



UNITED VAN DER HORST LTD.

**22nd Annual Report
2008 - 2009**

BOARD OF DIRECTORS

Mr. Ushpal Singh Sabharwal

Executive Chairman

Mr. Inderpal Singh Sabharwal

Vice Chairman & Managing Director

Mr. V.D. Sambre

Director

Mr. S.S. Chaudhary

Director

Mr. Anup Singh

Director

ANNUAL GENERAL MEETING

on Saturday

26th September, 2009

at 3:00 P.M.

at

E-29/30 M.I.D.C. Taloja,
District Raigad, Maharashtra

BANKERS

State Bank of India, Mumbai
Dena Bank, Taloja, Navi Mumbai

AUDITORS

M/s. Chokshi & Chokshi
Chartered Accountants, Mumbai

REGISTRAR & TRANSFER AGENTS

M/s. Link Intime India Private Limited,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078.

REGISTERED OFFICE & WORKS

E-29/30 MIDC
Industrial Area,
Taloja, Dist., Raigad,
Navi Mumbai - 410208
Maharashtra

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED VAN DER HORST LIMITED WILL BE HELD ON SATURDAY 26th SEPTEMBER, 2009, AT E-29/30, MIDC INDUSTRIAL AREA, TALOJA, DIST. RAIGAD 410208 MAHARASHTRA AT 3.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2009 and the Balance Sheet as on that date & Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijaychand Sambre, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. Ushpal Singh Sabharwal, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint M/s Chokshi & Chokshi Chartered Accountants to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorize the Board of Directors to fix their remuneration.

By Order of the Board of Directors
For United Van Der Horst Limited

Mr. Ushpal Singh Sabharwal
Executive Chairman

REGISTERED OFFICE:

E-29/30, MIDC Industrial Area,
Taloja, Dist. Raigad 410208
Maharashtra

Date: 26th August, 2009

Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

A proxy form duly completed and stamped, must reach the registered office of the company not less than 48 hours before the time for holding the aforesaid meeting.

2. The register of members and the share transfer books of the company will remain closed from 19th September, 2009 to 26th September, 2009 (both days inclusive) in connection with the Annual General Meeting.
3. Members are requested to send all transfer deeds, share certificates and other correspondence relating to registration of transfers, transmission endorsement of payment of allotment moneys etc. to the Registrar & Share Transfer Agents i.e.

LINK INTIME INDIA PRIVATE LIMITED
(Formerly known as Intime Registry Limited)
 C-13, PANNALAL SILK MILLS COMPOUND,
 L.B.S. MARG, BHANDUP (WEST),
 MUMBAI-400 078

4. As per the Listing Agreement, particulars of Directors who proposed to be appointed and reappointed is furnished below :

Item No. 2 :

1	Name of Director	Mr. Vijaychand Sambre
2	Age	65 Years
3	Date of Appointment	30.12.2005
4	Expertise in specific	Management Consultant
5	Qualification	B. Com
6	Directorship held in other Limited Companies. (Excluding Foreign Companies)	M/s. Spareage Seals Ltd.
7	Committee position held in other companies	None
8	Number of Shareholdings	Nil

Item No. 3:

1	Name of Director	Mr. Ushpal Singh Sabharwal
2	Age	67 years
3	Date of Appointment	28.10.2005
4	Expertise in specific	Business Administration
5	Qualification	Commerce Graduate
6	Directorship held in Other Limited Companies (Excluding Foreign Companies)	1. Spareage Seals Limited 2. USS Hydraulics & Seals Pvt. Ltd. 3. U. K. Hydraulics & Seals Pvt. Ltd.
7	Committee position held in other Companies	None
8	Number of Shareholdings	2195250 Equity Shares

5. Members are requested to bring their copy of the Annual Report at the meeting.

DIRECTOR'S REPORT

To,
The Members,
United Van Der Horst Limited

The Directors have pleasure in presenting the 22nd Annual Report together with the Audited Accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS

	31st March 2009 Rs.	31st March 2008 Rs.
Profit / (Loss) Before Taxation	7,418,934	9,534,603
Less / (Add) Current Tax	2,000,000	
Less / (Add) Deferred Tax (Provision)	(870,298)	(63,921)
Less: Fringe Benefit Tax (Provision)	469,715	350,000
Profit / (Loss) After Taxation	5,819,517	9,248,524
Add/(Less): Prior Period Tax Adjustments	--	--
Add/(Less): Prior Period Income (Expenses)	100,863	--
	5,920,380	9,248,524
Profit / (Loss) brought forward	(40,315,572)	(49,564,096)
Profit / (Loss) carried to Balance Sheet	(34,395,192)	(40,315,572)

PERFORMANCE REVIEW

The company's turnover in the year 2008-09 has been Rs.794.51 lacs as compared to last year figure of Rs.541.69 lacs. The company has made a cash profit of Rs. 58.19 lacs against Rs. 92.48 lacs last year.

DIVIDEND

In view of the accumulated losses your Directors do not recommend dividend for the year under review.

PUBLIC DEPOSITS

The Company had not accepted the deposits from the public as per Section 58A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS

In accordance to the provisions of the Companies Act, 1956 and the Company's Articles of Association Mr. Ushpal Singh Sabharwal and Mr. Vijaychand Sambre Directors of the Company retire by rotation and being eligible offer themselves for re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

Your Directors give hereunder Directors Responsibility Statement pertaining to the accounts of the company

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

AUDITORS

The Company's Auditors M/s. Chokshi & Chokshi, Chartered Accountants retires on the conclusion of the forthcoming Annual General Meeting and are eligible for reappointment.

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

The prescribed particulars under section 217(1)(e) of the Companies Act, 1956 relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo are furnished in Annexure to this report.

1) Total energy consumption of energy consumption per unit of production.

Particulars	(Rs. in Thousand)	
	2008-09	2007-08
Electricity Purchased		
i) Units	770658	598602
ii) Total amount (Rs. in '000)	43.92	34.60
iii) Rate / KWH (Rs.)	3.95	3.40

2) Foreign Exchange Earnings and Outgo.

Particulars	(Rs. in Thousand)	
	2008-09	2007-08
Total Foreign Exchange Earned	16110	3.74
Total Foreign Exchange Outgo	1.01	5.20

PARTICULARS OF EMPLOYEES

No employees of the Company was in receipt of remuneration during the financial year 2008-2009 in excess of the sum prescribed under section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreements with Stock Exchanges, a Management Discussion & Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made part of the Annual Report.

DISCLOSURE UNDER SECTION 274(1)(g)

None of the Directors of the company are disqualified for being appointed as Directors as specified under section 274(1)(g) of the Companies Act, 1956, as amended by the Companies (Amendment) Act, 2000.

COMPANY SECRETARY COMPLIANCE CERTIFICATE

The Company has obtained Compliance Certificate from Shr. Virendra G. Bhatt, a practicing Company Secretary, as under Section 383A(1) of the Companies Act, 1956, which is enclosed herewith forming part of the Director's Report.

COMPLIANCE CERTIFICATE

(Pursuant to Section 383A of the Companies Act, 1956)

Name of the Company : **UNITED VAN DER HORST LIMITED**
Registration No. : 11-044151
Authorised Capital : Rs. 50,000,000/- Paid-Up Capital - Rs. 39,948,500/-

To,
The Members,
United Van Der Horst Limited

I have examined the registers, records, books and papers of **UNITED VAN DER HORST LIMITED** as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2009. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year :

1. The Company has maintained statutory registers stated in Annexure 'A' to this certificate as per the provisions and the rules made thereunder.

2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies. There were no returns required to be filed to Regional Director, Central Government, Company Law Board or other authorities.
3. The Company being a Public Limited Company has the prescribed paid-up capital.
4. The Board of Directors duly met **SIX** times respectively on 26/04/2008, 26/07/2008, 14/08/2008, 25/10/2008, 31/01/2009 and 10/03/2009 in respect of which meetings proper notices were given, and the proceeding were properly recorded and signed in the minute's book maintained for the purpose.
5. The Company has closed its Register of Members from 23rd september 2008 to 30th September 2008 during the financial year.
6. The Annual General Meeting for the financial year ended 31st March, 2008 was held on 30th September, 2008 after giving due notice to the members of the Company and the resolution passed thereat were duly recorded in the minutes book maintained for the purpose.
7. No Extra-Ordinary General Meeting was held during the Financial Year.
8. As per information and explanation provided, the Company has not advanced any loan to its Directors or Persons or Firms or Companies referred to under Section 295 of the Act.
9. As per information provided and explanation provided to us the Company has entered into contract falling within purview of Section 297 of the Act.
10. As per information and explanation provided to us, the Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As per information and explanations provided to us, 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 share certificate during the financial year.
13. There were transfer of Securities during the Financial Year.
 - i) There was no allotment and transmission of securities during the Financial Year.
 - ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the Financial Year.
 - iii) The Company has not posted warrants to any member of the Company as no dividend was declared during the Financial Year.

