

The IPOL logo features the word "IPOL" in a bold, italicized, sans-serif font. Above the letters "I" and "P" is a stylized graphic of a bird or a winged figure in flight, rendered in a light, textured style. A registered trademark symbol (®) is located to the right of the word "IPOL".

IPOL[®]

Sah Petroleums Limited

*26th
Annual Report
2008-2009*



Directors	Mr. Rajendra Sah	-	Chairman
	Mr. Vivek Sah	-	Managing Director
	Mr. Aditya Sah	-	Joint Managing Director
	Mrs. Shobha Sah (up to 2nd February, 2009)	-	Executive Director
	Mr. Bruno P.Y.G. Seghin (from 2nd February, 2009)	-	Additional 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.
ICICI Bank, Mumbai.

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

Registrars & Share Transfer Agents : Sharex Dynamic (India) Pvt. Ltd.
17/B, Dena Bank Building, 2nd Floor,
Horniman Circle, Fort, Mumbai - 400 001.
Telephone No: 22702485/22641376, Fax: 22641349.

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 Sixth Annual General Meeting of the Members of Sah Petroleums Limited will be held on Wednesday, the 30th September, 2009 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, 2009 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, 2009.
3. To appoint a Director in place of Mr. Alok D. Sukhani, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Noshir B. Dubash, 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.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:
"RESOLVED that Mr. Bruno P.Y.G. Seghin, who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 2nd February, 2009 and who holds office till the ensuing 26th Annual General Meeting of the Company under Section 260 of the Companies Act, 1956 and in respect of whom a notice under section 257 of the Companies Act, 1956 has been received proposing him as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass the following resolution with or without modification(s), as an Ordinary Resolution:
"RESOLVED that in supersession of the resolution passed at the Extra-Ordinary General Meeting of the Company held on 2nd April, 2004 and pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956, Mr. Rajendra Sah, the Executive Chairman of the Company, be and is hereby re-appointed as Executive Chairman of the Company for a period of five years with effect from 2nd February, 2009 on a remuneration of Rs. 1,00,000/- per month plus other perquisites and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the Board of Directors from time to time and on the terms and conditions set out in the draft agreements, a

copy whereof initialed by the Chairman for the purpose of identification has been placed before this meeting, which draft agreements is hereby specifically approved.

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft agreements to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Rajendra Sah shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed thereunder and the terms of the aforesaid agreements between the Company and Mr. Rajendra Sah shall be suitably modified to give effect to such variation or increase as the case may be.

"FURTHER RESOLVED that in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Rajendra Sah's Office as Executive Chairman, the remuneration and perquisites set out in the aforesaid draft agreements be paid or granted to Mr. Rajendra Sah as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iv) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED that in supersession of the resolution passed at the Extra-Ordinary General Meeting of the Company held on 2nd April, 2004 and pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956, Mr. Vivek Sah, the Managing Director of the Company, be and is hereby re-appointed as Managing Director of the Company for a period of five years with effect from 2nd February, 2009 on a remuneration of Rs. 75,000/- per month plus other perquisites and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the Board of Directors from time to time and on the terms and conditions set out in the draft agreements, a copy whereof initialed by the Chairman for the purpose of identification has been placed before this meeting, which draft agreements is hereby specifically approved.

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary



value thereof as specified in the said draft agreements to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Vivek Sah shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed thereunder and the terms of the aforesaid agreements between the Company and Mr. Vivek Sah shall be suitably modified to give effect to such variation or increase as the case may be.

"FURTHER RESOLVED that in the event of loss or inadequacy of profits, in any financial year of the Company during the term of Mr. Vivek Sah's Office as Managing Director, the remuneration and perquisites set out in the aforesaid draft agreements be paid or granted to Mr. Vivek Sah as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iv) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED that in supersession of the resolution passed at the Extra-Ordinary General Meeting of the Company held on 2nd April, 2004 and pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions of the Companies Act, 1956, Mr. Aditya Sah, the Joint Managing Director of the Company, be and is hereby re-appointed as Joint Managing Director of the Company for a period of five years with effect from 2nd February, 2009 on a remuneration of Rs. 75,000/- per month plus other perquisites and with such increase in remuneration and perquisites, if permissible as per the provisions of the Act and as may be decided by the Board of Directors from time to time and on the terms and conditions set out in the draft agreements, a copy whereof initialed by the Chairman for the purpose of identification has been placed before this meeting, which draft agreements is hereby specifically approved.

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration and perquisites including the monetary value thereof as specified in the said draft agreements to the extent the Board of Directors may consider appropriate and as may be permitted or authorised in accordance with any provision under the Act for the time being in force provided, however, that the remuneration payable to Mr. Aditya Sah shall be within the limits set out in the said Act including the said Schedule XIII to the Act or any amendments thereto or any modification(s) or statutory re-

enactment(s) thereof and/or any rules or regulations framed thereunder and the terms of the aforesaid agreements between the Company and Mr. Aditya Sah shall be suitably modified to give effect to such variation or increase as the case may be.

"FURTHER RESOLVED that in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Aditya Sah's Office as Joint Managing Director, the remuneration and perquisites set out in the aforesaid draft agreements be paid or granted to Mr. Aditya Sah as minimum remuneration provided that the total remuneration by way of salary, perquisites and other allowances shall not exceed the ceiling provided in Section II (1) (A) (iv) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof".

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

"RESOLVED that subject to the approval of Central Government and pursuant to sub-section (1B) of section 314 of the Companies Act, 1956, the authority be and is hereby accorded to the Board of Directors for the appointment of Mrs. Shobha Sah as Senior President, holding office of profit under the Company, she being a relative of the Whole-time Directors, Mr. Rajendra Sah, Mr. Vivek Sah and Mr. Aditya Sah of the Company, for a period of five years with effect from 2nd February, 2009 on a salary of Rs. 40,000/- per month plus other perquisites as per annexure on the terms and conditions set out in the draft Executive Service Agreement, a copy whereof initialed by the Chairman for the purpose of identification has been placed before this meeting, which draft service agreement is hereby approved.

"FURTHER RESOLVED that the Board of Directors of the Company be and is hereby authorised to vary or increase in remuneration and perquisites of Mrs. Shobha Sah including the monetary value thereof as specified in the said service agreement to the extent, the Board may consider appropriate and as may be approved by the Central Government or other applicable provisions under the Companies Act, 1956."

By order of the Board
For SAH PETROLEUMS LIMITED

D. MALLA REDDY
Company Secretary

Mumbai, 31st July, 2009.

