

29th  
Annual Report  
2011-12



*Sah Petroleums Limited*

- Directors** :
- Mr. Rajendra Sah - Chairman
  - Mr. Vivek Sah - Managing Director
  - Mr. Aditya Sah - Joint Managing Director
  - Mr. Bruno P.Y.G. Seghin - Director
  - Mr. Noshir B. Dubash - Independent, Non Executive Director
  - Mr. Alok D. Sukhani - Independent, Non Executive Director
  - Mr. Pradip C. Shah - Independent, Non Executive Director
  - Mr. Vinay G. Rao - Independent, Non Executive Director
- Company Secretary** :
- Mr. D. Malla Reddy
- Auditors** :
- N.D. Daga & Co.  
Chartered Accountants  
5/2, Tardeo AC Market Building, Tardeo Road, Mumbai - 400 034.
- Bankers** :
- Axis Bank Ltd, Nariman Point, Mumbai - 400 021.  
Dena Bank, Sachivalaya Corner, Mumbai - 400 021.  
IDBI Bank, Mumbai.
- Registered Office** :
- 406/407, Embassy Centre, Nariman Point, Mumbai - 400 021.
- Registrars & Share Transfer Agents** :
- Sharex Dynamic (India) Pvt. Ltd.  
Unit-1, Luthra Industrial Premises,  
Andheri Kurla Road, Safed Pool,  
Andheri(E)-Mumbai - 400 072.  
Telephone No: 28515606/28515644: Fax: 28512885
- Plant Locations** :
- 1) Plot No. 5 to 14, Behind Dewan & Shah Indl. Estate, Village: Valiv, Vasai (E), Dist: Thane, India.
  - 2) Survey No. 97 / 2, Daman Industrial Estate, Kadaiya, Daman Pataliya Road, Nani Daman - 396 210.

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## NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Sah Petroleums Limited will be held on Saturday, the 29th September, 2012 at 10.00 A.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2012 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2012.
3. To appoint a Director in place of Mr. Vinay G. Rao, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Pradip C. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint the Auditors of the Company to hold office upto the conclusion of the next Annual General Meeting and fix their remuneration.

By order of the Board  
For **SAH PETROLEUMS LIMITED**

**D. MALLA REDDY**  
Company Secretary

Mumbai, 10th August, 2012.  
**Registered Office:**  
406/407, Embassy Centre,  
Nariman Point, Mumbai – 400 021

### NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.**
2. The instrument(s) appointing the proxy, if any, shall be delivered at the Registered Office of the Company, not less than forty eight (48) hours before the commencement of the Meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. Members are requested to address all their correspondence including change of address and e-mail registration, etc. to the Company's Registrar and Transfer Agent, Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (E) - Mumbai – 400 072.
4. The Ministry of Corporate Affairs has taken a Green initiative in Corporate Governance by allowing paperless compliance by companies. Accordingly companies can now send various documents electronically to those shareholders who register their email addresses. To receive all communications including Annual Reports by e-mail:
  - Holders of shares in physical form are requested to send e-mail registration details to the share transfer

agents, M/s. Sharex Dynamic (India) Pvt. Limited, Mumbai - 400 072.

- Members holding shares in demat form may register their e-mail IDs with their depository participant.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2012 to 29-09-2012 (both days inclusive) for the purpose of determination & entitlement of payment of dividend, if declared, at the ensuing Annual General Meeting. The dividend will be paid on or before 28th October 2012.
  6. Pursuant to the provisions of Section 205C of the Companies Act, 1956 as amended, final dividend warrants for the financially year 2004-05, which remains unpaid or unclaimed for a period of 7 years will be transferred to "Education and Protection Fund" of the Central Government on its due date. Therefore, Members advised to write to the Company regarding their unclaimed dividends, if any, from the financial year 2004-05 to 2009-11 without delay.
  7. Members desiring any information as regards the Accounts are requested to write to the Asst. Vice President (Finance) at the address of Registered Office of the Company at least seven days before the date of the meeting, so that the requisite information is made available at the meeting.
  8. Members / Proxies are requested to bring the Attendance Slip duly filled in.
  9. Members are requested to bring their copies of the Annual Report to the meeting.
  10. Details of Directors seeking appointment and re-appointment at the ensuing Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement).

Name of Director	Mr. Vinay G. Rao	Mr. Pradip C. Saha
Date of Birth	24-03-1944	19-05-1956
Nationality	Indian	Indian
Date of Appointment on Board	05-04-2004	05-04-2004
Qualifications	BE (MET)	B.COM, LLB & FCS
Expertise in Functional Area	Business Individual	Practicing Company Secretary
No. of Shares held in the Company (as on 31.03.2012)	NIL	NIL
List of Directorships held in other Companies	NIL	NIL
Chairman/Member Committee of Boards of other Companies in which he is a Director	NIL	NIL

By order of the Board  
For **SAH PETROLEUMS LIMITED**

**D. MALLA REDDY**  
Company Secretary

Mumbai, 10th August, 2012.  
**Registered Office:**  
406/407, Embassy Centre,  
Nariman Point, Mumbai – 400 021

## DIRECTORS' REPORT

To

**The Members,**

The Directors have pleasure in presenting their Twenty Ninth Annual Report together with the Audited Accounts for the year ended 31st March 2012.

### 1. FINANCIAL RESULTS:

Particulars	(₹ In Lacs)	
	2011-12	2010-11
Net Sales/Income from operations	48006.95	36559.87
Profit before Depreciation, Interest & Taxation	3080.75	2112.23
Interest & Financial Charges	2815.21	176.51
Depreciation	222.60	207.12
Profit before Taxation	42.94	1728.60
Provision for taxes including Deferred tax	28.09	119.36
Profit for the year after taxation	14.85	1609.24
Prior Period Adjustments (Net)	8.98	27.88
Profit / (Loss) for the year	5.87	1581.36
Balance brought forward from previous year	4966.31	3415.56
Amount available for appropriation	4972.18	4996.92
<b>Appropriations:</b>		
- Proposed Dividend	4.40	22.00
- Tax on Dividends	0.72	3.65
- Residual Dividend	0.01	0.02
- General Reserve	5.00	4.94
Total	10.13	30.61
Balance carried to Balance Sheet	4962.05	4966.31

### 2. BUSINESS RESULTS:

Net Sales/Income from operations for the year ended 31st March, 2012 amounted to ₹ 48,006.95 lacs as compared to ₹ 36,559.87 lacs for last year, registering a growth of 31.31%. The profit for the year stood at ₹ 5.87 lacs against the profit of ₹ 1,581.36 lacs in the previous year.

### 3. DIVIDEND:

The Board of Directors, at its meeting held on 30th May, 2012, recommended dividend of ₹ 0.01 per share (0.2%)

on the Equity Shares of ₹ 5/- each for the year ended 31st March, 2012. The dividend will be paid subject to approval of Shareholders at the ensuing Annual General Meeting.

### 4. DIRECTORS:

Directors Mr. Vinay G. Rao and Mr. Pradip C. Shah, Directors, retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment. A brief resume, nature of expertise, details of directorships held in other companies and shareholding in the company as stipulated under clause 49 of the listing agreement with the stock exchanges is appended as an annexure to the notice of the ensuing Annual General Meeting.

### 5. FIXED DEPOSITS:

Your Company has not accepted any Fixed Deposits from the Public and therefore is not required to furnish information in respect of outstanding deposits under Non-Banking Non-Financial Companies (Reserve Bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1975.

### 6. AUDITORS:

The Statutory Auditors of the Company Messrs. N.D. Daga & Co., Chartered Accountants retire at the ensuing Annual General Meeting of the Company and have given their consent for re-appointment. The company has also received Certificate from them under section 224(1B) of the Companies Act, 1956.

As per the requirement of Central Government, pursuant to Section 233B of the Companies Act, 1956 and subject to the approval of the Central Government, the Company has appointed Mr. Dilip Murlidhar Bathija, Cost Accountant, as Cost Auditors to audit the cost accounts of the Company for the financial year ending 31st March, 2012.

### 7. PARTICULARS OF EMPLOYEES:

The company has not paid any remuneration attracting the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975. Hence no information is required to be appended.