- iv) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors was duly constituted according to the Act. There were no appointments, resignation of Directors, Alternative Directors and Directors to fill casual vacancies 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 Directors, and / or such authorities prescribed under various provisions of the Act.
 18. The Directors have disclosed their interest in other firms / companies to the board of the Directors to the provision of the Act and the rules made thereunder.
 19. The Company has not issued any Share, Debentures or other Securities during the Financial Year.
 20. The Company has not bought back any shares during the Financial Year.
 21. There was no redemption of preference share or debentures during the Financial Year.
 22. There was no transaction necessitating the company to keep in abeyance the rights to Dividend, Rights Shares and Bonus Shares pending registration of transfer of shares.
 23. In our opinion and according to the information and explanation given to us, the Company has accepted deposits from the Directors, Body Corporate.
 24. The Company has made any borrowings by way of Unsecured Loans from Directors and Promoters during the Financial Year.
 25. 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.
 26. The Company has not altered the provision of the memorandum with respect to the object of the Company during the year under scrutiny.
 27. The Company has not altered the provision of the memorandum with respect to name of the Company during the year under scrutiny.
 28. The Company has not altered the provision of the memorandum with respect to Share Capital of the Company during the year under scrutiny.

29. The Company has not altered its articles of association during the Financial Year.
30. There was no prosecution initiated against or show cause notices received by the Company, during the Financial Year for offences under the Act.
31. The Company has not received any money as security from its employees during the financial year.
32. As per the information provided before us the Company has deposited both employees & employer's contribution to the provident fund with prescribed authorities pursuant to Section 418 of the Act.

Signature

Date : 25th August, 2009
Place: Mumbai

Virendra G. Bhatt
Practising Company Secretary
C, P. No. 124
A.C.S. No. 1157

ANNEXURE A :

1. Register of Member's u/s 150.
2. Register of Directors u/s 301.
3. Register of Directors share holding u/s 307.
4. Register of Charges u/s 130.
5. Register of Investments u/s 372A.
6. Register of Directors u/s 303.
7. Minutes books for minutes of meeting of the board and shareholder.

ANNEXURE B :

Forms and returns files by the Company with the Registrar of Companies, during the financial year ending on 31st March 2009.

1. Annual Report u/s 159 till the date of AGM filed on 30/12/2008 bearing ROC Challan No. P29002144.
2. Balance Sheet u/s 210 for the financial year ended on 31st March, 2008 filed on 08/11/2008 bearing ROC Challan No. P25416058.
3. Form 23 for registering the resolutions passed in AGM filed on 31/08/2009 bearing ROC Challan No. A68317767 (Company had delay in Filing Form).

ACKNOWLEDGEMENT

Your Directors wish to thank Shareholders, Suppliers, Customers, Banks and Employees for their co-operation and support. Your Directors also wish to place on record the support of the Financial Institutions.

For Board of Directors

Date : 26th August, 2009
Place : Mumbai

USHPAL SINGH SABHARWAL
Executive Chairman

MANAGEMENT DISCUSSION & ANALYSIS

BUSINESS REVIEW

Your company operates in the Refurbishing, Restandardising & Reconditioning Industry, which is segmented in Service Industry. Your company provide, Reconditioning, Repairing and Maintenance Service.

The major customers are Shipping Companies, Oilfield Companies, Chemical & Fertilizer, Steel & Mining, Cement Companies etc. These companies make use of our facilities for repair and save on replacement cost. Though the utilization of our services is on lower side with API certification Oilfield Companies in particular and the Industry in general are benefited due to procedures and quality systems in place.

Since, there are very few companies in organized sector for reconditioning & refurbishing, overall performance can not be highlighted.

The company has undergone for modernization in a big way and has introduced computers and created separate I.T.department. Upgradations of plant & machineries have also been taken on priority basis.

FINANCIALS

The company's turnover in the year 2008-09 has been Rs. 794.51 lacs as compared to last year figure of Rs.541.69 lacs and the company has made a cash profit of Rs. 58.19 lacs as compared to Rs.92.48 lacs of the last year.

PRODUCT CONCENTRATION RISK

The company concentrates on reconditioning & refurbishing activities, specifically being the core business since its inception. Company entering into other type of repair and maintenance services, will mitigate the risk.

INTERNAL CONTROL & ADEQUACY

The company has in place adequate internal control systems covering all its operations. Proper accounting records highlight the economy and efficiency of operations, safeguarding of assets against unauthorized use or losses, and the reliability of financial and operational information.

Some of the significant features of the internal control systems are

- Financial & Commercial functions have been structured to provide adequate support and controls of the business.
- The Company has an Internal Audit system conducted by the group Internal Audit Department under the direct supervision of an Independent Director.
- Clear delegation of power with authority limits for incurring capital and revenue expenditure.
- Standard operating procedures and guidelines are reviewed periodically to ensure adequate control.

PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is concerned with the creation of long term value of shareholders while also balancing interest of other stakeholders viz. Employees, Creditors, Government and the Society at large. Corporate Governance is crucial as it build confidence and trust, which eventually leads to a more stable and sustained resources flow and long term partnership with its investors and other stakeholders.

The Corporate Governance framework will encourage efficient use of resources and ensuring accountability for these resources. Its importance lays in the contribution it makes to the overall growth and direction of the business, management accountability and transparency and above all, equitable treatment for its stakeholders.

In sum, Corporate Governance reinforces the concept of "Your Company" and emphasis that the Chairman and the Board of Directors are your fiduciaries and trustees are engaged in pushing the business forward and maximizing the value for you, the shareholders.

CORPORATE GOVERNANCE

Your Company believes in adopting the best corporate governance practices and protecting rights and interests of stakeholders. We further believe that the shareholders have the right to know the complete information on the Board of Directors and the management, their interest in the organization as well as governance practice to be followed by them.

The report on Corporate Governance is divided in to five parts

1. Board of Directors
2. Committees of the Board
3. Disclosure
4. Means of Communication
5. Shareholder Information

I. BOARD OF DIRECTORS

The Business of the Company is managed by a Board of Directors. The Board formulates the strategy, regularly reviews the performance of the Company and ensures that the previously agreed objectives are met on consistent basis. The Managing Director manages the day to day operations of the company.

The Board of Directors has the ideal composition with more than half of the directors being Non Executive Directors. The Non Executive Directors brings external and wider perspective confirming therewith in depth business deliberations and decisions advantage.

A. The Constitutions of the Board as on 31st March, 2009 and details of the Board Meeting held and attendance of the Directors

Name of Directors	Designation	No. of Board Meetings attended	Directorship in Other Limited Companies and Membership as on 31.03.2009			Attendance at last AGM
			Other Board (exclude UVDHL)	Other Board Committees (exclude UVDHL)		
				Chairman	Member	
Mr. Ushpal Singh Sabharwal	Chairman & Executive Director	6	3	One	NIL	Present
Mr. Inderpal Singh Sabharwal	Vice Chairman & Managing Director	6	2	NIL	NIL	Present
Mr. V.D. Sambre	Director Non - Executive & Independent	6	1	NIL	NIL	Present
Mr. S.S. Chaudhary	Director Non - Executive & Independent	6	NIL	NIL	NIL	Present
Mr. Anup Singh	Director Non - Executive & Independent	6	3	NIL	NIL	Present

B. BOARD PROCEDURES

Board Members are given appropriate documents and information in advance of each Board and Committee Meetings. To enable the Board to discharge its responsibilities effectively, the Managing Director reviews the overall company performance. The functions performed by the Board include the review of :

- Strategy and Business Plans
- Annual Operating and Capital Expenditure Budgets
- Investments and Exposures limits
- Business risk analysis and control
- Senior Executive appointment
- Compliance with statutory / regulatory requirements and review of major legal issues
- Adoption of quarterly results / annual results
- Transactions pertaining to purchase, disposal of property , major provisions and write offs.

C. BOARD MEETING

The Meetings of the Board of Directors are scheduled well in advance and the folder containing the agenda for the meetings with detail review of all aspects of the Company Business, including performance of the company, employees relations, capital expenditure etc is circulated to all the Directors. It also highlights important matters discussed at the audit committee, shareholders grievance committee and remuneration committee. **SIX {6}** Board Meetings were held during the financial year on 26/04/2008, 26/07/2008, 14/08/2008, 25/10/2008, 31/01/2009 & 10/03/2009.

D. CODE OF CONDUCT

The Board of Directors has adopted the code of conduct & responsibilities of the Board towards the company in the Board Meeting as held on 02.03.2005.

II COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE

The Audit Committee has the members with sound knowledge of finance, accounting and law. The Committee deals with accounting matters, financial reporting and internal controls. The power and role of the Audit Committee is as per guidelines set out in the amended listing agreements. The committee monitors any proposed changes in the accounting policy, accounting implications of major transactions etc. The committee also closely reviews the adequacy of Internal Audit Controls, formulates and monitors the annual audit plan. During the financial year the Audit Committee met **SIX (6)** times on 26/04/2008, 26/07/2008, 14/08/2008, 25/10/2008, 31/01/2009 & 10/03/2009.

Name of Members	Designation	No. of Meetings attended
Mr. S.S.Chaudhary	Chairman	6
Mr. V. D. Sambre	Director	6
Mr. Anup Singh	Member	6

B. REMUNERATION COMMITTEE

The Remuneration Committee comprises the following :

Name of Members	Designation
Mr. S.S. Chaudhary	Chairman
Mr. V.D. Sambre	Member
Mr. Anup Singh	Member

Remuneration Policy

The remuneration of the Managing Director is decided by the remuneration committee based on criteria such as Industry Benchmarks, the company's performance vis.a.vis Industry, performance / track record of the Managing Director and is reported to the Board of Directors. Remuneration comprises a fixed component viz. Salary and Perquisites.