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 relative Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956, in respect of special business set out above is annexed hereto.
3. 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.
4. Members are requested to address all their correspondence including change of address, etc. to the Company's Registrar and Transfer Agent, Sharex Dynamic (India) Pvt. Ltd. 17/B, Dena Bank Building, 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 25-09-2009 to 30-09-2009 (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 29th October 2009 to those shareholders, whose names appear on the Register of Members on 24th September, 2009.
6. Members desirous of having any information regarding Accounts are requested to address their queries to the General Manager (Finance) at the 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.
7. Members / Proxies are requested to bring the Attendance Slip duly filled in.
8. Members are requested to bring their copies of the Annual Report to the meeting.
9. **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. Rajendra Sah	Mr.Vivek Sah	Mr.Aditya Sah	Mr. Bruno P.Y.G. Seghin	Mr. Alok D. Sukhani	Mr. Noshir B. Dubash
Date of Birth	22-09-1944	28-10-1970	19-09-1973	07-05-1957	06-12-1963	14-04-1941
Nationality	Indian	Indian	Indian	Belgian	Indian	Indian
Date of Appointment on Board	06-07-1983	11-11-1988	01-10-1998	02-02-2009	05-04-2004	05-04-2004
Qualifications	B.Sc. & LLB	B.Com	B.Com	Law & MBA	B.Com	B.A. & LLB
Expertise in Functional Area	Development & Strategic Planning	Marketing, Admin &HR	Finance, Materials & Secretarial	Investment Professional	Business Individual	Legal Professional
No. of Shares held in the Company (as on 31.03.2009)	35,65,935 (8.10%)	20,80,000 (4.73%)	20,80,000 (4.73%)	NIL	NIL	NIL
List of Directorships held in other Companies	NIL	NIL	NIL	- Navis Capital Partners HK Ltd. - Navis Advisors (I) Private Ltd. - Sky Gourmet Catering Pvt Ltd. - India Hospitality Corp - Oriental Containers Ltd. - Clotex Labels Co. Ltd. - Navis Trimco Holdings Ltd. - Trimco International Holdings Ltd. - Hotels and Food Services Consultants Pvt Ltd. - Nirulas Comer House Pvt. Ltd. - Nirulas and Company Pvt. Ltd. - Far East Management Ltd. - Hui Lau Shan International Ltd - ePak Resources (S) Pte. Ltd.	NIL	NIL
Chairman/Member Committee of Boards of other Companies in which he is a Director	NIL	NIL	NIL	NIL	NIL	NIL

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 for the item numbers 6 to 10 of the accompanying notice is as under.

ITEM NO. 6:

The Board of Directors of the Company had appointed Mr. Bruno P.Y.G. Seghin, as an Additional Director at its meeting held on 2nd February, 2009. Pursuant to the provisions of Section 260 of the Companies Act, 1956 read with Article 36 of Articles of Association of the Company, Mr. Bruno P.Y.G. Seghin holds office only upto the date of the 26th Annual General Meeting.

The Company has received a notice under Section 257 of the Companies Act, 1956 from a member proposing the candidature of Mr. Bruno P.Y.G. Seghin as Director of the Company, liable to retire by rotation. Mr. Bruno P.Y.G. Seghin is the nominee director of foreign promoter "NAF India Holdings Limited" Mauritius and in the personal capacity he does not hold any shares in the Company. None of the Director except Mr. Bruno P.Y.G. Seghin is concerned or interested in the resolution.

The Board recommends appointment of Mr. Bruno P.Y.G. Seghin as Director liable to retire by rotation as set out in Item No.6.

ITEM NO. 7 to 9:

The Company has expanded current business operations in a large all India level and also increased its manufacturing activities. The present Directors of the Company are involved in the day-to-day operations, administration and management of the Company and also look after the expanded business activities. The Company proposes to re-appoint the following Directors w.e.f. 2nd February, 2009 for a period of five years with the following responsibilities:

S.No.	Name of Director	Designation	Responsibility
1.	Mr. Rajendra Sah	Executive Chairman	The overall management of the Company. And more specifically Mentorship, Production and Research and Development.
2.	Mr. Vivek Sah	Managing Director	Marketing, Administration and Sales
3.	Mr. Aditya Sah	Joint Managing Director	Finance, Secretarial and Materials

The Company proposes to pay following remuneration and perquisites w.e.f. 2nd February, 2009.

A. REMUNERATION

Sr. No.	Name of Director	Designation	Remuneration
1.	Mr. Rajendra Sah	Executive Chairman	Rs. 1,00,000/- per month
2.	Mr. Vivek Sah	Managing Director	Rs. 75,000/- per month
3.	Mr. Aditya Sah	Joint Managing Director	Rs. 75,000/- per month

B. PERQUISITES

Sr. No.	Name of Director	Designation	Perquisites
1.	Mr. Rajendra Sah	Executive Chairman	Furnished accommodation or housing allowance (inclusive of rent allowance, expenses incurred on repairs and maintenance and the annualized cost of company provided Furnitures, Fixtures, Furnishings, appliances, etc.) utilities like power, gas and water, staff leave travel assistances, education assistance, medical reimbursement, club fees, personal accident insurance and such other perquisites as may be decided by the Board of Directors of the Company. The total value of perquisites shall not exceed Rs. 50,000/- per month.
2.	Mr. Vivek Sah	Managing Director	Same as no. 1
3.	Mr. Aditya Sah	Joint Managing Director	Same as no. 1

C. PERQUISITES: Non monetary ceiling perquisites.

The following perquisites shall be payable to all the three Directors and which shall not be included in the computation of the ceiling of remuneration as per Schedule XIII of the Companies Act, 1956.

i. Provident Fund:

The Company's contribution to Provident Fund account is as per the rules of the Company. Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income Tax Act, 1961.

ii. Gratuity:

Gratuity not exceeding one-half months' salary for each completed year of service.

iii. Superannuation:

Superannuation premium as applicable and to the extent it is not taxable under the provisions of the Income Tax Act, 1961.

iv. Leave Travel Allowance:

Leave Travel Allowance as per the rules of the company.

v. Leave Encashment:

Leave encashment as per the rules of the company.

D. MINIMUM REMUNERATION

The above remuneration and perquisites has been fixed on the basis of profits as per the audited balance sheet as on 31st March, 2008 and has been fixed as provided in Section II (1) (A) (iv) of Part II of Schedule XIII to the said Act or such other amount and perquisites as may be provided in the said Schedule XIII as may be amended from time to time or any equivalent statutory re-enactment(s) thereof and shall be considered as minimum remuneration.

The Explanatory Statement together with the accompanying Notice should be treated as an abstract of the terms of the Agreement and Memorandum of concern or interest under Section 302 of the Companies Act, 1956.

None of the Director other than Mr. Rajendra Sah, Mr. Vivek Sah and Mr. Aditya Sah is concerned or interested in the resolutions.

Your Directors recommend the resolutions as item No. 7 to 9 for your approval.

ITEM NO. 10:

Mrs. Shobha Sah, who has been appointed by the Board of Directors as the Senior President of your Company w.e.f. 2nd February, 2009 at a salary of Rs. 40,000/- P.M. She is a relative of Mr. Rajendra Sah, Mr. Vivek Sah and Mr. Aditya Sah, who were the whole-time directors of your company. Sub section (1B) of section 314 of the Companies Act, 1956, provides that no relative of a director should either hold or continue to hold any office or place of profit with the consent of the company by Special Resolution and also if requires the approval of the Central Government.

Mrs. Shobha Sah is a qualified person having very rich successful career behind her and having worked last more than 3 decades for the company. Your Directors are definite that inclusion of Mrs. Shobha Sah in the senior cadre of your company will be to the immense benefit to the company.

An agreement entered into with Mrs. Shobha Sah has been kept for the inspection of the members between 10.00 a.m. to 1.00 p.m. during the working days of the company except Saturday and Sundays.

Apart from salary, as mentioned above, provision has been made in the said service agreement for usual allowances and total value of perquisites shall not exceed Rs. 10,000/- P.M.

None of the Director other than Mr. Rajendra Sah, Mr. Vivek Sah and Mr. Aditya Sah is concerned or interested in the resolution.

Your Directors recommend the Special Resolution as item No. 10 for your approval.

