIRAMAL INVESTMENTS PRIVATE. LIMITED.

1. We have audited the attached Balance Sheet of NANDINI PIRAMAL INVESTMENTS PRIVATE. LIMITED, as at 31<sup>st</sup> March 2009 and also the Profit & Loss Account for the period ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free or material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We report that:
  - i. 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 ;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The Balance Sheet and Profit & Loss account dealt with by this report are in agreement with the books of account;
  - iv. The Balance Sheet and Profit & Loss account dealt with by this comply with the Accounting Standards referred to in sub section (3C) of Section 211 of the Companies Act, 1956.

- v. On the basis of written representation received from the directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2009 from being appointed as directors in terms of clause (g) of sub section (1) of section 274 of the Companies Act 1956;
- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with NOTES thereon and schedules annexed thereto give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
- a) In the case of the Balance Sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2009;
- b) In the case of the Profit and Loss Account of the Loss of the company for the year ended on that date.
4. The Company being a Private Limited Company with a paid up Capital and reserves not more than Rs. Fifty Lakh and does not have loan outstanding exceeding Rupees Twenty Five Lakh from any bank or financial institution and does not have a turnover exceeding Rupees Five Crore at any point of time during the financial year under audit, the provisions of Companies (Auditor's Report) Order, 2003 are not applicable for the period under review.

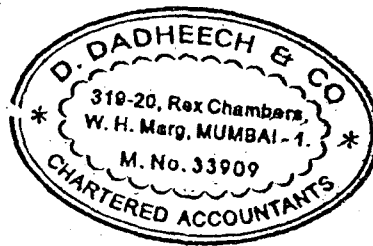
For D. DADHEECH & CO.  
(Chartered Accountants)

*D. Devesh Dadheech*

(CA Devesh Dadheech)

Proprietor

Membership No. 33909



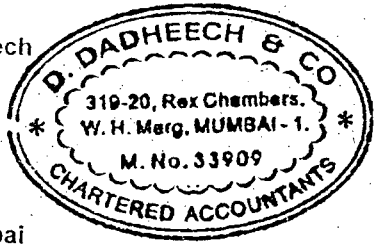
Date: 25/06/09

**NANDINI PIRAMAL INVESTMENTS PRIVATE LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH, 2009**

	Schedule No.	As at 31.3.2009 (Rs.)	As at 31.3.2008 (Rs.)
<b>I. SOURCES OF FUNDS :</b>			
Shareholders' Fund :			
Share Capital	1	100,000	100,000
Reserves & Surplus	2	3,004,653	2,808,088
II Unsecured Loan	3	-	7,718
		<u>3,104,653</u>	<u>2,915,806</u>
<b>II. APPLICATION OF FUNDS :</b>			
1. Investments	4	2,830,514	2,830,514
2. Current Assets, Loans & Advances			
Current Assets	5	276,896	88,101
Less : Current Liabilities & Provisions	6	2,758	2,809
Net Current Assets		<u>274,139</u>	<u>85,292</u>
		<u>3,104,653</u>	<u>2,915,806</u>
Notes to Accounts	7		

As per our report of even date attached  
 For D.DAHEECH & CO.  
 Chartered Accountants  
*D. Dadheech*

Devesh Dadheech  
 Proprietor  
 M.No.33909



Place : Mumbai  
 Date : 25th June, 2009

**DIRECTORS**

CHANDRAKANT KHETAN

*Chandrakant Khetan*

VIJAY SHAH

KHUSHRU JIJINA

*K. Khushru Jijina*

Place : Mumbai  
 Date : 25th June, 2009

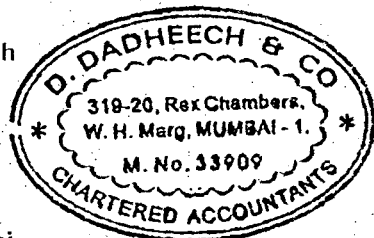
**NANDINI PIRAMAL INVESTMENTS PRIVATE LIMITED**  
**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	As at 31.3.2009 (Rs.)	As at 31.3.2008 (Rs.)
<b>INCOME :</b>		
Dividend Received	208,349	24,804
<b>EXPENDITURE :</b>		
Audit fees	2,758	2,809
Administrative expenses	9,027	24,373
	11,785	27,182
Profit/(Loss) for the year	196,565	(2,379)
Balance of Profit/(Loss) brought forward	2,590,589	2,592,968
	2,787,154	2,590,589
Transfer to Reserve Fund in Terms of Section 45 IC(1) of Reserve Bank of India Act 1934	39,313	-
Balance carried to Balance Sheet	2,747,841	2,590,589
	2,787,154	2,590,589
Earning Per Share	19.66	(0.24)
Notes to accounts	7	

As per our report of even date attached  
For D.DADHEECH & CO.  
Chartered Accountants