The components of the total remuneration vary for different cadres and are governed by Industry Pattern, qualifications and experience of the employee, responsibilities handled, Individual performance etc. The objectives of the remuneration policy are to motivate employees to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

Mr. Ushpal Singh Sabharwal, the Executive Chairman of the company will be paid a salary of Rs.1,50,000/- p.m. inclusive of perquisites effective from 1st August 2008 in accordance with the approval of the Shareholders at the Annual General Meeting held on 30th September 2008.

DIRECTOR'S SITTING FEES

Name of Directors	Amount
Mr. Ushpal Singh Sabharwal	Rs. 4,000/-
Mr. S. S. Chaudhary	Rs. 10,000/-
Mr. V. D. Sambre	Rs. 10,000/-

C. SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

a. The Constitution of the Committee and the presence of the members for the meetings are as follows:

Name of the Member	Designation	No. of Meetings Attended
Mr. Ushpal Singh Sabharwal	Chairman	12
Mr. Inderpal Singh Sabharwal	Member	12

The Committee deals with matter relating to:

- Transfer / Transmission of Shares
- Issue of duplicate share certificates
- Review of Shares dematerialized

The Investor's Grievance Committee met on 12 times on 30/04/2008, 15/05/2008, 31/05/2008, 16/06/2008, 30/06/2008, 15/07/2008, 31/07/2008, 15/09/2008, 22/09/2008, 15/12/2008, 31/12/2008, 31/03/2009;

b) Name & Designation of Compliance Officer : **Mr. Inderpal Singh Sabharwal**
Tel.No : 022-2740 1990
Fax.No: 022- 2741 2725

c) Number of Shareholder Complaints received so far : **NIL**

d) Number of Complaints not solved to satisfaction : **NIL**

e) Number of pending complaints: **NIL**

GENERAL BODY MEETINGS

Location and time of General Meetings held in last three years.

Year	AGM/EGM	Date	Time	Venue	Special Resolution
2007-08	AGM	30/09/08	3.00 P.M.	E 29/30 MIDC, Taloja, Navi Mumbai	1. Appointment of Mr. Ushpal Singh Sabharwal as an Executive Chairman for a period of 3 years effective from 01/08/2008

2006-07	AGM	27/09/07	3.00 P.M.	E 29/30 M.I.D.C., Taloja Navi Mumbai	NONE
2005-06	AGM	30/08/06	11.00 A.M.	E 29/30 MIDC, Taloja Navi Mumbai	1. Appointment of Mr. Inderpal Singh Sabharwal as Vice - Chairman & Managing Director 2) For Mortgaging & / or charging the moveable or immoveable property.

There were no resolution passed by the company through postal ballots at any of the above meetings. At the ensuing AGM there are no resolution proposed to be passed through postal ballot.

III DISCLOSURE

- There were no materially significant related party transactions with the Promoters, Directors etc. that may have potential conflicts with the interest of the company at large.
- There was no non compliance by the company, penalties/structures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.
- There were no pecuniary relationship or transactions of Non Executive Directors vis.a. vis the company.

IV MEANS OF COMMUNICATION

The Annual and Quarterly results are submitted to the Bombay Stock Exchange Ltd. in accordance with the Listing Agreement and published in Free Press Journal & Nav Shakti News Papers.

V SHAREHOLDERS INFORMATION

1. ANNUAL GENERAL MEETING

- Date & Time : 26th September 2009 at 3.00 p.m.
 - Venue : E-29/30, MIDC Industrial Area,
Taloja, Dist. Raigad 410208
Maharashtra
- Book Closure Date** : 19th September, 2009 to 26th September, 2009
(both days inclusive)
 - Registered Office** : E-29/30 . MIDC Industrial Area,
Taloja, Navi Mumbai, Dist, Raigad -410208
Maharashtra
 - Equity Shares listed** : The Bombay Stock Exchange Limited
{Code : 522091}
 - ISIN No.** : INE890G01013

6. Stock Price Data

The monthly high and low shares prices during the year at BSE are as under.

MONTH	HIGH	LOW
April-2008	17.85	14.00
May-2008	20.20	15.25
June 2008	15.25	15.25
July 2008	16.00	12.95
August 2008	21.90	16.35
September 2008	19.70	12.65
October-2008	12.05	8.91
November-2008	9.00	7.46
December 2008	8.22	6.91
January 2009	8.98	7.06
February 2009	8.82	6.95
March-2009	6.63	6.01

7. Registrar & Transfer Agents

LINK INTIME INDIA PRIVATE LIMITED
(Formerly known as Intime Registry Limited)
C- 13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai 400 078

8. DISTRIBUTION OF SHAREHOLDINGS AS ON 31.03.2009

No. of Equity Shares held Nos.	Shareholders		Share Amount (Rs.)	
	Nos.	%	Nos	%
1-5000	6072	96.6420	7789200	19.4950
5001-10000	130	2.0690	1029250	2.5760
10001-20000	47	0.7480	670240	1.6770
20001-30000	8	0.1270	207870	0.5200
30001-40000	5	0.0800	178000	0.4460
40001-50000	1	0.0160	40650	0.1020
50001-100000	11	0.1750	772650	1.9340
1000001-Above	9	0.1430	29267140	73.2500
Total	6283	100.0000	39955000	100.0000

9. CATEGORY OF SHAREHOLDINGS AS ON 31.03.2009

CATEGORY	NO.OF SHARES	% OF SHAREHOLDING
Promoters & their relatives	2612448	65.38
Persons Acting in Concerts	82766	2.07
Banks / FIs / Insurance Co. (Central / State Govt. / Non Govt. Institutions)	143100	3.60
Corporate Bodies	77927	1.95
Mutual Funds & UTI	700	0.02
Indian Public	1075083	26.90
NRI	181	0.00
{Clearing Members}	3295	0.08
Total	3995500	100.00

10. FINANCIAL RELEASE DATES FOR THE YEAR 2009- 10

Quarter Release Date	(Tentative and Subject to Change)
1st Quarter ending 30th June	End of July, 2009
2nd Quarter ending 30th September	End of October, 2009
3rd Quarter ending 31st December	End of January, 2010
4th Quarter ending 31st March	End on April, 2010

11. DEMAT POSITION AS ON 31.03.2009

Total No. of Fully paid up shares	Shares in demat form	Percentage %	Shares in physical form	Percentage %
3995500	3228072	80.79 %	767428	19.21 %

12. The Company has no outstanding GDR / Warrant and / Convertible bonds.

AUDITOR'S CERTIFICATE

Certificate of compliance from auditors as stipulated under clause 49 of the listing agreement of the stock exchanges in india.

To The Members of
United Van Der Horst limited,

We have examined the compliance of conditions of Corporate Governance by United Van Der Horst Ltd for the year ended on 31st March, 2009, as stipulated in clause 49 of the Listing Agreement of the said company with stock exchanges in India.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has generally complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

Date : 25th August, 2009

Place : Mumbai

For **Chokshi & Chokshi**
Chartered Accountants

Mitil R. Chokshi

Partner

M. No. 47745

AUDITOR'S REPORT

To,
The Members

UNITED VAN DER HORST LIMITED

We have audited the attached Balance sheet of United Van Der Horst Limited as at 31st March 2009 and also the Profit and Loss account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

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

In accordance with the provision of section 227 of the Companies Act, 1956, we report that :

1. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, and on the basis of such checks of books and records of the company and as we considered appropriate and according to information and explanations given to us, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
2. Further to comments in the Annexure referred to above, we report that:
 - a. *the company continues to disclose the result on going concern basis, despite erosion of over 50% of net worth, relying upon the improving profitability / net worth position, In addition, the management explanations in this regard have been relied upon (Refer note 10 of Schedule 16(B) of Notes of Accounts);*
 - b. *sundry debtors Rs. 3,17,77,582/- and advances against expenses, advance to contractors, sub-contractors and creditors having debits balances amounting to Rs. 11,69,741/- and Fixed deposit of Rs. 25,09,041/- are subject to reconciliation and confirmation with respective parties and adequate provision for doubtful debts has been made. Reliance is placed on management certificate in the issuance of confirmations;*
 - c. 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;
 - d. 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;
 - e. in our opinion, the Balance Sheet and the Profit and Loss account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - f. 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;

- g. On the basis of written representations received from the directors, as on 31st March 2009 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

Subject to 2(a) and (b) above, in our opinion and to the best of our information and according to explanations given to us, the said financial accounts read together with the significant accounting policies in Schedule 16(A) and the Notes to accounts in Schedule 16(B) and notes appearing thereon, 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 Balance Sheet, of the state of affairs of the Company as at 31st March 2009;
b) in the case of Profit and Loss account, of the profit for the year ended on that date; and
c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **CHOKSHI AND CHOKSHI**
Chartered Accountants

Mitil R. Chokshi

Date : 26th August, 2009
Place : Mumbai.

Partner
M. No. 47745

ANNEXURE REFERRED TO IN PARAGRAPH '1' OF AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF UNITED VAN DER HORST LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009.

1. (a) *The Company has updated / maintained records showing particulars including quantitative details and situation of fixed assets.*
- (b) The fixed assets have been physically verified by the Management as per the system of verification followed by the Company. In our opinion frequency of verification is reasonable having regard to the size of operations and assets of the Company. According to the information and explanations given to us, no material discrepancies were noticed on such verification to the extent records available.
- (c) During the year under audit, the Company has not disposed off any of the major part of the fixed assets so as to affect the going concern status.
2. (a) The inventory has been physically verified by the management as at the end of the year, the frequency of verification is reasonable having regard to the nature of inventories held by the Company.
- (b) In our opinion the procedure of physical verification of inventories followed by the management, subject to remarks in (c) herein below, are reasonable and adequate in relation to the size of the Company and the nature of its business.