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

D. MALLA REDDY
Company Secretary

Mumbai, 31st July, 2009.

Registered Office:

406/407, Embassy Centre,
Nariman Point, Mumbai - 400 021



FINANCIAL HIGHLIGHTS

Balance Sheet

	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.	Year Ended March 31, 2007 Rs.	Year Ended March 31, 2006 Rs.	Year Ended March 31, 2005 Rs.
I SOURCES OF FUNDS					
1 Shareholders Funds					
a. Share Capital	220,000,000	160,000,000	160,000,000	160,000,000	100,000,000
b. Reserves and Surplus	950,802,390	711,601,342	566,465,651	476,928,753	467,262,596
Less: Revaluation Reserve	34,840,611	35,825,377	36,810,143	37,794,909	38,779,675
	915,961,779	675,775,965	529,655,508	439,133,844	428,482,921
Net Worth	1,135,961,779	835,775,965	689,655,508	599,133,844	528,482,921
2 Loan Funds					
a. Secured Loans					35,021,576
b. Unsecured Loans		94,185,000	74,950,000	119,825,000	41,375,000
		94,185,000	74,950,000	119,825,000	76,396,576
3 Deferred Tax Liability	9,454,814	7,395,423	5,193,650	3,337,650	1,657,650
Total	1,145,416,593	937,356,388	769,799,158	722,296,494	606,537,147
II APPLICATION OF FUNDS					
1 Fixed Assets					
a. Gross Block	356,557,329	283,986,448	223,002,657	206,257,967	137,312,558
b. Less: Depreciation	68,283,587	55,353,366	45,401,321	37,410,361	33,478,867
c. Net Block	288,273,742	228,633,082	177,601,336	168,847,606	103,833,691
d. Capital Work-In-Progress	23,574,981	6,155,516	30,873,393	3,034,031	3,866,138
	311,848,723	234,788,598	208,474,729	171,881,637	107,699,829
Less: Revaluation Reserve	34,840,611	35,825,377	36,810,143	37,794,909	38,779,675
	277,008,112	198,963,221	171,664,586	134,086,728	68,920,154
2 Investments	343,380,533	317,837,905	117,553,740	162,627,371	300,296,978
3 Current Assets, Loans and Advances					
a. Inventories	523,973,962	330,080,384	228,270,120	255,584,738	160,409,427
b. Sundry Debtors	863,735,309	737,892,933	487,124,806	349,557,100	197,202,720
c. Cash and Bank Balances	439,774,212	168,736,195	51,604,201	87,768,204	31,446,117
d. Loans and Advances	174,265,929	148,483,685	100,231,618	97,711,375	33,453,243
	2,001,749,412	1,385,193,197	867,230,745	790,621,417	422,511,507
Less: Current Liabilities and Provisions					
a. Current Liabilities	1,469,477,617	923,654,209	412,859,582	382,126,691	205,699,911
b. Provisions	7,243,847	40,983,726	-	9,122,000	5,701,250
	1,476,721,464	964,637,935	412,859,582	391,248,691	211,401,161
Net Current Assets	525,027,948	420,555,262	454,371,163	399,372,726	211,110,346
4 Miscellaneous Expenditure (To the extent not written off or adjusted)					
Share Issue Expenses			26,209,669	26,209,669	26,209,669
Total	1,145,416,593	937,356,388	769,799,158	722,296,494	606,537,147

Profit & Loss Account

	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.	Year Ended March 31, 2007 Rs.	Year Ended March 31, 2006 Rs.	Year Ended March 31, 2005 Rs.
INCOME					
Gross Turnover	2,933,654,572	2,398,225,997	2,090,175,295	1,329,711,805	840,008,850
Less: Excise Duty	380,137,691	343,120,966	293,498,198	182,558,068	114,323,075
Net Turnover	2,553,516,881	2,055,105,031	1,796,677,097	1,147,153,737	725,685,775
Other Income	(114,471,432)	67,094,392	23,873,399	16,819,664	10,649,373
Increase/(Decrease) in Finished Goods	202,150,039	36,173,802	31,614,076	2,514,272	326,254
	2,641,195,488	2,158,373,225	1,852,164,572	1,166,487,673	736,661,402
EXPENDITURE					
Materials	2,062,291,815	1,570,251,926	1,477,909,803	908,365,994	523,373,120
Staff Cost	89,155,291	45,392,263	24,586,739	18,721,751	15,498,258
Other Manufacturing Expenses	194,451,913	128,936,215	87,022,056	56,932,337	53,686,530
Administration Expenses	54,987,584	43,512,909	50,544,376	36,170,716	28,116,543
Selling & Distribution Expenses	140,495,167	105,104,763	74,025,859	44,046,615	30,532,895
	2,541,381,770	1,891,198,076	1,714,088,833	1,064,237,413	651,207,346
PROFIT BEFORE INTEREST, DEPRECIATION & TAX	99,813,718	267,175,149	138,075,739	102,250,260	85,454,056
Interest	81,044,677	38,855,402	13,489,355	7,466,924	4,390,160
Depreciation	13,365,301	10,130,175	7,466,481	4,302,628	2,986,571
PROFIT BEFORE TAX	5,403,740	218,189,572	117,119,903	90,480,708	78,077,325
Provision for Tax - Current Tax	568,000	22,000,000	13,000,000	7,500,000	11,500,000
Deferred Tax	2,059,391	2,201,773	1,856,000	1,680,000	1,470,450
Fringe Benefit Tax	2,840,000	1,826,000	1,500,000	1,253,000	-
Exchange Rate Difference	-	28,800,000	-	-	-
MAT Credit Entitlement	(568,000)	(21,010,000)	-	-	-
PROFIT FOR THE YEAR	504,349	184,371,799	100,763,903	80,047,708	65,106,875
Earning Per Share	0.01	5.76	3.15	2.50	2.03
Book Value Per Share	25.82	26.12	21.55	18.72	16.52
Dividend Payment Track Record	✓	✓	✓	✓	✓

DIRECTORS' REPORT

To

The Members,

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

1. FINANCIAL RESULTS:

Particulars	(Rupees In Lacs)	
	2008-09	2007-08
Gross Turnover	29336.54	23982.26
Profit before Depreciation, Interest & Taxation	998.14	2671.75
Interest	810.45	388.55
Depreciation	133.66	101.30
Profit before Taxation	54.03	2181.90
Provision for taxes including Deferred tax & Fringe Benefit tax and Exchange rate difference	48.99	338.18
Profit for the year after taxation	5.04	1843.72
Balance brought forward from previous year	4055.00	2385.64
Amount available for appropriation	4060.04	4229.36
Appropriations:		
- Income Tax	(0.77)	30.76
- Proposed Dividend	22.00	80.00
- Tax on Dividends	3.74	13.60
- Residual Dividend	0.02	0.00
- General Reserve	2.20	50.00
Total	27.19	174.36
Balance carried to Balance Sheet	4032.85	4055.00

2. BUSINESS RESULTS:

Gross turnover for the year ended 31st March, 2009 amounted to Rs. 29,336.54 lacs as compared to Rs. 23,982.26 lacs for last year registering a growth of 22.33%. The profit for the year stood at Rs. 5.04 lacs against Rs. 1,843.72 lacs for the previous year. The decline in the profit is mainly attributable to Exchange Loss of Rs. 1,559.43 lacs during the year.