### 8. CORPORATE GOVERNANCE:

Your Company has complied with the requirements of Clause 49 of the listing agreement regarding Corporate Governance. A report on the Corporate Governance practices followed by the Company, the Auditors' Certificate on compliance of mandatory requirements thereof and Management Discussion and Analysis are given as annexure to this report.

## 9. CODE OF CONDUCT:

Your Company is committed to conducting its business in accordance with the applicable laws, rules and regulations and highest standards of business ethics. In recognition thereof, the Board of Directors has implemented a Code of Conduct for adherence by the Directors and Senior Management Personnel of the Company. This helps in dealing with ethical issues and also in fostering a culture of accountability and integrity.

## 10. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

- (i) in the preparation of annual accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2012 and of the profit of the company for the year ended on that date;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis.

## 11. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS / OUTGO:

### i. CONSERVATION OF ENERGY:

The Company's operations involve low energy consumption. Adequate measures have, however, been taken to conserve energy.

### ii. TECHNOLOGY ABSORPTION:

The Company is carrying on Research and Development in manufacturing process and the R & D is busy in developing new products to absorb full Technology available with Company.

### iii. FOREIGN EXCHANGE EARNINGS / OUTGO:

#### (a) Earnings in Foreign Exchange:

Export of Sales (FOB) : ₹ 20,99,90,779/-

#### (b) Expenditure in Foreign Exchange:

Import of Raw Material : ₹ 2,86,08,45,496/-

Foreign Travelling : ₹ 33,23,919/-

Royalty : ₹ 67,620/-

Commission on Sales : ₹ 8,03,243/-

Others : ₹ 8,98,825/-

## 12. INDUSTRIAL RELATIONS:

Industrial Relations continued to remain cordial and peaceful.

## 13. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation of the employees at all levels for their dedicated service and contribution to the growth and prosperity of the Company. Your directors also wish to place on record their appreciation for the assistance and co-operation received from Central & State Governments, banks, shareholders and business associates.

On behalf of the Board

Place : Mumbai  
Date : 10th August, 2012

**RAJENDRA SAH**  
Chairman

## CORPORATE GOVERNANCE

### 1. COMPANY'S PHILOSOPHY

Sah Petroleums Limited's philosophy on good Corporate Governance envisages a combination of business practices that result in enhancement of the value of the Company to the shareholders and simultaneously enable the Company to fulfill its obligations to other stakeholders such as customers, employees, vendors, dealers, financier's and to the society at large. Your Company firmly believes that such practices are founded upon the core values of transparency, professionalism, empowerment, equity and accountability.

Your Company makes best endeavors to uphold and nurture these core values in all facets of its operations and aims to increase and sustain its corporate value through growth and innovation. Your Company is fully committed to and continues to follow procedures and practices in conformity with the Code of Corporate Governance as recommended by SEBI Guidelines in clause 49 of the Listing Agreement with the Stock Exchanges, is set out below:

### 2. BOARD OF DIRECTORS

#### 2.1. Composition

The Board of Directors as at 31st March, 2012 comprises of following Eight Directors, out of which four are the Non-Executive & Independent Directors. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the company.

Name of the Director	Position
Mr. Rajendra Sah	Chairman
Mr. Vivek Sah	Managing Director
Mr. Aditya Sah	Joint Managing Director
Mr. Bruno P.Y.G. Seghin	Director
Mr. Noshir B. Dubash	Non-Executive & Independent Director
Mr. Alok Sukhani	Non-Executive & Independent Director
Mr. Pradip C. Shah	Non-Executive & Independent Director
Mr. Vinay G. Rao	Non-Executive & Independent Director

#### 2.2. Meetings and attendance record of each Director

Sah Petroleums Limited held Nine Board Meetings during the year ended 31st March, 2012. These were as under:

2nd May, 2011, 14th May, 2011, 27th July, 2011, 12th August, 2011, 21st September, 2011, 19th October, 2011,

15th November, 2011, 15th February, 2012 and 27th March, 2012.

Director's attendance record and directorships held:

Name of the Director	Attendance Particulars		No. of Other		
	Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
Mr. Rajendra Sah	9	Yes	Nil	Nil	1
Mr. Vivek Sah	6	Yes	Nil	Nil	Nil
Mr. Aditya Sah	8	Yes	Nil	1	Nil
Mr. Bruno P.Y.G. Seghin	2	No	13	Nil	Nil
Mr. N. B. Dubash	9	Yes	Nil	2	1
Mr. Alok Sukhani	9	No	Nil	2	Nil
Mr. Pradip C. Shah	9	Yes	Nil	1	1
Mr. Vinay G. Rao	9	No	Nil	Nil	Nil

#### 2.3. Directors proposed to be reappointed

The brief particulars of the Directors of the Company proposed to be reappointed at the ensuing Annual General Meeting are as under:

**Mr. Vinay G. Rao**, BE (MET) aged 68 years and possesses very rich 48 years experience in the industrial field.

**Mr. Pradip C. Shah**, Practicing Company Secretary and possesses very rich experience in the Legal, Accounts and Company Law matters for more than 32 years. He is 56 years old and is a Chairman of the Audit Committee of the Company.

### 3. BOARD COMMITTEES:

#### (a) AUDIT COMMITTEE

- i) The Audit Committee comprises of three independent non-executive directors, Mr. Pradip C. Shah, Mr. Noshir B. Dubash and Mr. Alok D. Sukhani. Mr. Pradip C. Shah is a Chairman of the Audit Committee.
- ii) The Audit Committee met four times during the year i.e., 14th May, 2011, 12th August, 2011, 15th November, 2011 and 15th February, 2012. Attendance record of each member is as under:

Sr. No.	Name of the Director	No. of Meetings attended
1	Mr. Pradip C. Shah - (Chairman)	4
2	Mr. Noshir B. Dubash	4
3	Mr. Alok D. Sukhani	4

- iii) The Committee acts as a link between the Management, Statutory Auditors and the Board of Directors and oversees the financial reporting process.

**(b) SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE**

- i) The Shareholders'/Investors' Grievance Committee comprises of three directors, Mr. Noshir B. Dubash, Mr. Alok D. Sukhani and Mr. Aditya Sah.
- ii) The Committee met five times during the year i.e., on 2nd May, 2011, 25th July, 2011, 30th September, 2011, 20th December, 2011 and 12th March, 2012. The attendance record of each member is as under:

Sr. No.	Name of the Director	No. of Meetings attended.
1	Mr. Noshir B. Dubash - (Chairman)	5
2	Mr. Alok D. Sukhani	4
3	Mr. Aditya Sah	5

The shareholders/investors grievance committee specifically looks into redressing of shareholders' and investors' complaints such as transfer of shares, non-receipt of dividend warrants, others if any and ensures expeditious share transfer process.

**4. ANNUAL GENERAL MEETINGS**

The Annual General Meetings (AGM) of the company was held at the following places in the last three years.

Year	Date	Time	Venue
2008-09	30.09.2009	10.00 A.M.	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400 001.
2009-10	30.09.2010	10.00 A.M.	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400 001.
2010-11	30.09.2011	10.00 A.M.	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400 001.

No Special Resolutions were put through postal ballot by the Company during the Financial Year 2011-12.

**5. CODE OF CONDUCT**

The Board of Directors has adopted the Code of Business Conduct and Ethics for all Directors of the Company and

Senior Management personnel. The Code of Conduct provisions has been communicated to the directors and members of the Senior Management personnel. The Code has also been posted on the Company's website – [www.sahpetroleums.com](http://www.sahpetroleums.com)

**6. DISCLOSURES**

There were no materially significant related party transactions during the year having conflict with the interest of the company.

The Company has complied with all requirements of the Listing Agreement with the Stock Exchanges as well as regulations and guidelines of SEBI. No penalties were levied by SEBI, Stock Exchanges or any other Statutory Authorities nor passed strictures on matters relating to capital markets during the financial year.

**7. CEO/CFO CERTIFICATION**

**The CEO and the CFO certified to the Board that:**

1. They have reviewed the balance sheet and profit and loss account and all its schedules and notes to accounts, as well as the cash flow statement;
2. Based on their knowledge, information and belief, these statements do not contain any untrue statement of a material fact or omit to state a material fact that might be misleading with respect to the statements made;
3. Based on their knowledge, information and belief, the financial statements and other financial information included in this Report present a true and fair view of the Company's affairs for the period presented in this Report and are in compliance with the existing accounting standards, applicable laws and regulations;
4. To the best of their knowledge, information and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct;
5. They are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting;
6. They have disclosed, based on their most recent evaluation, wherever applicable, to the Company's Auditors and the Audit Committee of the Company's Board of Directors all significant deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps taken or proposed to be taken to rectify the deficiencies;

They have indicated to the Auditors and the Audit Committee:

- Significant changes in the Company's internal control over financial reporting during the year;
- all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements;
- any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.