- (c) The Company is maintaining records of inventory. The discrepancies on physical verification of inventory as compared to the available book records were not material and have been dealt with in the books of account,
3. (a) The Company has a continued loan from a group Company in which the directors of the Company are substantially interested. The register in respect of transactions under section 301 of the Companies Act 1956 is being maintained. The maximum amount involved during the year is Rs 3,54,47,315/- and year end balance was Rs 3,54,47,315/- (Previous year Rs. 3,54,47,315/-).
- (b) The rate of interest and other terms and conditions of unsecured loan taken by the Company are prima facie not prejudicial to the interest of the Company.
- (c) Reasonable steps as per mutual decision between the parties have been taken by the Company for payment of the Principal and interest.
- (d) According to information and explanations given to us, the company has not granted any loans, secured and unsecured, to companies, firms and other parties covered in the register maintained under section 301 of the companies Act, 1956. Accordingly paragraphs 4(iii) (b), (c) and (d) of the order are not applicable.
4. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control system.
5. (a) According to the information and explanation given to us, we are of the opinion that the particulars of contract or arrangement that need to be entered in the register maintained under section 301 of Companies Act, 1956 have been so entered.
- (b) In our opinion and according to our information and explanations given to us, the transactions made in pursuance of such contract or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year, have been made at prices which are reasonable having regard to the prevailing market price at the relevant time.
6. (a) As per the information and explanation given to us the Company has not accepted any deposits from the public as defined under section 58A and 58AA of the Companies Act, 1956 and Companies (Acceptance of Deposits) Rules, 1975 are not applicable.;
- (b) There have been no proceedings before the Company Law Board, National Company Law Tribunal, Reserve Bank of India, any Court or any other tribunal in this matter.
7. According to the information and explanations given to us the Company has an Internal Audit system conducted by the Group Internal Audit Department under the direct supervision of an independent director, which in our opinion, is commensurate with its size and nature of its business, *however the frequency and scope of the work needs to be enhanced.*
8. According to information and explanation given to us maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section(1) of section 209 of the Companies Act, 1956.

9. (a) According to the information and explanations given to us the Company is generally delayed in depositing undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Service Tax with the appropriate authorities. However based on the information and explanations given to us, there were no undisputed amounts payable in regard to the statutory dues outstanding as at March 31, 2009 for a period of more than six months from the date they became payable.
- (b) According to information and explanations given to us, disputed amounts payable as on 31/3/2009 and the forum where the dispute is pending are as follows:

Name of the Statute	Nature	Assessment Year	Amount in Dispute (Rs)	Forum
The Income Tax Act, 1961	Income Tax	2003-04	30,94,894	Commissioner of - Income Tax (Appeals)

There were no other disputed amounts outstanding in respects of Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess as at the last day of the Financial Year.

10. *The accumulated losses as at 31st March 2009 are not less than 50% of the net worth but there are cash profits since the preceding year. The accounts of the Company have been prepared on going concern basis relying upon the trends towards profitability trends and to net worth trends. The management explanation thereto have been relied upon (Refer Note 10 of Schedule 16 (B) of Notes to Accounts).*
11. Based on our audit procedure and as per the information and explanation given to us the Company has not defaulted in repayment of dues to financial institutions or bank or debenture holders.
12. According to information and explanation given to us the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities and, therefore, the question of maintenance of documents and records in respect thereof does not arise.
13. The provisions of any special statute applicable to Chit Fund, Nidhi, Mutual Benefit Funds / Societies are not applicable to company.
14. According to information and explanation given to us the Company does not deal in shares, debentures and other investments.
15. According to information and explanation given to us the Company has not given any guarantee for loan taken from Financial Institution or others.
16. According to information and explanation given to us term loan has not been obtained from financial institution during the year by the Company. (Previous year Rs. 13,81,471/-) There is one vehicle loan of Rs. 37,75,000/- which is regularly serviced and applied for the relevant purpose.
17. On the basis of an overall examinations of the Balance Sheet of the Company in our opinion there are no funds raised on short term basis which have been used for long term investments.
18. According to information and explanation given to us the Company has not made any preferential allotments of shares to parties and companies covered in the register maintain under section 301 of the Companies Act 1956.

19. The Company has not issued any debentures during the year.
20. The Company has not raised any money by Public Issue during the year.
21. During the course of our examination of the books and records of the Company carried out in accordance with generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have we been informed of such case by management.

For **CHOKSHI AND CHOKSHI**
Chartered Accountants

Mitil R. Chokshi

Date : 26th August, 2009
Place : Mumbai.

Partner
M.No. 47745

Balance Sheet as at March 31, 2009

	Schedule	(Rupees)	As at March 31, 2009 (Rupees)	(Rupees)	As at March 31, 2008 (Rupees)
SOURCES OF FUNDS					
1. Shareholders' Fund					
(a) Share Capital	1	39,948,500		39,948,500	
(b) Reserves & Surplus	2	<u>2,210,190</u>	<u>42,158,690</u>	<u>2,210,190</u>	<u>42,158,690</u>
			<u>42,158,690</u>		<u>42,158,690</u>
2. Loan Funds					
(a) Secured Loans	3	25,766,584		24,675,625	
(b) Unsecured Loans	4	<u>37,965,145</u>	<u>63,731,728</u>	<u>36,222,591</u>	<u>60,898,216</u>
3. Deferred Tax Liability(net)					
Total			<u>1,398,830</u>		<u>2,269,128</u>
			<u>107,289,248</u>		<u>105,326,034</u>
APPLICATION OF FUNDS:					
4. Fixed Assets					
(a) Gross Block	5	105,014,379		102,789,111	
(b) Less: Depreciation & Impairment		<u>80,624,232</u>		<u>75,938,069</u>	
(c) Net Block		<u>24,390,147</u>	<u>24,390,147</u>	<u>26,851,042</u>	<u>26,851,042</u>
5. Current Assets,					
Loans & Advances					
(a) Inventories	6	20,324,515		22,056,459	
(b) Sundry Debtors		30,777,582		26,229,957	
(c) Cash & Bank Balances		622,299		1,051,789	
(d) Loans & Advances		2,315,154		1,929,553	
(e) Other Current Assets		<u>10,810,218</u>		<u>7,345,150</u>	
			<u>64,849,768</u>		<u>58,612,908</u>
6. Current Liabilities & Provisions					
(a) Current Liabilities	7	16,345,859		21,201,741	
(b) Provisions		<u>Nil</u>		<u>Nil</u>	
			<u>16,345,859</u>		<u>21,201,741</u>
7. Net Current Assets					
		<u>72,894,056</u>	<u>48,503,909</u>		<u>37,411,167</u>
8. Debit Balance in Profit And Loss Account					
			<u>34,395,192</u>	<u>64,262,208</u>	<u>40,315,572</u>
9. Miscellaneous Expenditure (To the extent not Written Off or Adjusted)					
					<u>748,254</u>
TOTAL			<u>107,289,248</u>		<u>105,326,034</u>

Significant Accounting Policies
and Notes

16

The Schedules referred to above form an integral part of the Balance Sheet.

As per our report of even date
For and behalf of

FOR CHOKSHI & CHOKSHI
Chartered Accountants

Mitil R. Chokshi

Partner
M. No. 47745

Date : 26th August, 2009

Place: Mumbai

Signature to Balance Sheet & Schedules 1 to 16

For and on behalf of the Board

Ushpal Singh Sabharwal
Executive Chairman

Inderpal Singh Sabharwal
Vice, Chairman and M.D.

Vijaychand D. Sambre
Director Independent

Ravindra V. Ghag
Chief Accounts Officer

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

	Schedule	As at 31st March, 2009 (Rupees)	As at 31st March, 2008 (Rupees)
Income			
Refurbishing, Restandardising Repairs and Service (Net of Service Tax)		65,462,888	44,246,257
Sales		13,988,219	9,923,141
Interest / Creditors written back		-	1,477,001
Other Income	8	117,278	117,143
(Increase) / Decrease in Inventory	9	<u>(1,497,438)</u>	<u>10,032,250</u>
		<u>78,070,947</u>	<u>65,795,793</u>
Expenditure			
Material & Stores Consumed	10	15,356,325	11,155,901
Power & Fuel		4,527,238	3,630,830
Labour Charges		8,669,819	7,597,573
Bad Debts/Sundry Balances Written Off	11	913,565	500,000
Employees' Cost	12	11,274,414	8,656,791
Other Expenses	13	15,985,692	12,077,122
Interest	14	5,775,857	5,845,941
Depreciation	5	5,269,104	5,069,032
Loss on Impairment of assets		-	-
Directors remuneration		<u>2,880,000</u>	<u>1,728,000</u>
		<u>70,652,014</u>	<u>56,261,190</u>
Profit /(Loss) Before Taxation		7,418,934	9,534,603
Less : Provision for Taxation			
(a) Current Tax		<u>2,000,000</u>	-
(b) Deferred Tax		(870,298)	(63,921)
(c) Fringe Benefit Tax		<u>469,715</u>	<u>350,000</u>
Profit/(Loss) After Taxation		<u>5,819,517</u>	<u>9,248,524</u>
Add/(Less): Prior Period Tax Adjustment		-	-
Add/(Less): Prior Period Inc. / (Exp)	15	100,863	-
		9,920,380	9,248,524
Profit (loss) brought forward		<u>(40,315,572)</u>	<u>(49,564,096)</u>
Profit (loss) carried to Balance Sheet		<u>(34,395,192)</u>	<u>(40,315,572)</u>
Earnings per share (Equity shares of Rs 10/- each)			
Basic Earning Per Share (in Rs)		1.46	2.31
Number of shares used in computing earnings per share		3,995,500	3,995,500

Significant Accounting Policies and Notes

16

The Schedules referred to above form an integral part of the Profit & Loss Account.