3. DIVIDEND:

The Board of Directors, at its meeting held on 30th June, 2009, recommended dividend of Rs.0.05 per share (1%) on the Equity Shares of Rs.5/- each for the year ended 31st March, 2009. The dividend will be paid subject to approval of Shareholders at the ensuing Annual General Meeting.

4. DIRECTORS:

Mr. Alok D. Sukhani and Mr. Noshir B. Dubash, Directors, retire by rotation at the forthcoming Annual General Meeting

and being eligible, offer themselves for re-appointment.

During the year, Mrs. Shobha Sah has resigned from the Board of the Company w.e.f. 2nd February, 2009. Your Directors place on record their sincere appreciation of the valuable services rendered by Mrs. Shobha Sah, during her tenure as Executive Director of your Company.

Mr. Bruno P.Y.G. Seghin, who was appointed as an Additional Director w.e.f. 2nd February, 2009 by the Board of Directors of the Company in its meeting held on 2nd February, 2009. Mr. Bruno P.Y.G. Seghin, hold office of directorship up to the date of the ensuing Annual General Meeting. The Company has received a notice from a member under Section 257 of the Companies Act, 1956 for his appointment as a non-executive director on the board of the Company.

Mr. Rajendra Sah, Mr. Vivek Sah and Mr. Aditya Sah were re-appointed w.e.f. 2nd February, 2009 as the Executive Chairman, Managing Director and Joint Managing Director respectively of your Company for a period of 5 years, subject to the shareholders approval. The Resolutions for the same has been included in the notice of Annual General Meeting.

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. INCREASE IN SUBSCRIBED EQUITY SHARE CAPITAL:

During the year, the subscribed and paid-up equity share capital of the company increased from Rs.16.00 Crores to Rs.22.00 Crores consequent to issue of 1,20,00,000 Equity Shares on a preferential basis.

7. ALLOTMENT OF EQUITY SHARES ON A PREFERENTIAL BASIS:

As per the approval of members at the Extra-Ordinary General Meeting of the Company held on 17th November, 2008, the Company has allotted 1,20,00,000 Equity Shares of the face value of Rs. 5/- each to the NAF India Holdings Limited, Mauritius, on a preferential basis for cash at a price of Rs. 26.65 including a premium of Rs. 21.65. The Company has obtained listing & trading approvals for the same from the Bombay Stock Exchange Ltd and National Stock Exchange of India Ltd.

8. AUDITORS:

The 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.

9. 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.

10. 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.

11. 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.

12. 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, 2009 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.

13. 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)	:	Rs. 16,74,20,993/-
(b) Expenditure in Foreign Exchange	:	
Import of Raw Material	:	Rs. 84,01,96,819/-
Foreign Travelling	:	Rs. 10,55,953/-
Royalty	:	Rs. 53,600/-

14. INDUSTRIAL RELATIONS:

Industrial Relations continued to remain cordial and peaceful.

15. 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: 31st July, 2009

RAJENDRA SAH
Chairman

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2008-09

(Pursuant to Clause 49 of the Listing Agreements entered with the Stock Exchanges)

1. COMPANY'S PHILOSOPHY

The Company adheres to good corporate practices and is constantly striving to better them and adopt the best practices. It is believed that adherences to business ethics and commitment to corporate social responsibility would help the company achieve its goal of maximizing value for all its stakeholders. We at Sah Petroleums Limited are guided by core principles of corporate governance like transparency, integrity, fairness, honesty and accountability.

Your Company confirms the compliance of Corporate Governance with the requirements of the revised guidelines stipulated under Clause 49 of the Listing Agreements with the Stock Exchanges, the details of which are given below:

2. BOARD OF DIRECTORS

2.1. Composition

The Board of Directors as at 31st March, 2009 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
Mrs. Shobha Sah *	Executive Director
Mr. Bruno P.Y.G. Seghin **	Additional 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

Notes: * Resigned w.e.f. 2nd February, 2009; ** Appointed as additional director w.e.f. 2nd February, 2009.

2.2. Meetings and attendance record of each Director

Sah Petroleums Limited held Eleven Board Meetings during the year ended 31st March, 2009. These were as under:

23rd April, 2008, 30th June, 2008, 31st July, 2008, 20th August, 2008, 22nd September, 2008, 17th October, 2008, 31st October, 2008, 29th November, 2008, 31st January, 2009, 2nd February, 2009 and 26th March, 2009.

Director's attendance record and directorships held:

Name of the Director	Attendance Particulars			No. of Other	
	Board Meetings	Last AGM	Director-ships	Committee Member-ships	Committee Chairman ships
Mr. Rajendra Sah	11	Yes	Nil	Nil	1
Mr. Vivek Sah	10	Yes	Nil	Nil	Nil
Mr. Aditya Sah	11	Yes	Nil	1	Nil
Mrs. Shobha Sah*	09	Yes	Nil	Nil	Nil
Mr. Bruno P.Y.G. Seghin **	01	No	14	Nil	Nil

Name of the Director	Attendance Particulars			No. of Other	
	Board Meetings	Last AGM	Director-ships	Committee Member-ships	Committee Chairman ships
Mr. N. B. Dubash	11	Yes	Nil	2	1
Mr. Alok Sukhani	11	Yes	Nil	2	Nil
Mr. Pradip C. Shah	10	Yes	Nil	1	1
Mr. Vinay G. Rao	10	Yes	Nil	Nil	Nil

Notes: * Resigned w.e.f. 2nd February, 2009; ** Appointed as additional director w.e.f. 2nd February, 2009.

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. Alok D. Sukhani, B.Com (Hons) aged 46 years and possesses more than 23 years experience in the industrial field. He is a member of the Shareholders/Investors Grievance and Audit Committee of the Company.

Mr. Noshir B. Dubash, BA, LLB aged 68 years and possesses rich 44 years experience in the industrial field. He is a member of the Shareholders/Investors Grievance Committee and Audit Committee of the Company.

The individual details of Directors and Senior President seeking appointment / re-appointment at the ensuing Annual General Meeting of the Company are provided in the explanatory statement accompanying the notice of the Annual General Meeting.

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 seven times during the year i.e., 30th June, 2008, 31st July, 2008, 29th August, 2008, 31st October, 2008, 29th November, 2008, 31st January, 2009 and 27th February, 2009. Attendance record of each member is as under:

Sr. No.	Name of the Director	No. of Meetings attended
1	Mr. Pradip C. Shah (Chairman)	7
2	Mr. Noshir B. Dubash	7
3	Mr. Alok D. Sukhani	7

- 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 16th June, 2008, 18th August, 2008, 27th October, 2008, 19th January, 2009 and 19th March, 2009. 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	5
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 were held at the following places in last three years.

Year	Date	Time	Venue
2005-06	30.09.2006	10.30 A.M.	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400 001.
2006-07	29.09.2007	10.00 A.M.	M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400 001.
2007-08	30.09.2008	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 2008-09.