## 8. MEANS OF COMMUNICATION

The quarterly, half-yearly and yearly results of the Company were published as under.

Quarter (F.Y.2011-12)	Date of Publication	Name of the Newspaper
First	17.08.2011	The Free Press Journal & Navshakti – Mumbai
Second	16.11.2011	The Free Press Journal & Navshakti – Mumbai
Third	16.02.2012	The Free Press Journal & Navshakti – Mumbai
Fourth	01.06.2012	The Free Press Journal & Navshakti – Mumbai

## 9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

Date and Time : 29th September, 2012 at 10.00 A.M.

Venue : M.C. Ghia Hall, Bhogilal Hargovindas - Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001.

Book Closure : 24th September, 2012 to 29th September, 2012.  
(Both days inclusive)

### Dividend Date

The Board of Directors recommended dividend of ₹ 0.01 per share (0.2%) on the Equity Shares of ₹ 5/- each. The dividend will be paid on or before 28th October 2012, after its approval of Shareholders at the ensuing Annual General Meeting.

## Financial Calendar

Financial Year : 1st April 2012 to 31st March 2013

## Results Announcements:

First quarterly results : Second week of August, 2012  
 Second quarterly results : Second week of November, 2012  
 Third quarterly results : Second week of February, 2013  
 Fourth quarterly/Audited results : Audited results by 30th May, 2013.

## Listing of Securities

- National Stock Exchange of India Limited, Mumbai.
- Bombay Stock Exchange Limited, Mumbai.
- Stock Symbol at the National Stock Exchange, Mumbai : SAHPETRO
- Stock Code at the Bombay Stock Exchange, Mumbai : 532543
- ISIN No. for Dematerialisation of shares : INE586G01017

## Market Price Data

High & Low price for shares traded during each month in the financial year at the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited, Mumbai.

Month	NSE		BSE	
	High (₹)	Low (₹)	High (₹)	Low (₹)
April, 2011	30.00	23.05	30.40	23.60
May, 2011	35.50	24.65	35.20	25.00
June, 2011	41.80	27.85	41.80	28.10
July, 2011	37.85	30.25	37.90	32.00
August, 2011	35.35	29.00	35.00	29.20
September, 2011	34.70	27.00	34.45	28.40
October, 2011	30.95	27.05	30.85	27.05
November, 2011	30.85	23.05	29.90	24.00
December, 2011	28.00	21.00	27.70	23.00
January, 2012	27.00	23.00	29.85	22.10
February, 2012	31.30	25.00	30.95	25.00
March, 2012	38.55	28.95	38.50	28.95

## Registrar & Transfer Agents

SHAREX DYNAMIC (INDIA) PVT. LTD  
 Unit-1, Luthra Industrial Premises,  
 Andheri Kurla Road, Safed Pool,  
 Andheri(E)-Mumbai - 400 072.  
 Telephone No: 28515606/28515644  
 Fax: 28512885.  
 E-mail: sharexindia@vsnl.com

## Share Transfer System

Shares sent for transfer in physical form are registered by the Registrar and Share Transfer Agents within 15 days of receipt of the documents and transfer of dematerialized shares are done through the depositories with no involvement of the company.



## Distribution of Shareholding

### Distribution of Shareholding as on 31.03.2012:

No. of Equity Shares	No. of Share holders	% of Share holders	No. of Shares held	% of Share holding
UPTO - 100	3065	37.38	164055	0.37
101 - 200	1433	17.48	243615	0.55
201 - 500	2226	27.16	790344	1.80
501 - 1000	826	10.08	674968	1.53
1001 - 5000	554	6.76	1130623	2.57
5001 - 10000	46	0.56	347449	0.79
10001 - 100000	39	0.48	1120206	2.55
100001 - ABOVE	8	0.10	39528740	89.84
<b>Total</b>	<b>8197</b>	<b>100.00</b>	<b>44000000</b>	<b>100.00</b>

### Shareholding Pattern as on 31.03.2012:

Category	No. of Shares held	% to total shares
Promoters	38230292	86.89
NRI	78815	0.18
FII	1117878	2.54
Bodies Corporate	1007646	2.29
Public	3565369	8.10
<b>Total</b>	<b>44000000</b>	<b>100.00</b>

### Dematerialisation of Shares and Liquidity

The equity shares of the Company are available under dematerialisation form with National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). Total of 4,39,99,550 equity shares aggregating to 99.999% of the total Equity Share Capital is held in dematerialized form as on 31st March, 2012 and the balance of 450 equity shares are held in re-mat physical form.

### Plant Locations

Vasai Plant : Plot No. 5 to 14, Behind Dewan & Shah Industrial Estate, Village Valiv, Vasai (E), Dist: Thane, India.

Daman Plant : Plot No. 97/2, Daman Industrial Estate, Kadaiya, Daman Pataliya Road, Nani Daman – 396 210.

### Registered Office & Address for Correspondence

#### Sah Petroleums Limited

406/407, Embassy Centre,  
Nariman Point,  
Mumbai – 400 021.

Tel No: 022-6630 1911 / 2287 3097

Fax: 022 – 2287 5751

### On behalf of the Board

Place : Mumbai

Date : 10th August, 2012

**RAJENDRA SAH**

Chairman

## AUDITORS CERTIFICATE

To

### The Members of Sah Petroleums Limited

We have examined the compliance of conditions of Corporate Governance by Sah Petroleums Limited for the year ended on 31st March 2012, as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in Clause 49 of 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.

**For N.D. DAGA & CO.**  
Chartered Accountant

Place: Mumbai  
Date : 10th August, 2012

**N.D. Daga**  
Proprietor  
Membership No. 9921

## MANAGEMENT DISCUSSION AND ANALYSIS

### A) Industry Structure & Development:

Sah Petroleums Limited (SPL) is one of the leading manufacturer of industrial lubricants in India and manufacturing wide range of industrial and automotive lubricants, specialties and process oils etc., under the brand name of "IPOL®TM" at Vasai and Daman plants. This industry has much growth potential and is growing globally.

### B) Overview:

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956 and made on a prudent and reasonable basis, in order that the financial statements reflects a true and fair manner the form and substance of transactions, and reasonably present our state of affairs and profit for the year.

The Company's Net Sales/Income from operations for the year ended 31st March, 2012 amounted to ₹ 48,006.95 lacs as compared to ₹ 36,559.87 lacs for last year, registering a growth of 31.31%. The profit for the year stood at ₹ 5.87 lacs against the profit of ₹ 1,581.36 lacs in the previous year.

Considering the performance of the company, the Board of Directors recommended dividend ₹ 0.01 per share (0.2%) on the equity shares of ₹ 5/- each for the financial year 2011-12.

### C) Industry outlook:

The public sector undertakings have dominated the Indian lubes market upto 1993 and they had a collective market share of approximately 89%, but after 1993, the Government has liberalized and decentralised the norms of import of key raw material, determination of pricing regulations and reduction in the custom duties on import of base oil. Due to liberalization policy, the fair competition took place between the private players and public sector undertakings. In today's position, around more than 20 companies are operating in the Indian lubricants market. Until the 1980, lubricants produced in the country were basically simple blends based on low and medium level technologies. More sophisticated lubricants were imported and these amounted for a very small market. The entry of multinationals has led to complex and premium brands being introduced into the Indian market. The Indian lubricants market is the fourth largest in the world.

**Market Segments:** There are two major segments of the lubricants industry. The automotive lubricants segment, which has an approximate market share of 65% and the industrial lubricants segment accounting for the rest.

**Import Threat:** Lubricants are usually made according to the nature of use, climatic conditions, type of road, nature of automobiles and so on. Therefore, it would not be logical to import the same in the country. But at the same time, there is not much difference and the same can be imported if one prefers to do so. In fact, premium products, even as on today, are imported. However, in the general outlook of things import of lubricants in India would not be competitive due to the prevailing import duty structure as well as high freight costs.