As per our report of even date
For and behalf of
FOR CHOKSHI & CHOKSHI
Chartered Accountants
Mitil R. Chokshi
Partner
M. No. 47745
Date : 26th August, 2009
Place: Mumbai

Signature to Balance Sheet & Schedules 1 to 16

For and on behalf of the Board

Ushpal Singh Sabharwal
Executive Chairman

Inderpal Singh Sabharwal
Vice Chairman and M.D.

Vijaychand D. Sambre
Director Independent

Ravindra V. Ghag
Chief Accounts Officer

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH 2009

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
SCHEDULE '1'		
SHARE CAPITAL		
Authorised 5,000,000 Equity Shares of Rs. 10 each	<u>50,000,000</u>	<u>50,000,000</u>
Issued, Subscribed and Paid up 3,995,500 Equity Shares of Rs. 10/- each fully paid Less: Calls Unpaid.	<u>39,955,000</u> (6,500)	<u>39,955,000</u> (6,500)
TOTAL	<u><u>39,948,500</u></u>	<u><u>39,948,500</u></u>
SCHEDULE '2'		
RESERVES AND SURPLUS :		
Capital Receipts	<u>2,210,190</u>	<u>2,210,190</u>
TOTAL	<u><u>2,210,190</u></u>	<u><u>2,210,190</u></u>
SCHEDULE '3'		
SECURED LOANS		
From Financial Institutions		
State Bank of India (Term Loan) (Secured against Machineries)	2,174,360	2,880,251
ICICI Bank Ltd. (Secured against Vehicles)	3,791,356	3,313,682
Cash Credits from Bank (Secured by first charge by way of hypothecation of all Stocks, Book Debts & all other current assets of the company & collateral security by way of second charge on the fixed assets.)	19,800,868	18,481,692
TOTAL	<u><u>25,766,584</u></u>	<u><u>24,675,625</u></u>
SCHEDULE '4'		
Unsecured Loan		
Director's Loan	872,933	775,276
Intercompany Deposit	35,447,315	35,447,315
Interest Accrued on inter-company deposit	1,644,897	-
TOTAL	<u><u>37,965,145</u></u>	<u><u>36,222,591</u></u>

United Van Der Horst Limited

Schedules Annexed to and forming part of the Balance Sheet as at 31st MARCH 2009

SCHEDULE 5 FIXED ASSET

ITEMS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2008	Additions	Deduction	As at 31.3.2009	Upto 01.04.2008	For year 31.3.2009	Adjusted	Upto 31.3.2009	As at 31.3.2009	As at 31.3.2008
Leasehold Land	2,257,906	-	-	2,257,906	437,590	24,276	-	461,866	1,796,040	1,820,316
Buildings	24,409,653	-	-	24,409,653	11,711,774	815,282	-	12,527,056	11,882,597	12,697,879
Plant & Machinery	66,094,006	1,290,143	-	67,384,149	60,709,567	3,522,493	-	64,232,060	3,152,089	5,384,439
Toolings	452,088	-	-	452,088	452,088	-	-	452,088	-	-
Computers	1,167,004	31,000	-	1,198,004	361,379	192,727	-	554,106	643,898	805,625
Furnitures, Fixture and Equipments	2,871,789	70,760	-	2,942,549	1,632,397	184,807	-	1,817,204	1,125,345	1,239,392
Vehicle	5,536,665	4,915,000	4,081,635	6,370,030	633,274	529,869	583,291	579,852	5,790,178	4,903,391
TOTAL	102,789,111	6,306,903	4,081,635	105,014,379	75,938,069	5,269,454	583,291	80,624,232	24,390,147	26,851,042
Previous Year	100,071,160	2,717,951	-	102,789,019	70,869,037	5,069,032	-	75,938,069	26,851,042	29,202,123

Note : Plant & Machinery is depreciated at the rate applicable to continuous process plant.

Schedules Annexed to and forming part of the Balance Sheet as at 31st March 2009

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
SCHEDULE '6'		
CURRENT ASSETS, LOANS AND ADVANCES		
Inventories:		
(At lower of cost or net realisable value as taken, valued and certified by the management)		
Raw Materials	6,265,227	6,499,733
Work in Progress of Refurbishing, Restandardising Repairs and Service	14,059,288	14,627,973
Work in Progress - of Hydraulic / Pneumatic Cylinder Parts	-	928,753
Total	<u>20,324,515</u>	<u>22,056,459</u>
Sundry Debtors :		
More than six months		
Considered good	16,512,370	21,301,888
Considered doubtful	-	-
	(a) 16,512,370	21,301,888
Other debts	(b) 15,265,212	5,428,069
Less: Provision for Doubtful Debts	1,000,000	500,000
Total	Total (a + b) <u>30,777,582</u>	<u>26,229,957</u>
Cash and Bank Balances:		
Cash in hand	178,118	15,095
Balances with Scheduled Banks:		
In Current Accounts	84,056	664,419
In Fixed Deposit Accounts	360,125	372,275
Total	<u>622,299</u>	<u>1,051,789</u>
Loans and Advances :		
(Unsecured and considered good, unless otherwise stated)		
Advances recoverable in Cash or in kind or for value to be received.		
Considered good.	2,315,154	1,929,553
Total	<u>2,315,154</u>	<u>1,929,553</u>

**Schedules Annexed to and forming part of the
Balance Sheet as at 31st March 2009**

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
Other Current Assets		
Advance Tax AY 09-10	1,000,000	-
Self Assesment Tax AY 08-09	677,963	-
Advnace FBT AY 09-10	167,105	-
Work Contract Tax 2008-09	6,221	-
Tax Deducted at Source	4,799,553	3,719,836
Income Tax Dues Receivables	31,996	31,996
Vat receivable	437,687	189,052
Service Tax credit receivable	63,327	-
Deferred Excise	36,254	-
Deposits (Refer Note 8 of Schedule 16(B))	3,590,111	3,404,266
Total	<u><u>10,810,218</u></u>	<u><u>7,345,150</u></u>

SCHEDULE '7'

CURRENT LIABILITIES AND PROVISIONS:

Current Liabilities:		
Sundry Creditors	7,522,740	9,553,869
Other Liabilities	7,907,001	9,404,242
Advance Received from Customers	916,118	2,243,631
Total	<u><u>16,345,859</u></u>	<u><u>21,201,741</u></u>

Schedules Annexed to and forming part of the Profit & Loss A/c as at 31st March 2009

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
<u>SCHEDULE '8'</u>		
<u>OTHER INCOME</u>		
Exchange Rate Difference	-	-
Commission Received	-	-
Interest received on bank deposits	42,816	15,366
Interest received on others	-	-
Sale of Scrap	-	-
Miscellaneous Receipts / Income	74,462	73,038
	<u>117,278</u>	<u>88,404</u>
<u>SCHEDULE '9'</u>		
<u>(Increase) / Decrease in Inventory</u>		
Work in Progress		
Opening Balance	14,627,973	2,966,305
Less : Closing Balance	14,059,288	14,627,973
	<u>568,635</u>	<u>(11,661,668)</u>
Work in Progress - Hydraulic / Pneumatic Cylinder Parts		
Opening Balance	928,753	2,558,171
Less : Closing Stock	0	928,753
	928,753	1,629,418
Total	<u>1,497,438</u>	<u>(10,032,250)</u>
<u>SCHEDULE '10'</u>		
<u>MATERIALS CONSUMED</u>		
Opening Stocks :	6,499,733	4,608,959
Add: Purchases during the yr.	15,121,819	13,046,676
	21,621,552	17,655,635
Less : Closing Stock	6,265,227	6,499,733
Total	<u>15,356,325</u>	<u>11,155,902</u>
<u>SCHEDULE '11'</u>		
<u>Bad Debts / Sundry Balances written off</u>		
Sundry Balances Written off	413,565	-
Bad Debts	500,000	500,000
Total	<u>913,565</u>	<u>500,000</u>

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
Schedule '12'		
Employees Remuneration		
(Contract Workers / Officer Rs. 49,37,904/- & Previous year Rs. 40,16,110/-)		
Salaries & Wages	4,361,390	3,494,459
Contribution to Provident Fund & other Funds	2,54,461	215,879
Workmen & Staff Welfare Expenses	1,714,659	930,343
Retainership Charges	4,943,904	4,016,110
Total	<u>11,274,414</u>	<u>8,656,791</u>

Schedules Annexed to and forming part of the Profit & Loss Account as at 31st March 2009