*D. Dadheech*

Devesh Dadheech  
Proprietor  
M.No.33909



Place : Mumbai  
Date : 25th June, 2009

**DIRECTORS**

CHANDRAKANT KHETAN

*Chandrakant Khetan*

VIJAY SHAH

KHUSHRU JIJINA

*K. Jijina*

Place : Mumbai  
Date : 25th June, 2009

**NANDINI PIRAMAL INVESTMENTS PRIVATE LIMITED**  
**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31/3/2009**

	As at 31.3.2009 (Rs.)	As at 31.3.2008 (Rs.)
<b>SCHEDULE 1 : SHARE CAPITAL</b>		
<u>Authorised :</u>		
10,000 (10000 ) Equity Shares of Rs.10/- each	100,000	100,000
<u>Issued, Subscribed and paid up :</u>		
10,000(10000) Equity shares of Rs.10/- each, fully paid up	100,000	100,000
(The entire share capital is held by the holding Co. The Swastik Safe Deposit & Investments Ltd)		
<b>SCHEDULE 2 : RESERVES &amp; SURPLUS :</b>		
<u>General Reserve :</u>		
Balance as per last Balance Sheet	25,300	25,300
<u>Reserve Fund in Terms Of Section 45 IC(1) RBI ACT</u>		
Balance as per last Balance Sheet	192,199	
Add : Additions during the year	39,313	192,199
Surplus as per Profit & Loss A/c	2,747,841	2,590,589
	3,004,653	2,808,088
<b>SCHEDULE 3 : UNSECURED LOAN</b>		
Inter Company loan	-	7,718

**SCHEDULE 4 : INVESTMENTS**

PARTICULARS	NO. OF SHARES	FACE VALUE	BOOK VALUE	MARKET VALUE
(Non trade)	(Equity)			
<b>QUOTED :</b>				
1.Piramal Healthcare Ltd	49,607	2	2,830,514	9,718,011
	(49,607)	(2)	(2,830,514)	(15,050,764)
2.Piramal Glass Ltd	2,243	10	-	71,664
	(2,243)	(10)	-	(673,012)
3.Piramal Life Sciences Ltd.	4,960	10	-	216,653
	(-)	(-)	(-)	(-)
<b>UNQUOTED :</b>				
Piramal Life Sciences Ltd. (Refer note no. 2 (ii), Sch. 7)	(-)	(-)	(-)	(-)
	(4,960)	(10)	-	-
<b>TOTAL</b>			2,830,514	10,006,328
			(2,830,514)	(15,723,776)

**SCHEDULE 5 : CURRENT ASSETS, LOANS & ADVANCES**

	As at 31.3.2009	As at 31.3.2008 (Rs.)
Cash & Bank Balances :		
With scheduled banks in		
Current accounts	104,614	88,101
Loan to Company	172,282	-
	276,896	88,101

**SCHEDULE 6 : CURRENT LIABILITIES & PROVISIONS**

Current Liabilities:		
Liabilities for expenses	2,758	2,809

**SCHEDULE 7 : NOTES ATTACHED TO AND FORMING PART OF THE ACCOUNTS  
FOR THE YEAR ENDED 31ST MARCH, 2009**

- 1 Significant Accounting Policies :
- The Financial Statements are prepared on accrual basis of accounting
  - The company has been advised that as there is no tax-effect of timing difference based on the estimated computation for a reasonable period, there is no provision for deferred tax in terms of Accounting Standard (AS 22) on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
- 2 Investments :
- Long term quoted investments are stated at cost.
  - Piramal Life Sciences Ltd. Has been listed on Bombay Stock Exchange & National Stock Exchange w.e. f. May 29, 2008. Consequently, the Investment in PLSL have been regrouped accordingly.
- 3 As the Company is not a manufacturing company, the information required under Clause 4C of Part II of schedule VI of the Companies Act, 1956 has not been given.
- 4 Earning Per Share (EPS) - EPS is calculated by dividing the profit attributable to the equity shareholders by the average number of equity shares outstanding during the year. Numbers used for calculating basic and diluted earning per equity share are as stated below:

	For the Year ended March 31, 2009 (Rs.)	For the Year ended March 31, 2008 (Rs.)
Profit / (Loss) for the year	196,565	(2,379)
Weighted Average number of shares	10,000	10,000
Earning Per Share (EPS)	19.66	(0.24)

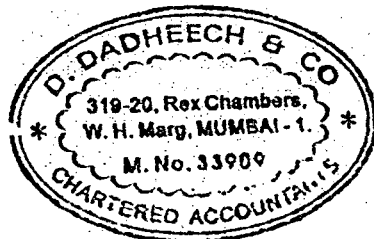
- 5 The figures of previous year have been regrouped/ rearranged wherever necessary.