In consideration of above, it could be safely noted that the key factors to success for any company in the Lubricant industry would be:

- Good brand image.
- An extensive marketing network.
- Strong financial resources.
- Technological innovations and R&D backup.
- Strategically located manufacturing facilities.

### D) Marketing Strategy:

Company has been in the market for more than three decades under the brand name IPOL. The strategy is to cater to the specific need of the company by way of customising our products, offering the right price at right time. The Company has a marketing network setup all over India. IPOL brand is registered in the name of the Company. The company presently markets its products through its sales offices / depots located at Pune, Delhi, Faridabad, Chandigarh, Chennai, Bangalore, Hyderabad, Baroda, Kolkata, Jamshedpur, Jaipur, Indore, Mehsana, Jabalpur, Patiala, Gaziabad and many Clearing & Forwarding Agents at different locations in India.

In addition to the direct marketing efforts, the company also appoints distributors/agents for both domestic and overseas markets.

### E) Business Strategy:

The Company would continue to focus on the current segments of business considering the market potential, its own inherent strength in terms of its quality, price and timely delivery. The Company has requisite infrastructure and manufacturing facilities due to its constant upgradation/modernization and phased expansion of the same.

The Company is constantly introducing new products on account of its strong in-house R&D and will continue to do the same in the near future and will also direct efforts for increasing its presence in the export markets.

**F) Research and Development:**

The Company's research and development activities are focused on process improvements to optimize cost, introduction of new products. The selection, composition and precise balanced application of additives are necessary for consistent product quality and optimum performance. The Company's research scientists and production technicians work cohesively with high quality additive packages creating quality products adhering to strict Indian and International Quality Standards.

**G) Quality Systems and Certification:**

The Company attaches high priority to Quality Control/ Quality Assurance. The Company's products are subjected to the strictest quality control systems, IPOL range is manufactured to meet national and international standards.

Each IPOL batch, after blending and processing is tested in-house to meet stringent quality standards. The Company's blending facilities and filling plant are in tune with the increasing sophistication of engineering technology, packaging and zero contamination conditions.

**ISO Certification:** The Company has obtained ISO – 9001:2008 and ISO – 14001:2004 certifications from

International Certifications Limited for its quality systems and environment, applicable to manufacturing practices and distribution process across the entire product chain of the company.

**H) Cautionary Statement:**

Statements in this report on Management Discussion and Analysis describing the company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities law or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand–supply, finished goods price in the domestic and overseas markets in which the Company operates, raw-materials cost and availability, changes in Government regulations, tax regimes, economic developments within or outside India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revise any forward-looking statements, on the basis of any subsequent developments, information or events.

## AUDITORS' REPORT

### TO THE MEMBERS OF SAH PETROLEUMS LIMITED

1. We have audited the attached Balance Sheet of Sah Petroleums Limited as at 31st March, 2012, the related statement of Profit and Loss for the year ended on that date annexed thereto, and the Cash Flow Statement for the year ended on that date, which we have signed under reference to this report. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on the 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 the 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 Company Law Board in terms of Section 227 (4A) 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.
4. Further to our comments in the Annexure referred to above, we report that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of the audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the 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 (3 C) of Section 211 of the Companies Act, 1956;
  - e) On the basis of the written representations received from the directors as on March 31, 2012 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2012 from being appointed as director in terms of section 274 (1)(g) of the Act;
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and notes 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:

- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
- ii. In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**For N.D.DAGA & CO.**  
Firm Registration No.101993 W  
Chartered Accountants

**N.D. Daga**  
Proprietor  
Membership No. 9921

Mumbai.

Date: 30th May, 2012

### ANNEXURE REFERRED TO IN PARA I:

- i.
  - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) All the Fixed assets have not been physically verified by management during the year but there is regular programme of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) During the year the company has not disposed off a substantial part of its fixed assets.
- ii.
  - (a) The inventory (excluding stocks with third parties) has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
  - (c) The Company is maintaining proper records of inventory. No material discrepancies have been noticed on physical verification of stocks as compared to books records.
- iii. The Company has neither granted nor taken, during the year, any loans, secured or unsecured, to or from companies, firms or other parties covered in the register maintained under Section 301 of the Act.
- 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, for the purchase of inventory and fixed assets and for the sale of goods. During the course of audit, no major weakness has been noticed in these internal controls.

- v. Based on the audit procedures applied by us and according to the information and explanations provided by the management, the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
- vi. The Company has not accepted any deposits from public within the meaning of Section 58A & 58AA of the Companies Act, 1956, read with Companies (Acceptance of Deposits) Rules, 1975. Accordingly, the provisions of clause 4(vi) of the Companies (Auditor's Report) Order 2003 is not applicable to the company.
- vii. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.
- viii. We have broadly reviewed the basic cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix. (a) The Company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it. There were no arrears as at 31st March 2012 for a period of more than six months from the date they became payable.
- (b) On the basis of our examination of the documents and records, there are no dues of Income Tax, Wealth Tax, Service Tax, Customs duty and Cess which have not been deposited on account of any dispute. The particulars of Sales tax as on 31st March 2012 which have not been deposited on account of disputes is as follows:

Name of Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where the dispute is pending
Central Sales Tax, 1956 and Sales Tax Acts of various States	Central Sales Tax, Local Sales Tax and Commercial Tax	4,15,75,724	2003-04	Appellate Tribunal
		8,84,07,986	1996-97, 2003-04 to 2005-06, 2007-08, 2010-11	Departmental Authorities

- x. The Company has no accumulated losses as at 31st March, 2012 and has not incurred any cash losses in the financial year ended on that date and in the immediately preceding financial year.
- xi. Based on the examination of the books of account and related records and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to the banks.
- xii. According to the information and explanations 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.
- xiii. The company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order 2003 are not applicable to the company.
- xiv. According to the information and explanations given to us, the Company is not dealing 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.
- xv. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions, during the year.
- xvi. On the basis of an overall examination 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 investment.
- xvii. 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, during the year.
- xviii. During the course of our examination of the books and records of the company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the Manager.
- xix. The Company has not raised any money by public issue during the year.

**For N.D.DAGA & CO.**  
Firm Registration No.101993 W  
Chartered Accountants

**N.D. Daga**  
Proprietor  
Membership No. 9921

Mumbai.  
Date: 30th May, 2012

## BALANCE SHEET AS AT 31ST MARCH, 2012

	Note No.	Year Ended 31st March, 2012 Rs.	Year Ended 31st March, 2011 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	220,000,000	220,000,000
Reserves & Surplus	2	1,041,763,039	1,042,673,001
Less: Revaluation Reserve		<u>31,886,313</u>	<u>32,871,079</u>
		<u>1,009,876,726</u>	<u>1,009,801,922</u>
		<u>1,229,876,726</u>	<u>1,229,801,922</u>
<b>Non Current Liabilities</b>			
Long Term Borrowings		-	-
Deferred Tax Liability (Net)	3	24,788,827	21,979,974
Other Long-Term Liabilities	4	10,885,000	8,135,000
Long-Term Provisions	5	<u>4,537,038</u>	<u>2,505,071</u>
		<u>40,210,865</u>	<u>32,620,045</u>
<b>Current Liabilities</b>			
Short Term Borrowings	6	-	-
Trade Payables	7	2,105,446,952	1,650,871,170
Other Current Liabilities	8	160,528,315	140,240,899
Short Term Provisions	9	<u>991,376</u>	<u>3,812,353</u>
		<u>2,266,966,643</u>	<u>1,794,924,422</u>
		<u>3,537,054,234</u>	<u>3,057,346,389</u>
<b>TOTAL EQUITY AND LIABILITIES</b>			
<b>ASSETS</b>			
<b>Non Current Assets</b>			
Fixed Assets	10		
Tangible Assets		344,736,000	350,936,892
Intangible Assets		6,763,544	8,009,754
Capital Work-In-Progress		-	-
Intangible Assets Under Development		<u>797,090</u>	<u>-</u>
		<u>352,296,634</u>	<u>358,946,646</u>
Less: Revaluation Reserve		<u>31,886,313</u>	<u>32,871,079</u>
		<u>320,410,321</u>	<u>326,075,567</u>
Long Term Loans & Advances	11	67,306,855	43,483,362
Other Non Current Assets	12	<u>62,049,211</u>	<u>61,105,332</u>
		<u>129,356,066</u>	<u>104,588,694</u>
<b>Current Assets</b>			
Current Investments	13	455,224,663	410,360,889
Inventories	14	873,556,313	790,709,355
Trade Receivables	15	1,312,406,371	1,059,498,323
Cash And Cash Equivalent	16	293,769,989	229,753,973
Short Term Loans & Advances	17	<u>152,330,511</u>	<u>136,359,589</u>
		<u>3,087,287,847</u>	<u>2,626,682,128</u>
		<u>3,537,054,234</u>	<u>3,057,346,389</u>
<b>TOTAL ASSETS</b>			
Significant Accounting Policies			
Notes On Financial Statements	1 to 39		

As per our report of even date.