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
SCHEDULE '13'		
OTHER EXPENSES		
Insurance	76,418	258,094
Conveyance and Travelling	787,880	1,544,258
Telephone, Postage and Telegram	741,309	972,696
<u>Repairs and Maintenance :</u>		
To Machinery	490,004	26,008
To Building	353,141	250,983
To Others	510,386	352,851
	<u>1,353,531</u>	<u>629,842</u>
Rent Rates and Taxes	1,791,706	470,218
Freight and Transport	1,795,111	1,140,492
Commission and Discount	191,679	84,864
Advertisement expenses	161,941	62,298
Directors Sitting Fees	24,000	12,000
<u>Auditor's Remuneration: (Excluding Service Tax)</u>		
Statutory Audit Fees	75,000	75,000
Tax Audit Fees	12,500	12,500
Other Services	32,500	32,500
Security Services	566,429	567,476
Bank Charges	386,457	509,494
Sales Promotion Expenses	2,735,165	1,493,427
Legal & Professional charges	190,332	692,441
Motor Car Expenses	474,482	708,394
Printing & Stationery	210,277	169,218
Share Registration and Transfer Expenses	15,308	70,391
Water Charges	349,093	339,808
Market Development Expenses Amortised	748,254	748,254
Miscellaneous Expenses	3,257,818	1,465,060
Donation	8,503	18,400
TOTAL	<u><u>15,985,692</u></u>	<u><u>12,077,122</u></u>

Grouping to Profit & Loss Account as at 31st March 2009

	As at 31/03/2009 (Rupees)	As at 31/03/2008 (Rupees)
<u>MISCELLANEOUS EXPENSES</u>		
Books & Periodicals	5,027	-
Loading & Unloading charges	66,985	-
Membership Fees	15,986	7,000
Incentives	55,540	-
Petty Cash Expenses	10,000	-
Loss on Sale on Assets	1,258,345	-
Inspection Charges	249,509	389,000
License Fees	295,331	361,568
Liquidated Damages	26,287	88,612
Listing Fees	27,825	27,195
Sundry Expenses	389,335	247,972
Company's Profession Tax	7,500	-
Shipment Expenses	86,303	-
Tender Fees	3,000	13,630
Testing Fees	604,370	300,084
Custom Duty Charges	144,875	-
Exchange Rate Difference	11,600	29,099
	<u>3,257,818</u>	<u>1,465,060</u>
<u>FREIGHT</u>		
Courier Charges	705,156	-
Freight & Octroi	1,041,199	76,682
Transport Charges	47,690	929,147
Packing & Forwarding Charges	1066	-
	<u>1,795,111</u>	<u>1,005,829</u>
<u>CONVEYANCE & TRAVELLING EXPENSES</u>		
Conveyance Expenses	144,435	346,433
Travelling Expenses - Directors	413,131	874,649
Travelling Expenses - Others	230,314	323,176
	<u>787,880</u>	<u>1,544,258</u>

	As at 31/03/2009/ (Rupees)	As at 31/03/2008 (Rupees)
<u>TELEPHONE, POSTAGE & TELEGRAM EXPENSES</u>		
Telephone Charges	684,827	849,884
Loading & Unloading charges	56,482	112,870
	<u>741,309</u>	<u>962,754</u>
<u>SHARE REGISTRATION & TRANSFER EXPENSES</u>		
Share Registration & Transfer Expenses	-	67,950
Registration Charges	15,308	20,412
	<u>15,308</u>	<u>88,362</u>
<u>LEGAL & PROFESSIONAL FEES</u>		
Legal Charges	20,718	692,441
Professional Charges	169,614	4,016,110
	<u>190,332</u>	<u>4,708,551</u>

Schedules Annexed to and forming part of the Profit & Loss Account as at 31st March 2009

	As at 31/03/2009 (Rupees)	(Rupees)	As at 31/03/2008 (Rupees)
SCHEDULE '14'			
INTEREST			
On Loans			
From Banks	2,966,367	3,334,118	
From Others	<u>2,809,490</u>	<u>2,511,823</u>	
TOTAL	<u><u>5,775,857</u></u>		<u><u>5,845,941</u></u>
SCHEDULE '15'			
PRIOR PERIOD INCOME			
Excise Duty expensed off last year now capitalised	<u>105,442</u>		
Excess depreciation charged in last year now reversed	42	105,484	0
Less : Depreciation not charged in last year now charged	393		
Excise duty Capitalised in last year now expensed off	<u>4,228</u>	4,621	0
Total	<u><u>100,863</u></u>		<u><u>0</u></u>

SCHEDULE "16"**SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF BALANCE SHEET AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31/03/2009****A) Significant accounting policies:****1. Method of accounting :**

The financial statements are prepared under the historical cost convention on accrual basis in accordance with the generally accepted accounting principles, requirements of the Companies Act 1956 and the applicable accounting standards.

2. Use of estimates :

The preparation of financial statements requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the Contingent assets and liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Example of such estimates include provisions for doubtful debts, employee retirement benefit plans, provision for income taxes, and the useful life of fixed assets and intangible assets.

3. Fixed Assets :

Fixed assets are stated at historical cost. Cost includes related taxes, duties (Net of CENVAT / VAT credit) freight insurance etc. attributable to bringing the assets to working condition for intended use, pre-operational expenses and technical fees paid for transfer of technology, relating to assets less accumulated depreciation.

4. Depreciation :

The cost of leasehold land is amortized over the period of the lease. The Company provides depreciation on all the fixed assets other than leasehold land, tooling and fabricated assets on Straight line basis at the rates prescribed under Schedule XIV of the Companies Act, 1956. Depreciation on assets fabricated by the Company is charged for only half year on Straight line basis. Depreciation on exchange difference on Capital account is provided on straight line basis on the balance life of the assets.

5. Impairment of Assets :

At each balance sheet date, the carrying amounts of fixed assets are reviewed by the management to determine whether there is any indication that those assets suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and risks specific to the asset.

6. Inventories :

- i. Raw Material, Packing Material, Stores & Spares and work in Process are valued at cost or Net realisable value which ever is lower. However these items are considered to be realisable at the cost if the Finished Products in which they will be used are expected to be sold at or above cost.
- ii. Cost is determined on FIFO Basis.
- iii. Finished Goods are valued at cost or net realisable value which ever is lower.
- iv. Work in Progress is valued by estimation of the stage of each job as a percentage of net invoices as reduced by estimated profit margin. (Refer note 5 of Schedule 16(B)).

7. Employee Benefits :

Contributions to Provident Fund & ESIC, under a defined contribution scheme are charged to the Profit & Loss Account. A provision for gratuity is made as per the Payment of Gratuity Act, 1972. Actuarial gains and losses are recognised immediately in the statement of Profit & Loss Account as Income or Expenses. As per the Accounting Standard 15 (Revised) issued by The Institute of Chartered Accountants of India the Company has provided for liability in respect of earned Leave Encashment on actuarial basis. (Refer note 15 of Schedule 16(B)).

8. Revenue recognition :

Revenue is recognized based on nature of activity when consideration can be reasonably measured and there exist reasonable certainty of its recovery.

- i) All revenues are generally recognized on accrual basis.
- ii) Jobs completed, inspected by clients and invoiced are included in sales, pending delivery.
- iii) Income is stated net of service tax.

9. Foreign Currency Transactions :

- i. Foreign Currency Transactions are accounted at the rate of exchange prevailing on the date of the Transactions.
- ii. Monetary items, denominated in foreign currency are translated at the exchange rate prevailing on the last date of the accounting year.
- iii. Gains / or losses arising out of translation / conversion is taken credit for or charged to Profit & Loss account.

10. Taxation :

Income Tax expense comprise current tax, deferred tax charge or credit and fringe benefit tax. Provision for current tax is made with reference to taxable income computed for the accounting year, for which the financial statements are prepared by applying the tax rates as applicable. Provisions for Fringe Benefit Tax is made in accordance with the provision of the Income Tax Act as applicable in respect of expenses (which are liable to Fringe Benefit Tax) incurred by the company during the year. The deferred tax charge or credit is recognised using prevailing enacted or substantively enacted tax rates. Deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Deferred Tax Assets / Liabilities are reviewed as at each Balance Sheet date based on development during the year & available case laws to reassess realisation / liabilities.

11. Earning per share :

A basic earning per share is computed by dividing net profit/loss after tax for the period by the weighted average number of equity shares outstanding for the period. A diluted earning per share has not been computed, as the Company has not issued any dilutive potential equity shares.

12. Intangible assets :

Intangible assets are recognized when it is probable that the future economic benefit that are attributable to the assets will flow to the enterprises and the cost of assets can be measured reliably. Leasehold land has been amortised over the period of lease. Administrative and other general overhead expenses that are specifically attributable to acquisition of intangible asset are allocated and capitalised as a part of the cost of intangible assets.

13. Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- i) The company has a present obligation as result of past event;
- ii) A probable outflow of resource is expected to settle the obligation ; and
- iii) The amount of the obligation can be reliably estimated.

Reimbursement expected in respect of expenditure required to settle a provisions is recognized only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in case of.

- i) A present obligation arising from past events, when it is not probable that an outflow of resource will be required to settle the obligation;
- ii) A present obligation arising from past events, when no reliable estimate is possible; and
- iii) A possible obligation arising from past events where the probability of outflow of resource is not remote.

Contingent assets are neither recognized, nor disclosed.

Provision, contingent liabilities and contingent assets are review at each balance sheet date.

(Refer note 2 of Schedule 16 (B)).

14. Net Profit or Loss for the period, prior period items and change in accounting policies :

During the year under review, there is no material changes in the accounting policies that are consistently followed by the Company.