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

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:
 - a) Significant changes in the Company's internal control over financial reporting during the year;
 - b) 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;
 - c) 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.2008-09)	Date of Publication	Name of the Newspaper
First	02.08.2008	The Free Press Journal & Navshakti - Mumbai
Second	03.11.2008	The Free Press Journal & Navshakti - Mumbai
Third	02.02.2009	The Free Press Journal & Navshakti - Mumbai
Annual	02.07.2009	The Free Press Journal & Navshakti - Mumbai

9. GENERAL SHAREHOLDERS INFORMATION

Annual General Meeting

Date and Time	: 30th September, 2009 at 10.00 A.M.
Venue	: M.C. Ghia Hall, Bhogilal Hargovindas - Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.
Book Closure	: 25th September, 2009 to 30th September, 2009. (Both days inclusive)

Dividend Date

The Board of Directors recommended dividend of Rs.0.05 per share (1%) on the Equity Shares of Rs.5/- each. The dividend will be paid on or before 29th October 2009, after its approval of Shareholders at the ensuing Annual General Meeting.

Financial Calendar

Financial Year : 1st April 2009 to 31st March 2010

Results Announcements:

First quarterly results	: Last week of July, 2009
Second quarterly results	: Last week of October, 2009
Third quarterly results	: Last week of January, 2010
Fourth quarterly/ Audited results	: Last week of April, 2010 or Audited results by 30th June, 2010.

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 (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April, 2008	17.15	14.10	16.60	14.30
May, 2008	23.20	15.20	23.30	15.00
June, 2008	17.75	12.70	17.75	13.05
July, 2008	16.40	12.15	16.50	13.00
August, 2008	16.45	14.10	16.30	14.10
September, 2008	15.80	10.50	15.34	11.10
October, 2008	30.50	8.00	32.10	8.00
November, 2008	35.35	31.00	35.30	31.00
December, 2008	38.45	33.05	38.50	32.50
January, 2009	40.00	18.15	41.65	18.30
February, 2009	21.15	14.15	21.00	14.30
March, 2009	16.40	13.15	16.10	13.80

Registrar & Transfer Agents

SHAREX DYNAMIC (INDIA) PVT. LTD.
17/B, Dena Bank Building, 2nd Floor, Horniman Circle,
Fort, Mumbai - 400 001.
Tel.: 2270 2485 / 2264 1376, Fax : 2264 1349.
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 31.03.2009:

No. of Equity Shares	No. of Share holders	% of Share holders	No. of Shares held	% of Shares held
UPTO - 100	4490	34.65	257058	0.59
101 - 200	2390	18.44	410490	0.93
201 - 500	3740	28.86	1344188	3.05
501 - 1000	1402	10.82	1154602	2.63
1001 - 5000	858	6.62	1689736	3.84
5001 - 10000	43	0.33	317994	0.72
10001 - 100000	23	0.18	491030	1.12
100001 - ABOVE	13	0.10	38334902	87.12
Total	12959	100.00	44000000	100.00

Shareholding Pattern as on 31.03.2009:

Category	No. of Shares held	% to total shares
Promoters	38230292	86.89
NRI	141443	0.32
Bodies Corporate	565168	1.28
Public	5063097	11.51
Total	44000000	100.00

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, 2009 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 : 31st July, 2009

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 2009, 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

N.D. Daga
Proprietor
Membership No. 9921

Place: Mumbai

Date : 31st July, 2009

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 gross turnover for the year ended 31st March, 2009 amounted to Rs.29,336.54 lacs as compared to Rs. 23,982.26 lacs for last year registering a growth of 22.33%. The profit for the year stood at Rs. 5.04 lacs against Rs. 1,843.72 lacs for the previous year. The decline in the profit is mainly attributable to Exchange Loss of Rs.1,559.43 lacs during the year.

Considering the performance of the company, the Board of Directors recommended dividend @ 1% on the equity shares of Rs.5/- each for the financial year 2008-09.

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 - 9001:2000 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, 2009, the related Profit and Loss Account 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, 2009 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2009 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 explanations given to us, the said financial statements together with 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, 2009;
 - ii. In the case of the Profit and Loss Account, 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.
Chartered Accountant

Place: Mumbai
Date : 30th June, 2009

N.D. Daga
Proprietor
Membership No. 9921

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. (a) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Act. The Company has taken unsecured loans from eight parties covered in the register maintained under Section 301 of the Act. The maximum amount involved during the year and the year end balance of such loan aggregates to Rs. 10,76,35,000/- and Rs. Nil respectively.
- (b) In our opinion, the rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the Company.
- (c) In respect of the aforesaid loans, the Company is regular in repaying the principal amounts as stipulated and is also regular in payment of interest.
- 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 of the Companies Act, 1956, read with Companies Acceptance of Deposit 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. The Central Government has not prescribed the maintenance of cost records by the Company under section 209(1)(d) of the Companies Act, 1956 for any of its products.
- 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, Custom Duty, Excise Duty, Cess and other material Statutory Dues applicable to it. There were no arrears as at 31st March 2009 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, Customs duty and Cess which have not been deposited on account of any dispute. The particulars

of Sales tax as at 31st March 2009 which have not been deposited on account of a dispute is as follows

Name of statute	Nature of Dues	Amount Rs.	Forum where the dispute is pending
MP Commercial Tax Act, 1944	Commercial Tax	153,855	Dy. Commissioner of Commercial Tax, Indore
UP Commercial Tax Act, 1948	Commercial Tax	5,23,360	Asst. Commissioner of Trade Tax Squide Unit-I, Moradabad

- x. The Company has no accumulated losses at the end of the financial year and it has not incurred any cash losses in the current or 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 any 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.
- 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 Preferential Allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xviii. We have verified the end use of money raised by Preferential Allotment of shares to others as disclosed in the notes to accounts. (Note 1(f) of Schedule 21)
- xix. Based upon the audit procedures performed and information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.
- xx. The Company has not raised any money by way of public issue during the year.

For N.D. DAGA & CO.
Chartered Accountant

Place: Mumbai
Date : 30th June, 2009

N.D. Daga
Proprietor
Membership No. 9921



BALANCE SHEET AS AT 31ST MARCH 2009

	Schedule No.	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.
I SOURCES OF FUNDS			
1. Shareholders Funds			
a. Share Capital	1	220,000,000	160,000,000
b. Reserves and Surplus	2	950,802,390	711,601,342
Less: Revaluation Reserve		34,840,611	35,825,377
		<u>915,961,779</u>	<u>675,775,965</u>
		1,135,961,779	835,775,965
2. Loan Funds			
a. Secured Loans	3	-	-
b. Unsecured Loans	4	-	94,185,000
		-	<u>94,185,000</u>
3. Deffered Tax Liability		9,454,814	7,395,423
Total		<u>1,145,416,593</u>	<u>937,356,388</u>
II APPLICATION OF FUNDS			
1. Fixed Assets	5		
a. Gross Block		356,557,329	283,986,448
b. Less: Depreciation		68,283,587	55,353,366
c. Net Block		288,273,742	228,633,082
d. Capital Work-In-Progress		23,574,981	6,155,516
		311,848,723	234,788,598
Less: Revaluation Reserve		34,840,611	35,825,377
		277,008,112	198,963,221
2. Investments	6	343,380,533	317,837,905
3. Current Assets, Loans and Advances			
a. Inventories	7	523,973,962	330,080,384
b. Sundry Debtors	8	863,735,309	737,892,933
c. Cash and Bank Balances	9	439,774,212	168,736,195
d. Loans and Advances	10	174,265,929	148,483,684
		2,001,749,412	1,385,193,197
Less: Current Liabilities and Provisions			
a. Current Liabilities	11	1,469,477,617	923,654,209
b. Provisions	12	7,243,847	40,983,726
		<u>1,476,721,464</u>	<u>964,637,935</u>
Net Current Assets		525,027,948	420,555,261
4. Miscellaneous Expenditure (To the extent not written off or adjusted)		-	-
Total		<u>1,145,416,593</u>	<u>937,356,388</u>
NOTES TO ACCOUNTS	21		

Schedules referred to above and notes attached thereto form an integral part of Balance Sheet

This is the Balance sheet referred to in our report of even date.