For **N. D. DAGA & CO.**  
Firm Registration No. 101993 W  
Chartered Accountants

**N. D. Daga**  
Proprietor  
Membership No. 9921

Mumbai 30.05.2012

For **SAH PETROLEUMS LIMITED**

**Vivek Sah**  
Managing Director

**D. Malla Reddy**  
Company Secretary

**Aditya Sah**  
Jt. Managing Director

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

	Note No.	Year Ended 31st March, 2012 Rs.	Year Ended 31st March, 2011 Rs.
<b>INCOME</b>			
Revenue From Operations	18	4,800,695,467	3,655,986,899
Other Income	19	45,401,549	20,233,285
<b>Total Income</b>		<b>4,846,097,016</b>	3,676,220,184
<b>EXPENDITURE</b>			
Cost Of Materials Consumed	20	3,732,953,401	2,813,447,422
Purchases Of Stock-in-Trade		127,690,575	82,129,114
Changes In Inventories Of Finished Goods	21	(14,726,409)	(29,940,293)
Employee Benefit Expenses	22	150,116,472	128,339,391
Finance Costs	23	281,520,998	17,651,217
Depreciation & Amortization Expenses	24	22,260,290	20,712,392
Other Expenses	25	541,987,681	471,020,311
<b>Total Expenditure</b>		<b>4,841,803,007</b>	3,503,359,554
<b>PROFIT / (LOSS) BEFORE TAX</b>		<b>4,294,009</b>	172,860,629
<b>Tax Expense :</b>			
Current Tax		-	35,500,000
MAT Credit Entitlement		-	(28,258,597)
Deferred Tax		2,808,853	4,694,627
Tax In Respect Of Earlier Years		898,037	2,788,211
<b>Profit / (Loss) For The Year</b>		<b>587,119</b>	158,136,388
<b>Earning Per Equity Share [Face value of Rs. 5/-]</b>			
<b>Basic &amp; Diluted</b>		<b>0.01</b>	3.59
Significant Accounting Policies			
Notes on Financial Statements	1 to 39		

As per our report of even date.

For **N. D. DAGA & CO.**  
Firm Registration No. 101993 W  
Chartered Accountants

**N. D. Daga**  
Proprietor  
Membership No. 9921

Mumbai 30.05.2012

For **SAH PETROLEUMS LIMITED**

**Vivek Sah**  
Managing Director

**Aditya Sah**  
Jt. Managing Director

**D. Malla Reddy**  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

PARTICULARS	2011-12	2010-11
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax	4,294,009	177,246,751
Adjustments for :		
Depreciation	22,260,290	20,712,392
Interest Expenses (Net)	37,425,206	17,213,147
(Profit) / Loss on Fixed Assets sold	4,294,203	4,989,683
Prior Period Expenses (Non Cash Item)	-	(3,809,034)
Dividend Income	(33,359,540)	(13,682,747)
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>34,914,167</b>	<b>202,670,192</b>
Adjustments for :		
Decrease / (Increase) in trade and other receivables	(270,228,160)	(1,158,598,109)
Decrease / (Increase) in inventories	(82,846,958)	(228,899,798)
Increase / (Decrease) in trade and other payables	478,878,203	1,268,071,427
<b>CASH GENERATED FROM OPERATIONS</b>	<b>160,717,252</b>	<b>83,243,711</b>
Income Taxes Refund / (Paid) (net)	(24,315,179)	(15,226,369)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>136,402,073</b>	<b>68,017,342</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Proceeds from Sale of Fixed Assets	203,300	11,254,568
Sale / redemption / (Purchase) of Investments (net)	(44,863,774)	1,217,253
Dividend Received	33,359,540	13,682,747
Purchase of Fixed Assets	(21,092,549)	(39,729,419)
<b>NET CASH (USED IN) / FROM INVESTING ACTIVITIES</b>	<b>(32,393,483)</b>	<b>(13,574,851)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Dividends Paid (including tax thereon)	(2,567,367)	(515,775)
Interest and Finance Charges paid	(37,425,206)	(17,213,147)
<b>NET CASH (USED IN) / FROM FINANCING ACTIVITIES</b>	<b>(39,992,573)</b>	<b>(17,728,922)</b>
<b>NET INCREASE IN CASH AND EQUIVALENTS</b>	<b>64,016,017</b>	<b>36,713,569</b>
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	229,753,973	193,040,404
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	293,769,990	229,753,973

Notes:

Previous year's figures have been regrouped/recast wherever necessary

For **N. D. DAGA & CO.**  
Firm Registration No. 101993 W  
Chartered Accountants

**N. D. Daga**  
Proprietor  
Membership No. 9921

Mumbai 30.05.2012

**D. Malla Reddy**  
Company Secretary

For **SAH PETROLEUMS LIMITED**

**Vivek Sah**  
Managing Director

**Aditya Sah**  
Jt. Managing Director



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## SIGNIFICANT ACCOUNTING POLICIES

### A. Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, except for certain fixed assets which are revalued, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 1956.

### B. Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that effect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

### C. Fixed Assets

Fixed Assets are stated at their original cost except certain Fixed Assets which are adjusted for revaluation.

### D. Depreciation

Depreciation on Fixed Assets has been provided on "Straight Line Method" at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956. Depreciation on account of enhancement in the value of certain Fixed Assets on account of revaluation is adjusted against Revaluation Reserve.

### E. Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the profit and loss account. If at the balance sheet date there is identification that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

### F. Investment

Current Investments are valued at cost or market value whichever is lower.

### G. Inventories

1. Inventories are valued at cost or market value whichever is lower. The company has been following this generally accepted accounting policy in accordance with the Accounting Standard (AS2) on valuation of Inventories.
2. Moulds are amortized over a period of Three years.

### H. Income & Expenditure Recognition

Income & Expenditure are recognized and accounted for on accrual basis. In case of uncertainties in either aspect, revenue recognition is postponed to the time of realizing such claims.

### I. Sales

Sales are recognized when goods are invoiced on despatch to customers and are recorded inclusive of Excise duty but are net of trade discount and Sales Tax.

### J. Foreign Currency Transactions

1. Transactions in foreign currency are recorded at the exchange rate existing at the time of the transaction.
2. Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of monetary items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of the contract is recognized as exchange difference and the premium paid on forward contracts is recognized over the life of the contract.
3. Any income or expense on account of exchange difference either on settlement or on translation is recognized as Revenue.

### K. Retirement and other Employee's Benefit

1. Retirement benefits in the form of Provident Fund & Superannuation Fund is a defined contribution scheme and the contributions are charged to the Profit & Loss Account of the year when the contributions to the respective funds are due. The Company has no other obligation other than the contributions payable.
2. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on Projected Unit Credit Method calculated at the end of each financial year.
3. Leave encashment liability is provided for based on actuarial valuation done as per Projected Unit Credit Method calculated at the end of each financial year.
4. Actuarial gains / losses are immediately taken to profit and loss account and are not deferred.

### L. Research and Development

Capital expenditure on Research and Development (R & D) is included in fixed assets under appropriate heads and revenue expenditure on R & D is charged as expenditure in the year in which it is incurred.

### M. Provision for Current and Deferred Tax

Provision for Current tax is made after taking into account benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book profit and taxable profit using the tax rates and laws that have been enacted or substantively enacted as on Balance Sheet date. The company has taken credit for MAT which it is entitled on future taxable profits.