Income in Profit and Loss account contains interest and creditors waived off and prior period expenses details of the same are given. (Refer note 16 Schedule 16 (B)).

15. Segment Reporting :

The Company is having "Refurbishing, Restandardising, Repairs and Service of machineries' and manufacturing of various ancillaries for large machines which have been reported separately for revenue items. Since the Company uses the same assets for all the segments it is not possible to bifurcate the same. (Refer note 14 Schedule 16(B)).

16. Development Expenses :

The Company identifies expenses for development of new Geographical market segment in preceding year and the same are amortized over a period of three years. (Refer note 13 of Schedule 16 (B)).

17. The Micro, Small & Medium Enterprises :

The Micro, Small & Medium Enterprises as defined under the Micro, Small & Medium Enterprises Development Act 2006, have been identified on the basis of information available with the company. This has been relied upon by the auditor.

There are no dues owing by the company to the Micro, Small & Medium Enterprises at the end of the year. (Previous year Rs. NIL).

B) Notes to accounts

1. Related Parties and their relationship

I. Associates :

Spare Age Seals Ltd. (Formerly Spare Age India Private Limited)

II. Key Management Personnel :

Mr. Inderpal Singh Sabharwal - Vice Chairman & Managing Director
Mr. Ushpal Singh Sabharwal - Executive Chairman & Director

Disclosure of Material Transactions with Related Parties :

Particulars	Current Year Amt (Rs.)	Previous Year Amt (Rs.)
Purchase of Goods & Services from Spare Age Seals Ltd.	11,44,163	9,40,067
Inter Company Deposit from Spareage Seals Ltd.	3,54,47,315	3,54,47,315
Interest on above	21,26,839	-
Payment made to Director Inderpal Singh Sabharwal :		
Remuneration	16,80,000	14,40,000
Perquisites	2,88,000	2,88,000
Rent	6,65,000	-
Payment made to Director Ushpal Singh Sabharwal		
Remuneration	12,00,000	-
Rent	6,65,000	-
Job work Sales to Spare Age Seals Limited	-	1,79,77,600

Note : No amounts pertaining to related parties have been provided for as Doubtful Debts and no amounts have been written off or written back during the year.

2. Contingent Liabilities :

- Guarantees given by the bankers to the extent of Rs. 95,71,053/- (Previous year Rs. 94,29,800/-) counter Guaranteed by the Company.
- Income tax appeal pending with Commissioner of Income Tax appeals of Rs. 30,94,894/- and the management is of the view that the decision of the appeal will be in their favour and hence the above amount of liability will not be incurred.

3. Working for deferred Taxation :

The major Components of Deferred Taxation as at 31.03.2009.

Particulars	Opening Balance As on 01.04.2008 (Rs.)	Debit / Credit during the year. (Rs.)	Closing Balance as on 31.03.2009 (Rs)
Depreciation			
Deferred Tax Assets	24,70,617	Nil	24,70,617
Deferred Tax liabilities	(47,39,745)	8,70,298	(38,69,447)
Provision for Gratuity	Nil	Nil	Nil
Deferred Tax Liabilities (Net)	(22,69,128)	8,70,298	(13,98,830)

4. Managerial remuneration is paid in accordance with section 198 of the Companies' Act 1956.

The managerial remuneration is paid as per, Part II of Section II (B) Schedule XIII of Companies Act, 1956.

The Managerial remuneration paid to the Director is as follows:-

Particulars	Year ending 31.03.2009 Amount (Rs)	Year ending 31.03.2008 Amount (Rs.)
Remuneration to Inderpal Singh Sabharwal	16,80,000	14,40,000
Perquisites to Inderpal Singh Sabharwal	2,88,000	2,88,000
Remuneration to Ushpal Singh Sabharwal	12,00,000	Nil

5. Additional information pursuant to the provisions of paragraph 3 and 4 C and 4D of part II of Schedule VI of the Companies Act, 1956 :

A. Company produces various ancillaries for large machines apart from repairing restructuring of the same. The Company does not require any license and no installed capacity is prescribed.

B. Particulars of stock of Work-in-Progress :

Particulars	Opening Stock		Actual Production		Closing Stock	
	Qty	Amt(Rs)	Qty	Amt(Rs)	Qty	Amt(Rs)
(i) Work-in-Progress of Hydraulic /pneumatic parts	---	---	---	---	---	---
Piston Crown (STD) B &W/K74EF	27	27,59,292	34	35,28,210	17	20,77,700
Cylinder liner 2270 KVA/Skoda DG	6	6,75,000	6	6,75,000	0	0
Cylinder liner FUJI 16V/32	3	2,70,000	3	2,70,000	0	0
Crank Shaft	5	16,25,000	5	16,25,000	0	0
Cylinder Cover	7	11,47,020	31	38,73,620	4	9,49,270
Others	43	81,51,681	---	4,05,78,780	---	1,10,32,030
Total	91	1,46,27,993	79	5,05,50,610	21	1,40,59,000
(ii) Work-in-Progress of refurbishing, restandardising, repairs and services	---	---	---	---	---	---
TOTAL		1,46,27,993		5,05,50,610		1,40,59,000

Note : Management has physically verified stock with the help of technical person and found the same to be in order.

C. Particulars of Stock of Raw Materials and stores :

Particulars	Current Year		Previous Year	
	Quantity	Amount (Rs.)	Quantity	Amount(Rs.)
(i) Raw Materials				
Chromic Acid	----	----	---	---
Honing Stone	554	23,846	688	18,232
Seal Kits	----	----	----	----
Welding Rods	4,957	10,44,197	7,165	9,57,010
Bar Sheets	0	0	230	8,61,293
Plates	---	---	---	---
Tin/lead/Ingot	60	12,168	52	8,625
Acid	245	19,657	0	0
Honing Stick	0	0	2	9,000
Casting	---	---	2,503	1,30,743
Total of Raw Materials	5,816	10,99,868	10,640	19,84,903
(ii) Stores				
*Others		5,39,91,865		45,14,830
Total of Raw Material and Stores		64,99,733		64,99,733

* Detailed records in respect of other items are not furnished as value of the items does not exceed 10% of the value.

D. Consumption of Materials :

Particulars	Current Year		Previous Year	
	Amount (Rs)	Percentage	Amount (Rs)	Percentage
Indigenous	1,44,09,013	95.29	1,08,03,653	96.84
Imported	7,12,806	4.71	3,52,248	3.16
Total	1,51,21,819	100	1,11,55,901	100

E. Particulars of Consumption of Raw Materials & Stores :

Particulars	Current Year		Previous Year	
	Quantity	Amount (Rs.)	Quantity	Amount (Rs)
Chromium Trioxide	1,050	1,52,880	2,095	5,03,140
Honing Stones	1,350	56,161	636	54,442
Seal Kits/Rings	368	11,50,651	314	6,75,115
Welding rods	15,088	25,05,779	5,498	12,20,470
Bar & Sheets	80,820	60,99,643	74,936	40,64,147
Plates	2,056	1,33,640	5,732	2,59,939
Casting	3,290	1,92,129	11,536	7,09,847
Tin/Lead/Ingots	212	41,134	---	---
Acid	1,761	1,20,655	---	---
Honing Stick	36	1,67,480	---	---
Others		49,16,173		36,68,801
Total	1,06,031	1,55,36,325	1,00,747	1,11,55,901

F. Particulars of Refurbishing, Restandardising, Repairs, Services and sales of Hydraulic/pneumatic parts :

Particulars	Quantity	Current Year (Rs.)	Previous Year (Rs)
a. Refurbishing, Restandardising, Repairs and Services		7,29,31,156	4,92,31,236
Less : Service Tax		74,68,268	49,84,979
Total		6,54,62,888	4,42,46,257
b. Sales of Hydraulic/pneumatic parts	80	1,22,14,326	92,45,516
c. Export Sales		NIL	NIL
d. Others		17,73,893	6,77,625
TOTAL		7,94,51,107	5,41,69,398

6. a) Expenditure in Foreign Currency :

Particulars	Dinar	Current year (Rs.)	Previous year (Rs.)
Travelling Expenses - Exhibition	3,550	50,080	---
Particulars	Dollor	Current year (Rs.)	Previous year (Rs.)
Travelling Expenses - Exhibition	1,000	51,025	5,20,292
Total		1,01,105	5,20,292

b) Income in Foreign Currency :

Particulars	US Dollars	Current year (Rs.)	Previous year (Rs.)
From Business	6,742	2,86,817	3,74,683
Particulars	Euro	Current year (Rs.)	Previous year (Rs.)
From Business	2,41,758	1,58,22,822	0
Total		1,61,09,639	3,74,684

7. Payment to Statutory Auditors :

Particulars	Current Year (Rs.)	Previous year (Rs.)
Audit Fees	75,000	75,000
Tax Audit Fees	12,500	12,500
Other Services	32,500	32,500
Refer Note 11	73,371	73,371
Total	1,93,371	1,93,371

(The above fees are excluding of Service Tax).