For N. D. DAGA & CO.
Chartered Accountants

For SAH PETROLEUMS LIMITED

N. D. Daga
Proprietor
Membership No. 9921

D. Malla Reddy
Company Secretary

Rajendra Sah
Chairman
Aditya Sah
Jt. Managing Director

Mumbai; 30.06.2009



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

	Schedule No.	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.
INCOME			
Gross Turnover		2,933,654,572	2,398,225,997
Less: Excise Duty		380,137,691	343,120,966
Net Turnover		2,553,516,881	2,055,105,031
Other Income	13	(114,471,432)	67,094,392
Increase/(Decrease) in Finished Goods	14	202,150,039	36,173,802
		<u>2,641,195,488</u>	<u>2,158,373,225</u>
EXPENDITURE			
Materials	15	2,062,291,815	1,570,251,926
Staff Cost	16	89,155,291	45,392,263
Other Manufacturing Expenses	17	194,451,913	126,936,215
Administration Expenses	18	54,987,584	43,512,909
Selling & Distribution Expenses	19	140,495,167	105,104,763
		<u>2,541,381,769</u>	<u>1,891,198,076</u>
PROFIT BEFORE INTEREST, DEPRECIATION & TAX			
Interest & Financial Charges	20	99,813,719	267,175,149
Depreciation		81,044,677	38,855,402
		<u>13,365,301</u>	<u>10,130,175</u>
PROFIT BEFORE TAX			
		5,403,740	218,189,572
Provisions for			
- Current Tax		568,000	22,000,000
- Deferred Tax		2,059,391	2,201,773
- Fringe Benefit Tax		2,840,000	1,826,000
- Exchange Rate Difference		-	28,800,000
- MAT Credit Entitlement		(568,000)	(21,010,000)
PROFIT FOR THE YEAR			
		504,349	184,371,799
Balance brought forward from earlier year		405,499,486	238,563,958
NET PROFIT AVAILABLE FOR APPROPRIATION			
		406,003,835	422,935,757
Income Tax		(76,604)	3,076,271
Proposed Dividend		2,200,000	8,000,000
Corporate Dividend Tax thereon		374,000	1,360,000
Residual Dividend		1,649	-
Transfer to General Reserve		220,000	5,000,000
BALANCE CARRIED TO BALANCE SHEET			
		<u>403,284,790</u>	<u>405,499,486</u>
Earning per share (Basic/Diluted) Rs.		0.01	5.76
NOTES TO ACCOUNTS	21		

Schedules referred to above and notes attached thereto form an integral part of Profit and Loss Account

This is the Profit and Loss Account referred to in our report of even date.

For N.D. DAGA & CO.

Chartered Accountants

N.D. Daga
Proprietor

Membership No. 9921

Mumbai; 30.06.2009

D. Malla Reddy
Company Secretary

For SAH PETROLEUMS LIMITED

Rajendra Sah
Chairman

Aditya Sah
Jt. Managing Director



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009

PARTICULARS	2008-2009	2007-2008
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	5,403,740	218,189,572
Adjustments for :		
Depreciation	13,365,301	10,130,175
Interest Expenses (Net)	32,552,819	11,569,524
(Profit) / Loss on Fixed Assets sold	1,141,590	132,149
Dividend Income	(13,149,571)	(15,412,501)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	39,313,879	224,608,919
Adjustments for :		
Decrease / (Increase) in trade and other receivables	(133,849,562)	(285,176,236)
Decrease / (Increase) in inventories	(193,893,578)	(101,810,264)
Increase / (Decrease) in trade and other payables	518,869,529	513,618,354
CASH GENERATED FROM OPERATIONS	230,440,267	351,240,773
Income Taxes Refund / (Paid) (net)	(20,538,454)	(19,270,271)
NET CASH FROM OPERATING ACTIVITIES	209,901,813	331,970,502
B. CASH FLOW FROM INVESTING ACTIVITIES		
Proceeds from Sale of Fixed Assets	2,738,815	80,700
Sale / redemption / (Purchase) of Investments (net)	(25,542,627)	(200,284,165)
Dividend Received	13,149,571	15,412,501
Purchase of Fixed Assets	(95,290,597)	(37,713,019)
NET CASH (USED IN) / FROM INVESTING ACTIVITIES	(104,944,839)	(222,503,983)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Issue of Equity Shares	319,800,000	-
Proceeds from / (Repayment of) Borrowings (net)	(94,185,000)	19,235,000
Dividends Paid (including tax thereon)	(9,361,649)	-
Interest and Finance Charges paid	(32,552,819)	(11,569,524)
Share Issue Expenses	(17,619,490)	-
NET CASH (USED IN) / FROM FINANCING ACTIVITIES	166,081,042	7,665,476
NET INCREASE IN CASH AND EQUIVALENTS	271,038,017	117,131,994
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	168,736,195	51,604,201
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	439,774,212	168,736,195

Notes:

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

For N.D. DAGA & CO.

Chartered Accountants

N.D. Daga
Proprietor

Membership No. 9921

Mumbai; 30.06.2009

D. Mallu Reddy
Company Secretary

For SAH PETROLEUMS LIMITED

Rajendra Sah
Chairman

Aditya Sah
Jt. Managing Director



**SCHEDULES "1" TO "21" ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009**

Schedule No.	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.
1. SHARE CAPITAL		
AUTHORISED		
4,40,00,000 (Previous Year 3,20,00,000) Equity Shares of Rs. 5/- each	<u>220,000,000</u>	160,000,000
	<u>220,000,000</u>	<u>160,000,000</u>
ISSUED, SUBSCRIBED AND PAID UP		
4,40,00,000 (Previous Year 3,20,00,000) Equity Shares of Rs. 5/- each	<u>220,000,000</u>	160,000,000
	<u>220,000,000</u>	<u>160,000,000</u>
Notes:		
Out of the above, 2,19,50,000 (Previous Year 2,19,50,000) Equity Shares of Rs. 5/- each were allotted as fully paid up Bonus Shares by Capitalisation from General Reserve/Accumulated Profits.		
2. RESERVES AND SURPLUS		
1] Capital Reserve	300,000	300,000
2] General Reserve		
Balance as at the beginning of the year	23,786,148	18,391,550
Add: Adjustment for change in Accounting Policy	-	394,598
Transferred from Profit & Loss Account	220,000	5,000,000
	<u>24,006,148</u>	<u>23,786,148</u>
3] Revaluation Reserve		
Balance as at the beginning of the year	35,825,377	36,810,143
Less: Transferred to Profit & Loss Account	984,766	984,766
	<u>34,840,611</u>	<u>35,825,377</u>
4] Security Premium Account	246,190,331	272,400,000
Add: Addition during the year	259,800,000	-
	<u>505,990,331</u>	<u>272,400,000</u>
Less: Share issue expenses	17,619,490	26,209,669
	<u>488,370,841</u>	<u>246,190,331</u>
5] Profit and Loss Account	403,284,790	405,499,486
	<u>950,802,390</u>	<u>711,601,342</u>



**SCHEDULES "1" TO "21" ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009**

Schedule No.	Year Ended	Year Ended
	March 31, 2009	March 31, 2008
	Rs.	Rs.