### N. Segment Reporting

The Company is engaged mainly in Manufacturing of Industrial Oils & Lubricants and as such it is the only reportable segment as per Accounting Standard (AS 17) on Segment Reporting. The geographical segmentation is not relevant as export turnover is not significant in respect to total turnover.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31st March, 2012	Year Ended 31st March, 2011
	Rs.	Rs.
<b>1 SHARE CAPITAL</b>		
<b>Authorized</b>		
4,40,00,000 (4,40,00,000) Equity Shares, Rs. 5/- Par Value	<u>220,000,000</u>	<u>220,000,000</u>
<b>Issued, Subscribed And Paid-Up</b>		
4,40,00,000 (4,40,00,000) Equity Shares, Rs. 5/- Par Value	<u>220,000,000</u>	<u>220,000,000</u>
	<u>220,000,000</u>	<u>220,000,000</u>
<b>Reconciliation of the shares outstanding at the beginning and at the end of the year</b>		
<b>Particulars</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
Shares Outstanding At The Beginning Of The Year	44,000,000	44,000,000
Shares Issued During The Year	-	-
Shares Outstanding At The End Of The Year	44,000,000	44,000,000
<b>The details of Shareholders holding more than 5% shares:</b>		
<b>Name of the Shareholders</b>	<b>No. of Shares</b>	<b>No. of Shares</b>
NAF India Holdings Ltd.	27,300,000	27,300,000
% Age Held	62.05%	62.05%
Rajendra Sah	3,565,935	3,565,935
% Age Held	8.104%	8.104%
Shobha Sah	2,704,000	2,704,000
% Age Held	6.145%	6.145%
<b>2 RESERVES AND SURPLUS</b>		
<b>Capital Reserve</b>	300,000	300,000
<b>Securities Premium Reserve</b>	488,370,841	488,370,841
<b>Revaluation Reserve</b>		
Balance at the beginning of the year	32,871,079	33,855,845
Less: Transferred to Profit & Loss Account	<u>984,766</u>	<u>984,766</u>
	31,886,313	32,871,079
<b>General Reserve</b>		
Balance at the beginning of the year	24,500,000	24,006,148
Add: Transferred from Profit & Loss Account	<u>500,000</u>	<u>493,852</u>
	25,000,000	24,500,000
<b>Profit and Loss Account</b>		
Balance at the beginning of the year	496,631,081	341,555,912
Add: Net Profit / (Loss) for the Year	<u>587,119</u>	<u>158,136,388</u>
Amount Available For Appropriation	497,218,200	499,692,300

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31st March, 2012	Year Ended 31st March, 2011
	Rs.	Rs.
Less: Appropriations		
Transfer to General Reserve	500,000	493,852
Proposed Dividend #	440,000	2,200,000
Corporate Dividend Tax thereon	71,512	365,673
Residual Dividend	803	1,694
Balance at the end of the year	496,205,885	496,631,081
	1,041,763,039	1,042,673,001
# Dividend proposed to be distributed to equity shareholders is Rs. 0.01 (Previous Year Rs. 0.05) per equity share.		
<b>3 DEFERRED TAX LIABILITY (Net)</b>		
Deferred Tax Liability		
Depreciation	26,529,302	23,072,873
Deferred Tax Asset		
Disallowances under the Income Tax Act, 1961	1,740,475	1,092,899
	24,788,827	21,979,974
<b>4 OTHER LONG-TERM LIABILITIES</b>		
Dealer Deposits	10,885,000	8,135,000
	10,885,000	8,135,000
<b>5 LONG TERM PROVISIONS</b>		
Provision for Employee Benefits		
Leave Encashment	4,537,038	2,505,071
	4,537,038	2,505,071
<b>6 SHORT TERM BORROWINGS</b>		
<b>Secured</b>		
Working Capital Loans From Banks	-	-
	-	-

**Note:**

Secured by pari pasu charge by way of:

- i) Hypothecation of:
  - a) Entire current assets both present and future along with Process, Semi Finished Goods, Finished Goods, other working capital lenders
  - b) Entire fixed assets of the company including land & building, Plant & Machinery, Furniture & Fixtures, etc. of the company both present & future along with other working capital lenders.
- ii) Equitable Mortgage on Factory Premises of the Company at Plot No. 5 to 14, Village Valiv, Taluka Vasai, District Thane.
- iii) Equitable Mortgage on office premises at 406/407 and 612 Embassy Centre, Nariman Point, Mumbai - 400021.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31st March, 2012	Year Ended 31st March, 2011
	Rs.	Rs.
<b>7 TRADE PAYABLE</b>		
Acceptances (Refer Note 38)	1,854,317,703	1,307,381,208
Trade Payables	251,129,249	343,489,962
	2,105,446,952	1,650,871,170
<b>8 OTHER CURRENT LIABILITIES</b>		
Advance from Customers	2,316,506	2,161,010
Creditors for Capital Goods	-	1,056,797
Other Payables *	157,639,406	136,167,554
Investors Education & Protection Fund to be credited as and when due :		
Unpaid Dividend	572,404	670,710
Unpaid Application Money & Others	-	184,828
	160,528,315	140,240,899
* Includes Statutory Liabilities, Security Deposit, Payable to Staff and Foreign Currency Payable		
<b>9 SHORT TERM PROVISION</b>		
Provision for Employee Benefits	479,997	1,246,960
Proposed Dividend	440,000	2,200,000
Corporate Dividend Tax	71,379	365,393
	991,376	3,812,353