8. Total deposits includes Fixed Deposits of Rs. 25,09,041/- (P.Y Rs 22,65,236/-) are lying with the bank as security.
9. Traveling Expenditure includes Foreign Travelling Rs. 1,01,105/- (P.Y Rs.5,20,292/-) by Directors.
10. The Company has a net worth of Rs. 77,63,497/- as at 31st March 2009 after adjustment of all accumulated losses. This is based on the profits generated in the immediately preceding periods. As per the Sick Industrial Companies Act, 1985, the Company is a Sick Company if as at the year end the accumulated losses exceed the net worth. Since the company has a positive net worth as at the Balance Sheet date and thereafter the subsequent quarter has generated profits, the company is not a sick company as defined under the SICA. Further no reference to BIFR currently is necessary. The management has relied upon technical views from a Chartered Accountants in this regard. The accounts are maintained on a going concern basis based on the profitability trends, adjustment of all accumulated losses, positive net worth and profits in the subsequent quarter.
11. The Legal and Professional Charges includes Rs. 73,371/- (excluding Service Tax) paid to auditors for various advice.
12. The Company had expended in the preceding year an amount of Rs 22,44,762/- towards exhibition in Germany for development of new geographical business segment. Since these were incurred on stalls at International exhibition which are held once in every three years, the benefits therefore were expected to be derived over three years. In pursuance thereof, these expenses were to be amortized over the period of three years and during the last two years Rs 14,96,508 was debited to profit and loss a/c. However, during the year balance amount of Rs. 7,48,254/- is charged to Profit & Loss Account on prudence basis.

13. Segment Reporting :

Information about business segments (for the year 2008-2009)

	Manufacturing	Recondition	Others	Total Company
A) Revenue.				
Sales	1,22,14,326	6,54,62,887	17,73,892	7,94,51,106
Other Income	---	---	1,17,278	1,17,278
Total Revenue	1,22,14,326	6,54,62,887	18,91,170	7,95,68,384
B) Results				
Segment Results (PBIT)	20,29,365	1,11,71,140	---	1,32,00,505
1. Unallocated Corporate Income				
2. Interest Expense				57,75,857
3. Profit from ordinary activities				74,18,934
4. Exceptional items				1,00,863
5. Write back of provision for dimunition in value of loan Profit before tax				---
Profit Before Tax				75,19,797
6. Provision for Current Tax				20,00,000
7. Deferred Tax				(8,70,298)
Fringe Benefit Tax				4,69,715
8. Profit After Tax				59,20,380
9. Other Information				-
C) Segment Assets				-
1. Unallocated Corporate Assets				8,92,39,315
2. Total Assets				8,92,39,915
3. Segment Liabilities				-
4. Unallocated Corporate Liabilities				1,63,45,859
5. Total Liabilities				1,63,45,859
6. Debit Balance in Profit & Loss				3,43,95,192
7. Misc Expenses Not Written off				-
8. Depreciation & Amortization				52,69,104
9. Signigicant non cash expenses				NIL

(It is not possible to identify the assets segment wise because the nature of the work is same in both the cases).

14. Employee's Benefits :

The following table sets out the status of the defined benefit Pension Plan and Gratuity Plan is required under AS - 15 (Revised 2005)

Assumptions	As on 31/03/2009	As on 31/03/2008
Discount Rate	7.0%	8.0%
Salary Escalation	5.0%	5.0%

Changes in present value of obligations	As on 31/03/2009
Present value of obligations as at the beginning of the year	4,99,741
Interest Cost	39,979
Current Service Cost	3,08,007
Benefits Paid	---
Actuarial (gain)/loss on obligations	(33,605)
Present value of obligations at the end of year	8,14,122
Changes in fair value of Plan Assets	---
Fair Value of plan assets at beginning of year	---
Expected return on plan assets	---
Contributions	---
Benefits Paid	---
Actuarial (gain) / Loss on plan Assets	---
Fair Value of plan assets	---
Contributions	---
Benefits Paid	---
Fair Value of plan assets at the end of the year	---
Funded Status	---
Excess over Actual over Estimated return on Plan Assets (Actual rate of return = Estimated rate of return as ARD falls on 31st March)	8,14,122
Actuarial Gain / Loss recognized	---
Actuarial gain / (Loss) for the year obligation	6,098
Actuarial gain / (Loss) for the year plan assets	(39,703)
Total (gain)/loss for the year	33,605
Actuarial (gain)/loss recognized in the year	33,605
The amounts to be recognized in the balance sheet and statements of profit and loss.	---
Present value of obligations as at the end of year	8,14,122
Fair value of plan assets as at the end of the year	---
Funded Status	8,14,122
Net Asset / (Liability) recognized in Balance Sheet	8,14,122
Expenses recognized in statement of Profit & Loss	---
Current Service Cost	3,08,007
Interest Cost	39,979
Expected return on plan assets	---
Net Actuarial (gain) / loss recognized in the year	(33,605)
Expenses recognised in Statement of Profit & Loss	3,14,381

Though as per the Actuarial Valuation the Liability as on 31/03/2009 comes to Rs. 8,14,122/- the company has created a provision of Rs. 8,61,606/- till date.

15. Prior Period Expenses :

Following are the details of prior period Expenses :

Particulars	(Rs.)	(Rs.)
Excise duty expensed off last year now capitalised	105,442	
Excise depreciation charged in last year now reversed	42	105,484
Less :		
Depreciation not charged in last year now charged	393	
Excise duty Capitalised i last year now expensed off	4,228	4,621
Total		100,863

16. Previous years figures have been regrouped and recasted wherever necessary.

For United Van Der Horst Limited

Date : 26th August, 2009

Place : Mumbai

Director

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2009

Particulars	Amount	Amount
Cash flow from Operating Activities		
Net Profit before tax and prior period adjustment		7,418,932
Adjustment for -		
Depreciation	5,269,104	
Loss on Sale of Assets	1,258,345	
Sundry Debtors Written Off	413,565	
Sundry Creditors Written Back	(2,518)	
Interest charges	4,130,960	
Interest on Corporate Deposits	1,644,897	
Misc. Expenses written off	392,280	
Other Income	(59,753)	13,046,879
Operating profit before working capital changes		<u>20,465,811</u>
Adjustment for		
Inventories	1,731,944	
Sundry Debtors	(4,547,625)	
Other Current Assets	(1,301,816)	
Loans & Advances	(4,244,707)	
Deferred Tax	0	
Current Liabilities	(7,019,134)	(15,381,338)
Cash generated from operations		<u>5,084,473</u>
Exhibition Expenses not written off	(0)	(0)
Fringe Benefit Tax (A. Y. 2009-2010)	(0)	(0)
		<u>5,084,473</u>
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(4,814,137)	
Sale of assets	2,240,000	
Sundry Creditors Written off	2,518	
Other Income	0	(2,571,619)
Net cash used in investing activities		<u>2,512,855</u>
Cash Flow from Financing Activities		
Proceeds from long term borrowings	1,090,959	
Proceeds from loans	1,742,554	
Interest paid	(5,775,857)	(2,942,344)
Net change in cash and cash equivalent		<u>(429,490)</u>
Opening Cash Balance as on 1st April 2008		1,051,789
Closing Balance as on 31st March 2009		<u>622,299</u>
		<u>(429,490)</u>

BALANCE SHEET ABSTRACT AND COMPANY GENERAL BUSINESS PROFILE

I. Registration Details

Registration No.	44151	State Code	11
Balance Sheet Date	31.03.2009		

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

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

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

Total liabilities	107,289	Total Assets	107,289
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Sources of Funds

Paid up Capital	39,949	Reserves & Surplus	2,210
Secured Loans	25,767	Unsecured Loans	37,965
Deferred Tax Liability (Net)	1,399		

Application of Funds

Net Fixed Assets	24,390	Investments	NIL
Net Current Assets	48,504	Misc. Expenditure	NIL
Accumulated losses	34,395		

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

Turnover (Gross Revenue)	78,071	Total Expenditure	70,652
Profit / Loss before tax	7,419	Profit / Loss after tax	5,820
Earnings per share	1.46	Dividend Rate	NIL

V. Generic Name of Three Principal Products / Services of Company

Item Code No. NIL
(As per monetary items)

Product Description Reconditioning / Refurbishing

Item Code No. NIL
(As per monetary items)

Product Description Repairs

Item Code No. NIL
(As per monetary items)

Product Description Maintenance

UNITED VAN DER HORST LTD.

Registered Office: E-29/30 MIDC Industrial Area, Talaja, Dist Raigad Navi Mumbai 410208. Maharashtra.

PROXY

I/We

being a member / members of the above named company hereby appoint

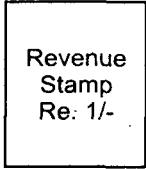
of or failing him

of as my/our proxy to vote for me /us and on my / our behalf at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company to be held at E-29/30, M.I.D.C., Industrial Area, Talaja, Dist Raigad, Maharashtra at 3:00 P.M. on 26th September 2009 or at any adjournment thereof

Dated

Folio No.

No. of Shares



Signature

Note: Proxies must reach the Company's Registered Office not less than 48 hours before the meeting

UNITED VAN DER HORST LTD.

ATTENDANCE SLIP

To be filled in and handed over at the entrance of the Meeting Hall

Regd. Folio No.

No. of Shares

Name of the attending Member (in BLOCK LETTERS)

(Name of the Proxy (in BLOCK LETTERS)

(To be filled in the Proxy attends instead of the Members)

I hereby record my presence at the TWENTY SECOND ANNUAL GENERAL MEETING at E-29/30, M.I.D.C. Industrial Area, Talaja, Dist. Raigad, Maharashtra at 3.00 P.M. on 26th September, 2009.

Signature

BOOK-POST

If undelivered please return to:

M/s Link Intime India Private Limited,
UNIT : **United Van Der Horst Limited**
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West),
Mumbai 400 078