3. SECURED LOANS

From Banks for Working Capital	-	-
	-	-
	-	-

Note:

Secured by pari pasu charge by way of:

- i) Hypothecation of:
 - a) Present & future stock of Raw Materials, Stock in Process, Semi Finished Goods, Finished Goods, Stores & Spares, Packing Materials of the Company.
 - b) Present & future Book Debts, Outstanding & Receivables of the Company.
 - c) All movables properties including Plant & Machinery, Furniture & Fixtures, etc. of the company.
- 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.

4. UNSECURED LOANS

From Directors	-	87,200,000
From Others	-	6,985,000
	-	94,185,000

5. FIXED ASSETS (AT COST)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 31-03-2008	Additions during the year	Deductions during the year	As at 31-03-2009	Upto 31-03-2008	Provided during the year	W/back on Deduction / Adjustment	Upto 31-03-2009	As at 31-03-2009	As at 31-03-2008
Land	17,333,932	12,720,000	-	30,053,932	-	-	-	-	30,053,932	17,333,932
Buildings	63,485,902	1,791,780	-	65,277,682	15,289,576	1,336,529	-	16,626,105	48,651,577	48,196,326
Furniture & Fixtures	11,819,468	8,112,162	-	19,931,630	4,448,324	840,494	-	5,288,818	14,642,812	7,371,144
Plant & Machinery	161,353,047	11,291,977	495,701	172,149,323	27,992,733	7,620,876	185,695	35,427,914	136,721,409	133,360,314
Vehicles	18,215,445	40,306,704	4,760,650	53,761,499	2,340,190	2,905,456	1,190,251	4,055,395	49,706,104	15,875,255
Fork Lift	2,484,436	-	-	2,484,436	649,651	118,011	-	767,662	1,716,774	1,834,785
Computer Systems	9,294,218	3,648,509	43,900	12,898,827	4,632,892	1,528,701	43,900	6,117,693	6,781,134	4,661,326
Total	283,986,448	77,871,132	5,300,251	356,557,329	55,353,366	14,350,067	1,419,846	68,283,587	288,273,742	228,633,082
Previous year	223,002,657	62,430,896	1,447,105	283,986,448	45,401,321	11,114,941	1,162,896	55,353,366	228,633,082	177,601,336
								Capital Work in Progress	23,574,981	6,155,516
								Total	311,848,723	234,788,598

Notes :

	Previous Year
Depreciation for the year	14,350,067
Less: Additional Depreciation on revalued assets withdrawn from Revaluation Reserve	11,114,941
	984,766
	10,130,175
	<u>13,365,301</u>

**SCHEDULES "1" TO "21" ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009**

Schedule No.	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.
6. INVESTMENTS (Non Trade, Unquoted)		
Current Investments (At cost or market value whichever is lower)		
Investments in Mutual Funds (Unquoted)		
a] SBI Premier Liquid Fund - Institutional - Saving Dividend Plan (2008 - 19,970,221 units, 97,164,216 units purchased, 1,052,687 units cumulated, 118,187,124 units sold)	-	200,351,241
b] SBI SHF Ultra Short Term Fund - Institutional (33,062,673 units purchased, 258,720 units cumulated)	333,380,533	-
c] Prudential ICICI (Blended Plan A-Dividend) (2008 - 10,085,720 units, 10,085,720 units sold)	-	107,486,665
d] Osian's Art Fund Contemporary-I (100,000 units of Rs. 100/- each (2008 - 100,000 units)	10,000,000	10,000,000
	<u>343,380,533</u>	<u>317,837,905</u>
7. INVENTORIES (As certified by the Management)		
(a) Raw Materials	220,083,986	225,457,132
(b) Finished Goods	295,077,822	92,927,783
(c) Stores & Packing Materials (At Cost or Market Value whichever is lower)	8,438,820	10,882,552
(d) Moulds (At Cost less amounts written off)	373,334	812,917
	<u>523,973,962</u>	<u>330,080,384</u>
8. SUNDRY DEBTORS (Unsecured and considered good)		
i. Debts outstanding for a period exceeding six months	75,957,916	20,028,942
ii. Other debts	787,777,393	717,863,991
	<u>863,735,309</u>	<u>737,892,933</u>
9. CASH AND BANK BALANCES		
i. Cash on Hand	2,513,755	6,367,258
ii. Bank Balance with Scheduled Banks:		
In Current Account	67,980,637	75,685,733
In Margin Deposits	48,436,312	24,683,204
In Fixed Deposits	320,843,509	62,000,000
	<u>439,774,212</u>	<u>168,736,195</u>
10. LOANS AND ADVANCES (Unsecured and considered good)		
Advance recoverable in cash or kind or for value to be received	133,680,255	105,383,147
Intercompany deposit including Accrued Interest	-	22,091,361
Deposits	5,987,862	4,186,422
Advance Payments against tax (Net)	13,019,812	(4,187,246)
MAT Credit Entitlement	21,578,000	21,010,000
	<u>174,265,929</u>	<u>148,483,684</u>



**SCHEDULES "1" TO "21" ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009**

Schedule No.	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.
11 CURRENT LIABILITIES		
Acceptances (Refer Note 11)	1,130,679,927	641,759,993
Sundry Creditors	180,153,867	182,859,426
Advance from Customers	1,672,767	2,539,647
Deposit from Dealers	6,535,000	2,085,000
Other liabilities	149,566,319	93,727,061
Investors Education & Protection Fund to be credited as and when due :		
Unpaid Dividend	651,538	498,254
Unpaid Application Money & Others	218,199	184,828
	<u>1,469,477,617</u>	<u>923,654,209</u>
12 PROVISIONS		
Proposed Dividend	2,200,000	8,000,000
Corporate Dividend Tax	374,000	1,360,000
Exchange Rate Difference	-	28,800,000
Provision for Gratuity	2,654,263	1,724,564
Provision for Leave Encashment	2,015,584	1,099,162
	<u>7,243,847</u>	<u>40,983,726</u>
13 OTHER INCOME		
Bad Debts W/off Recovered	278,414	476,785
Miscellaneous Income	66,600	113,367
Exchange Rate Difference	(155,942,994)	27,957,172
Dividend	13,149,571	15,412,501
Profit on Sale of Current Investment	4,691,991	-
Export Incentives	13,429,608	7,483,978
Interest Received	9,855,377	15,650,589
[TDS Rs.2,111,544 (Previous Year Rs. 2,958,358)]		
	<u>(114,471,432)</u>	<u>67,094,392</u>
14 (INCREASE)/DECREASE IN FINISHED GOODS		
Opening Stock	92,927,783	56,753,981
Closing Stock	295,077,822	92,927,783
	<u>(202,150,039)</u>	<u>(36,173,802)</u>
15 MATERIALS		
Raw Materials:		
Opening Stock	225,457,132	155,917,961
Add: Purchase	2,017,240,607	1,596,494,081
Add: Transport & Dock Expenses	39,678,062	43,297,016
	<u>2,282,375,801</u>	<u>1,795,709,058</u>
Less: Closing Stock	220,083,986	225,457,132
Raw Materials Consumed	<u>2,062,291,815</u>	<u>1,570,251,926</u>
16 STAFF COST		
(Refer Note 1(i) of Schedule 21)		
Salaries, Wages & Related Payment	83,091,527	40,937,477
Contribution to Provident and other funds	4,079,273	2,454,101
(Refer Note 10 of Schedule 21)		
Staff Welfare Expenses	1,984,491	2,000,685
	<u>89,155,291</u>	<u>45,392,263</u>