### FIXED ASSETS (AT COST) Note No 10

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31.03.2011	Additions during the year	Deductions during the year	As at 31.03.2012	Upto 31.03.2011	Provided during the year	W/Back on Deduction/ Adjustment	Upto 31.03.2012	As at 31.03.2012	As at 31.03.2011
<b>Tangible</b>										
Land	56,581,798	1,615,000	-	58,196,798	-	-	-	-	58,196,798	56,581,798
Buildings	65,277,683	2,390,763	-	67,668,446	19,395,900	1,429,296	-	20,825,196	46,843,250	45,881,783
Plant & Equipment	226,811,860	8,700,199	1,775,875	233,736,184	51,969,589	10,863,971	962,743	61,870,817	171,865,367	174,842,271
Furniture & Fixtures	22,000,734	529,788	71,644	22,458,878	7,780,945	1,215,139	23,240	8,972,844	13,486,034	14,219,789
Office Equipments	8,757,932	3,328,007	4,435,506	7,650,433	3,051,953	487,741	2,251,108	1,288,586	6,361,847	5,705,979
Vehicles	56,685,214	812,485	1,062,074	56,435,625	10,210,611	5,420,822	522,648	15,108,785	41,326,840	46,474,603
Computer Systems	16,471,195	2,514,248	7,278,177	11,707,266	9,240,528	2,176,907	6,366,035	5,051,400	6,655,866	7,230,667
<b>Total</b>	<b>452,586,416</b>	<b>19,890,490</b>	<b>14,623,276</b>	<b>457,853,630</b>	<b>101,649,526</b>	<b>21,593,876</b>	<b>10,125,774</b>	<b>113,117,628</b>	<b>344,736,001</b>	<b>350,936,890</b>
<b>Intangible</b>										
Software	9,937,319	404,969	-	10,342,288	1,927,565	1,651,179	-	3,578,744	6,763,544	8,009,754
<b>Total</b>	<b>9,937,319</b>	<b>404,969</b>	<b>-</b>	<b>10,342,288</b>	<b>1,927,565</b>	<b>1,651,179</b>	<b>-</b>	<b>3,578,744</b>	<b>6,763,544</b>	<b>8,009,754</b>
<b>Total</b>	<b>462,523,735</b>	<b>20,295,459</b>	<b>14,623,276</b>	<b>468,195,918</b>	<b>103,577,091</b>	<b>23,245,055</b>	<b>10,125,774</b>	<b>116,696,372</b>	<b>351,499,545</b>	<b>358,946,646</b>
Previous year	431,722,340	51,116,452	20,315,057	462,523,735	85,950,738	21,697,158	4,070,807	103,577,089	358,946,646	345,771,602
								Capital Work in Progress	-	-
								Intangible Assets under Development	797,090	-
								<b>Total</b>	<b>352,296,635</b>	<b>358,946,646</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31st March, 2012	Year Ended 31st March, 2011
	Rs.	Rs.
<b>11 LONG TERM LOANS AND ADVANCES</b>		
Advance Income Tax (Net)	25,257,373	1,839,191
Deposits	10,339,851	9,790,477
Sales Tax Appeals	4,491,977	4,492,458
VAT Receivable	27,217,654	27,361,236
	<b>67,306,855</b>	<b>43,483,362</b>
<b>12 OTHER NON CURRENT ASSETS</b>		
MAT Credit Entitlement	54,151,010	54,151,010
Trade Receivables (Unsecured, Considered Good)	7,898,201	6,954,322
	<b>62,049,211</b>	<b>61,105,332</b>
<b>13 CURRENT INVESTMENTS</b>		
In Mutual Funds (Unquoted) (At cost or market value whichever is lower)		
SBI SHF Ultra Short Term Fund - Institutional (45,49,51,692 Units on 31 <sup>st</sup> March, 2012 of Face Value of Rs. 1,000.60/- each . 3,79,99,685 Units on 31 <sup>st</sup> March, 2011 of Face Value of Rs. 10.006/- each)	455,224,663	400,360,889
Osian's Art Fund Contemporary-I (1,00,000 Units on March 31, 2011 of Face Value of Rs. 10/- each)	-	10,000,000
	<b>455,224,663</b>	<b>410,360,889</b>
<b>14 INVENTORIES</b>		
(At Cost or Market Value Whichever Is Lower)		
Raw Materials	629,479,738	565,414,822
Finished Goods	230,197,261	215,470,852
Stores & Packing Materials	13,753,214	9,442,147
Moulds (At Cost Less Amounts Written Off)	126,100	381,534
	<b>873,556,313</b>	<b>790,709,355</b>
<b>15 TRADE RECEIVABLES</b>		
(Unsecured, Considered Good)		
Over Six Months	24,406,636	19,903,392
Others	1,287,999,735	1,039,594,931
	<b>1,312,406,371</b>	<b>1,059,498,323</b>
<b>16 CASH AND CASH EQUIVALENTS</b>		
Cash On hand	463,263	2,704,608
Balance with Banks:		
Current Accounts	136,734,323	131,193,827
Fixed Deposit (Margin Money)	156,000,000	95,000,000
Unpaid Dividend Account	572,404	855,537
	<b>293,769,989</b>	<b>229,753,973</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31st March, 2012	Year Ended 31st March, 2011
	Rs.	Rs.
<b>17 SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured, Considered Good)		
Advances to Creditors	11,654,951	8,342,093
Loans & Advances to Staff	990,351	1,277,779
Prepaid Expenses	8,148,008	10,912,027
Balance With Government Authorities	76,882,081	79,054,648
Others	54,655,120	36,773,042
	<b>152,330,511</b>	<b>136,359,589</b>
<b>18 REVENUE FROM OPERATIONS</b>		
Sale Of Products	5,464,150,947	4,139,012,061
Other Operating Income		
Bad Debts W/off Recovered	5,721,568	1,192,957
Export Incentives	14,531,370	15,470,716
	<b>5,484,403,886</b>	<b>4,155,675,734</b>
Less : Excise Duty	683,708,419	499,688,835
	<b>4,800,695,467</b>	<b>3,655,986,899</b>
<b>19 OTHER INCOME</b>		
Dividend	33,359,540	13,682,747
Interest Received	11,261,945	6,242,462
Miscellaneous Income	780,064	308,076
	<b>45,401,549</b>	<b>20,233,285</b>
<b>20 COST OF MATERIAL CONSUMED</b>		
<b>Raw Materials:</b>		
Opening Stock	565,414,822	368,679,764
Add: Purchase	3,512,834,596	2,750,604,240
Add: Transport & Dock Expenses	87,083,693	90,155,946
Less: Closing Stock	629,479,738	565,414,822
Raw Materials Consumed	<b>3,535,853,373</b>	<b>2,644,025,129</b>
<b>Packing Material:</b>		
Opening Stock	9,442,147	7,273,900
Add: Purchase	201,411,094	171,590,540
Less: Closing Stock	13,753,214	9,442,147
Packing Materials Consumed	<b>197,100,027</b>	<b>169,422,293</b>
	<b>3,732,953,401</b>	<b>2,813,447,422</b>
<b>21 CHANGES IN INVENTORIES OF FINISHED GOODS:</b>		
Opening Stock	215,470,852	185,530,559
Closing Stock	230,197,261	215,470,852
	<b>(14,726,409)</b>	<b>(29,940,293)</b>
<b>22 EMPLOYEE BENEFITS EXPENSE</b>		
Salaries Wages & Related Payment	141,478,501	121,370,735
Contribution of Provident Funds & Other Funds	5,966,605	5,453,095
Staff Welfare Expenses	2,671,366	1,515,561
	<b>150,116,472</b>	<b>128,339,391</b>
<b>23 FINANCE COST</b>		
Interest Expenses	48,687,151	23,455,609
Bank Charges & Commission	25,480,797	21,464,462
Net (Gain) / Loss on Foreign Currency Translation and Transaction	207,353,049	(27,268,854)
	<b>281,520,998</b>	<b>17,651,217</b>

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

	Year Ended 31st March, 2012	Year Ended 31st March, 2011
	Rs.	Rs.
<b>24 DEPRECIATION AND AMORTISATION EXPENSE</b>		
Depreciation And Amortization	23,245,056	21,697,158
Less: Transferred From Revaluation Reserve	984,766	984,766
	<b>22,260,290</b>	<b>20,712,392</b>
<b>25 OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Power & Fuel	10,452,850	8,061,301
Moulds Amortized	255,434	322,100
Excise Duty #	1,871,094	4,503,880
Machinery & Equipment's Maintenance	5,768,231	7,533,339
Laboratory & R & D Expenses	1,859,982	1,140,690
Production & Processing Expenses	3,988,797	2,518,986
	<b>24,196,387</b>	<b>24,080,296</b>
<b>Administration Expenses</b>		
Motor Vehicle Expenses	5,639,459	5,005,847
Rent	12,701,731	10,683,916
Rates & Taxes	700,967	590,024
Insurance Charges	9,049,011	8,315,892
Conveyance Expenses	3,061,999	2,618,547
Postage, Telephone & Telex	7,833,470	7,261,204
Electricity Expenses	1,656,462	1,650,069
<b>Repair &amp; Maintenance :</b>		
(a) Building	7,964,761	11,011,566
(b) Others	409,486	633,056
Printing & Stationery & Computer Expenses	5,177,570	4,507,808
Legal & Professional Charges	29,026,899	13,008,373
Loss on Disposal / Discard of Fixed Assets	4,294,203	4,989,683
Miscellaneous Expenses	12,525,258	8,686,540
<b>Remuneration to Auditors :</b>		
(a) As Audit Fees	757,725	827,250
(b) For Tax Matters	75,000	300,000
(c) For Other Services (Certification, Tax Audit, etc.)	235,893	258,166
Donation	-	840,000
Prior Period Adjustment (Net)	-	4,386,121
	<b>101,109,893</b>	<b>85,574,062</b>
<b>Selling &amp; Distribution Expenses</b>		
Freight & Forwarding	157,219,453	149,873,012
Commission	43,937,219	26,508,907
Advertisement Expenses	29,184,841	43,547,764
Travelling Expenses	24,893,885	20,046,643
Bad Debts	9,244,976	12,734,101
Sales Promotion Expenses	152,201,027	108,655,526
	<b>416,681,401</b>	<b>361,365,953</b>
	<b>541,987,681</b>	<b>471,020,311</b>

# Excise Duty represents the aggregate of excise duty borne by the Company and difference between excise duty on opening and closing stock of finished goods.

**26** As per information available with the Company, none of the creditors have confirmed that they are registered under the Micro, Small and medium enterprises Development Act, 2006.