**Signature to Schedule 1 to 7**

As per our report of even date attached  
For D.DADHEECH & CO.  
Chartered Accountants

*D. Dadheech*

Devesh Dadheech  
Proprietor  
M.No.33909



**DIRECTORS**

CHANDRAKANT KHETAN

*Chandrakant Khetan*

VIJAY SHAH

KHUSHRU JIJINA

*Khushru Jijina*

Place : Mumbai  
Date : 25th June, 2009

Place : Mumbai  
Date : 25th June, 2009



NANDINI PIRAMAL INVESTMENTS PRIVATE LIMITED

STATEMENT PURSUANT TO PART IV OF SCHEDULE VI TO THE COMPANIES ACT, 1956

I Registration details

Registration No. 37758 State Code : 11 Balance Sheet date : 31st March, 2009

II Capital raised during the year (Amount in Rs. Thousands)

Public issue	NIL	Right issue	NIL
Bonus issue	NIL	Private placement	NIL

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

Total liabilities	3,105	Total assets	3,105
Sources of Funds :			
Paid up capital	100	Reserves & Surplus	3,005
Secured loans	Nil	Unsecured loans	8
Application of Funds :			
Net Fixed assets	Nil	Investments	2,831
Net Current assets	274	Accumulated Losses :	Nil
Miscellaneous Exp.	Nil		

IV Performance of the Company (Amount in Rs. Thousands)

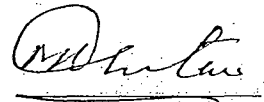
Income	208	Total Expenditure	12
Profit/(Loss) for the year	(2)	Profit/(Loss) after Tax	(2)
Earnings per share	19.66	Dividend rate	N.A.

V Generic names of three principal products/services of the company :  
(As per monetary terms)

Item code No.(ITC code)	N.A
Product description	Financial & Investment Activities

DIRECTORS

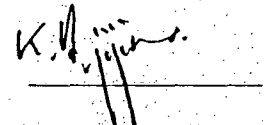
CHANDRAKANT KHETAN



VIJAY SHAH

\_\_\_\_\_

KHUSHRU JIJINA



Place : Mumbai  
Date : 25th June, 2009

Schedule to the Balance Sheet of Nandini Piramal Investment Private Limited (as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998)

Particulars		(Rs. in lakhs)	
<b>Liabilities side :</b>			
1	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	Amount out-standing	Amount overdue
	(a) Debentures : Secured	Nil	Nil
	: Unsecured (other than falling within the meaning of public deposits)	Nil	Nil
	(b) Deferred Credits	Nil	Nil
	(c) Term Loans	Nil	Nil
	(d) Inter-corporate loans and borrowing	Nil	Nil
	(e) Commercial Paper	Nil	Nil
	(f) Public Deposits	Nil	Nil
	(g) Other Loans (specify nature)	Nil	Nil
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
	(a) In the form of Unsecured debentures	Nil	Nil
	(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
	(c) Other public deposits	Nil	Nil
<b>Assets side :</b>			
3	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	Amount outstanding	
	(a) Secured	Nil	Nil
	(b) Unsecured	1.72	Nil
4	Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial lease	Nil	Nil
	(b) Operating lease	Nil	Nil
	(ii) Stock on hire including hire charges under sundry debtors:		
	(a) Assets on hire	Nil	Nil
	(b) Repossessed Assets	Nil	Nil
	(iii) Hypothecation loans counting towards EL/HP activities.		
	(a) Loans where assets have been repossessed	Nil	Nil
	(b) Loans other than (a) above	Nil	Nil
5	<b>Break-up of Investments :</b>		
	<b>Current Investments :</b>		
	1. Quoted :	Nil	Nil
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (please specify)	Nil	Nil
	2. Unquoted :		
	(i) Shares : (a) Equity	Nil	Nil
	(b) Preference	Nil	Nil
	(ii) Debentures and Bonds	Nil	Nil
	(iii) Units of mutual funds	Nil	Nil
	(iv) Government Securities	Nil	Nil
	(v) Others (Please specify)	Nil	Nil

Long Term investments :

1. Quoted :

(i) Shares : (a) Equity	100.06	
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (Please specify)	Nil	Nil

2. Unquoted :

(i) Shares : (a) Equity	Nil	
(b) Preference	Nil	Nil
(ii) Debentures and Bonds	Nil	Nil
(iii) Units of mutual funds	Nil	Nil
(iv) Government Securities	Nil	Nil
(v) Others (Please specify)	Nil	Nil

6 Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :

Category	Amount net of provisions		Total
	Secured	Unsecured	
1. Related Parties			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV		Book Value (Net of Provisions)
	Secured	Unsecured	
1. Related Parties			
(a) Subsidiaries	Nil		Nil
(b) Companies in the same group	Nil		Nil
(c) Other related parties	Nil		Nil
2. Other than related parties			
Quoted			
Un-quoted			
Total	Nil		Nil

8 Other information

Particulars	Amount	
i) Gross Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	Nil	Nil
ii) Net Non-Performing Assets		
(a) Related parties	Nil	Nil
(b) Other than related parties	Nil	Nil
iii) Assets acquired in satisfaction of del	Nil	Nil

For and on behalf of the Board

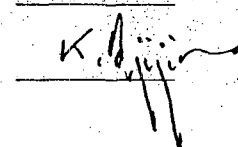
DIRECTORS :

CHANDRAKANT KHETAN



VIJAY SHAH

KHUSHRU JIJINA



Place : Mumbai  
Date : 25th June, 2009