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

### 27 Contingent liabilities not provided for:

	2011-2012 Rs.	2010-2011 Rs.
a] Guarantees given by Banks	10,173,994	2,363,154
b] Estimated amount of contracts / capital commitments	2,006,285	5,887,065
c] Claims against the Company not acknowledged as debts:		
(i) Excise matters	9,408,719	9,408,719
(ii) Sales Tax matters	129,983,710	131,079,080

### 28 Value of Imports (C.I.F. Basis):

	2011-2012 Rs.	2010-2011 Rs.
Raw Materials	2,860,845,496	2,089,293,124
Capital Goods	1,289,048	-

### 29 Employee Benefits

Defined benefit plans as per actuarial valuation on 31st March, 2012

	Gratuity Funded 31st March, 2012 Rs.	Gratuity Funded 31st March, 2011 Rs.
<b>I Expenses recognized in the Statement of Profit and Loss for the year ended 31st March, 2012</b>		
1 Current Service Cost	1,391,288	1,050,550
2 Interest Cost	1,016,928	726,664
3 Expected return on plan assets	(608,585)	(594,776)
4 Past Service Cost	-	2,437,573
5 Net Actuarial (Gains) / Losses	(1,077,556)	(293,481)
6 Total Expenses	722,075	3,326,530
<b>II Net Asset/(Liability) recognized in the Balance Sheet as at 31st March, 2012</b>		
1 Present value of Defined Benefit Obligation as at 31st March, 2012	13,629,762	12,219,195
2 Fair value of plan assets as at 31st March, 2012	12,911,297	8,472,805
3 Funded status [Surplus/(Deficit)]	(718,465)	(3,746,390)
4 Net Asset/(Liability) as at 31st March, 2012	(718,465)	(3,746,390)
<b>III Change in obligation during the year ended 31st March, 2012</b>		
1 Present value of Defined Benefit Obligation at beginning of the year	12,219,195	8,236,673
2 Current Service cost	1,391,288	1,050,550
3 Interest cost	1,016,928	726,664
4 Past Service Cost	-	2,437,573
5 Actuarial (Gains) / Losses	(890,501)	(232,265)
6 Benefits Payments	(107,148)	-
7 Present value of Defined Benefit Obligation at the end of the year	13,629,762	12,219,195
<b>IV Change in fair value of asset during the year ended 31st March, 2012</b>		
1 Plan assets at the beginning of the year	8,472,805	7,816,813
2 Expected return on plan assets	608,585	594,776
3 Contribution by Employer	3,750,000	-
4 Actual benefits paid	(107,148)	-
5 Actuarial (Gains) / Losses	187,055	61,216
6 Plan assets at the end of the year	12,911,297	8,472,805
7 Actual return on plan assets	795,640	655,992
<b>V The major categories of plan assets as a percentage of total plan</b>		
1 Insurer Managed Funds	100%	98%
2 Others	-	2%
	100%	100%



## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

### VI Actuarial Assumptions:

1	Discount Rate	8.40%	8.30%
2	Expected Rate of return on Assets	7.50%	7.50%
3	The estimates of future salary increases are considered taking into account the inflation, seniority, promotion and other relevant factors		
4	Salary Escalation	10% for the first year & 7% thereafter	10% for first 3 years & 7% thereafter

### Note:

The above information is certified by actuary.

### 30 Raw Material Consumed

	2011-2012	2010-2011
	Rs.	Rs.
(a) Imported	2,759,976,926	1,905,440,089
	78.06%	69.90%
(b) Indigenous	775,876,447	820,700,084
	21.94%	30.10%

### 31 Packing Material Consumed

	2011-2012	2010-2011
	Rs.	Rs.
(a) Imported	-	-
(b) Indigenous	197,100,027	169,422,293
	100%	100%

### 32 Earnings per Share (EPS)

	2011-2012	2010-2011
	Rs.	Rs.
(i) Profit after Tax	587,119	165,310,721
Profit attributable to Ordinary shareholders	587,119	158,136,389
(ii) No. of Ordinary Shares for Basic EPS	44,000,000	44,000,000
No. of Ordinary Shares for Diluted EPS	44,000,000	44,000,000
(iii) Nominal Value of Ordinary Shares	5.00	5.00
(iv) Basic/Diluted Earnings per Ordinary Shares	0.01	3.59

### 33 Expenditure in Foreign Currency

	2011-2012	2010-2011
	Rs.	Rs.
Travel	3,323,919	1,519,269
Royalty	67,620	69,480
Commission on Sales	803,243	-
Others	898,825	-

### 34 Earning in Foreign Currency:

	2011-2012	2010-2011
	Rs.	Rs.
Export of Goods (FOB Basis)	209,990,779	184,269,267

## NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

### 35 Related Party Disclosure

#### [A] Name of the related parties and description of relationship.

Related Party:	Relationship:
NAF India Holdings Ltd	Investor Company–Controlling Interest
Rajendra Sah	Whole time Director
Vivek Sah	Whole time Director
Aditya Sah	Whole time Director
Shobha Sah	Senior President

Enterprises over which Key management personnel exercise significant influence  
Sah Agrotechs

#### Note:

Related party relationship is as identified by the Company and relied by the Auditors

#### [B] Transactions during the year with related parties:

Sr. No.	Nature of Transaction	Key Management Personnel	Enterprises over which Key management personnel exercise significant influence	Total
		Rs.	Rs.	Rs.
1	Salary & Related Payments	5,817,600 (5,817,600)	- (-)	5,817,600 (5,817,600)
2	Repairs & Maintenance Expenses	- (-)	84,200 (56,900)	84,200 (56,900)

### 36 Derivative transactions:

#### (a) Derivative instruments outstanding as on 31st March, 2012

			2011-2012	2010-2011
			Rs.	Rs.
Acceptances	USD		18,440,746	18,454,375
	INR		938,172,975	822,972,847

#### (b) Foreign exchange currency exposures not covered by derivative instruments as on 31st March 2012

(i) Debtors	USD		500,653	509,847
	INR		25,470,741	21,984,468
(ii) Creditors / Acceptances	USD		18,135,855	10,433,128
	INR		922,666,343	484,408,361

### 37 Acceptances pertain to liability under Secured Letters of Credit from Bank (Details of security is given in Note No. 6)

### 38 Prior period adjustment represent:

			2011-2012	2010-2011
			Rs.	Rs.
Debits relating to earlier years			-	13,387,710
Credits relating to earlier years			-	9,001,588
			-	4,386,122

### 39 Previous years figures have been regrouped / recast wherever necessary.

As per our report of even date.

For **N. D. DAGA & CO.**

Firm Registration No. 101993 W

Chartered Accountants

**N. D. Daga**

Proprietor

Membership No. 9921

Mumbai 30.05.2012

For **SAH PETROLEUMS LIMITED**

**Vivek Sah**

Managing Director

**Aditya Sah**

Jt. Managing Director

**D. Malla Reddy**  
Company Secretary



# Sah Petroleums Limited

Reg. Office: 406/407, Embassy Centre, Nariman Point, Mumbai-400 021.

## ATTENDANCE SLIP

Regd. Folio No. \_\_\_\_\_

\*\*Client I.D \_\_\_\_\_

\*\*D.P. I.D \_\_\_\_\_

### 29<sup>th</sup> Annual General Meeting – 29<sup>th</sup> September, 2012

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the **Twenty Ninth Annual General Meeting** of the Company held on **Saturday, 29<sup>th</sup> September, 2012** at 10.00 A.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001.

\_\_\_\_\_  
\*Member's / Proxy's Name in Block Letters

\_\_\_\_\_  
\*Member's/Proxy's Signature

Note:

1. Member / Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The Copy of the Notice may please be brought to the Meeting Hall.
3. NO GIFTS WILL BE GIVEN.

\*Strike out whichever is not applicable.

----- T E A R   H E R E -----



# Sah Petroleums Limited

Reg. Office: 406/407, Embassy Centre, Nariman Point, Mumbai-400 021.

## PROXY FORM

Regd. Folio No. \_\_\_\_\_

\*\*Client I.D \_\_\_\_\_

\*\*D.P. I.D \_\_\_\_\_

I/We \_\_\_\_\_

of \_\_\_\_\_

as my / our Proxy to attend and vote for me / us on my / our behalf at the **Twenty Ninth Annual General Meeting** of the Company to be held on **Saturday, 29<sup>th</sup> September, 2012** at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 at 10.00 A.M. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Note:-

1. Proxy need not be a member.
2. Proxy form, complete in all respects, should reach the Company's Regd. Office at 406/407, Embassy Centre, Nariman Point, Mumbai – 400 021, not less than 48 hours before the scheduled time of the meeting.

Please Affix
Re. 1/-
Revenue
Stamp

\*\*Applicable only in case of investors holding shares in Electronic form.

\_\_\_\_\_  
Signature

# Book Post

To

If undelivered, please return to:

***Sah Petroleums Limited***

406/407, Embassy Centre, Nariman Point,

Mumbai - 400 021, India

[www.sahpetroleums.com](http://www.sahpetroleums.com)