**SCHEDULES "1" TO "21" ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009**

Schedule No.	Year Ended March 31, 2009 Rs.	Year Ended March 31, 2008 Rs.
17 OTHER MANUFACTURING EXPENSES		
Stores Spares and Packing Material	142,598,402	106,136,638
Power & Fuel	10,175,983	9,212,324
Moulds Ammortised	639,583	572,916
Excise Duty	30,401,043	4,994,025
Machinery & Equipments Maintenance	3,959,320	4,768,537
Laboratory & R& D Expenses	609,882	1,251,775
Processing Charges	6,067,700	-
	<u>194,451,913</u>	<u>126,936,215</u>
18 ADMINISTRATION EXPENSES		
Motor Vehicle Expenses	2,577,853	2,242,889
Rent	4,560,149	2,461,559
Rates & Taxes	623,111	503,474
Insurance Charges	4,106,489	2,405,006
Conveyance Expenses	3,406,386	4,618,838
Postage, Telephone & Telex	6,481,173	5,432,761
Electricity Expenses	2,035,549	1,593,761
Repairs & Maintenance:		
(a) Building	6,980,843	8,084,481
(b) Others	264,871	411,271
Printing & Stationery & Computer Expenses	6,432,551	5,056,150
Legal & Professional Charges	8,075,414	6,190,612
Loss on disposal / discard of Fixed Assets	1,141,590	132,149
Miscellaneous Expenses	7,159,894	3,424,448
Security Charges	31,250	238,203
Donation	52,500	111,500
Remuneration to Auditors:		
(a) As Audit Fees (Including quarterly results)	480,629	376,406
(b) For Tax Audit	55,150	28,090
(c) For Tax Matters	157,575	128,090
(d) For Other Services	364,608	73,222
	<u>54,987,584</u>	<u>43,512,909</u>
19 SELLING & DISTRIBUTION EXPENSES		
Freight, Forwarding, etc.	82,213,721	67,961,036
Commission on Sales	15,205,467	8,017,857
Advertisement Expenses	3,995,327	2,912,927
Travelling Expenses	21,125,934	14,861,053
Bad Debts	-	1,021,488
Sales Promotion Expenses	17,954,719	10,330,402
	<u>140,495,167</u>	<u>105,104,763</u>
20 INTEREST & FINANCIAL CHARGES		
Interest Paid	42,408,196	27,220,113
Bank Charges & Commission	35,911,579	11,635,289
Others	2,724,903	-
	<u>81,044,677</u>	<u>38,855,402</u>



SCHEDULES "1" TO "21" ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

Schedule No.

21. NOTES TO ACCOUNTS:

1] Significant Accounting Policies:

a] Fixed Assets

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

b] 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.

c] Investment

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

d] 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.

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] Statement of Utilisation of funds from Preferential Allotment of Share as at 31st March 2009

1. During the year company allotted on preferential basis 1,20,00,000 shares @ Rs.26.65 and received Rs. 31,98,00,000/-, The said amount has been kept in Fixed Deposit with a scheduled bank pending utilization.

2. Expenses of Rs. 1,76,19,490 incurred in connection with the above Preferential Allotment have been adjusted against Securities Premium Account in terms of Section 78 of the Companies Act, 1956.

g] 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.

h] 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.

i] 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 and in case of monetary items which are not covered by forward exchange contracts, management out of abundant caution provide for addition liability arising from volatile foreign exchange rates in respect of unpaid liabilities.

3. Any income or expense on account of exchange difference either on settlement or on translation is recognized as Revenue.

j] 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.

k] 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.

l] 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.

m] 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.

2] The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure relating to amounts unpaid as at the year end together with interest paid / payable under this Act have not been given.

	2008-2009	2007-2008
	Rs.	Rs.
3] Contingent liabilities not provided for :		
a] Guarantees given by Banks	2,911,975	1,223,219
b] Estimated amount of contracts / capital commitments	425,400	5,887,877
c] Claims against the Company not acknowledged as debts:		
(i) Excise Matter	9,408,719	9,408,719
(ii) Others	158,875	158,875

Note: Item no. C(i)

(The Company has contested the same in appeal and as per legal advice the said claim is not sustainable).

4] Related Party Disclosure

(a) Name of the related parties and description of relationship.

Related Party:

NAF India Holdings Ltd
Shri Rajendra Sah
Shri Vivek Sah
Shri Aditya Sah
Smt. Shobha Sah

Relationship:

Investor Company - Controlling Interest
Whole time Director
Whole time Director
Whole time Director
Whole time Director (upto 2nd February 2009)

(b) Relatives of Key management personnel

Shri Rajendra Sah HUF
Shri Vivek Sah HUF
Shri Aditya Sah HUF
Smt. Chaitali A. Sah
Smt. Asha V. Sah

(c) Enterprises over which Key management personnel exercise significant influence

Sah Exports
Sah Marketing Company
Industrial Trading Company
Sah Agrotechs

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

[B] Transactions:

Sr. No.	Nature of Transaction	Key Management Personnel	Relatives of Key Management Personnel	Enterprises over which Key Management personnel exercise significant influence	Total
1.	Salary & Related Payments	3,022,137 (1,828,963)	- (-)	- (-)	3,022,137 (1,828,963)
2.	Promotional Goods	-	-	638,385	638,385
3.	Garden Development Expenses	-	-	(1,258,290)	(1,258,290)
4.	Purchase of Land	63,60,000	-	63,60,000	12,720,000
5.	Loans Received	-	-	-	-
		(87,200,000)	(-)	(-)	(87,200,000)

5] Remuneration of Directors

	2008-2009	2007-2008
	Rs.	Rs.
Salaries	2,700,000	1,200,000
Perquisites	322,137	628,963
Contribution of provident and superannuation funds	324,000	144,000

6] Earnings per Share (EPS)

	2008-2009	2007-2008
	Rs.	Rs.
(i) Profit after Tax	504,349	184,371,799
Profit attributable to Ordinary shareholders	504,349	184,371,799
(ii) No. of Ordinary Shares for Basic EPS	36,043,836	32,000,000
No. of Ordinary Shares for Diluted EPS	36,043,836	32,000,000
(iii) Nominal Value of Ordinary Shares	5.00	5.00
(iv) Basic/Diluted Earnings per Ordinary Shares	0.01	5.76



7]	Deferred Tax Liability (Net)	Deferred tax liability/(asset) 2007-2008	Current year Charge/(Credit)	Deferred tax Liability/(asset) 2008-2009
(a)	Deferred Tax Liability			
	Depreciation	7,836,575	2,439,692	10,276,267
(b)	Deferred Tax Asset			
	Adjustment of item u/s 43 B	(441,152)	(380,301)	(821,453)
(c)	Deferred Tax	7,395,423	2,059,391	9,454,814
8]	The Company has made current tax provision for Minimum Alternate Tax (MAT) u/s 115JB of the Income Tax Act, 1961. As per the provisions of Section 115 JAA, MAT Credit receivable has been recognized on the basis of return of income filed for the previous years and MAT provided for the current year.			
9]	Derivative transactions :			
(a)	Derivative instruments outstanding as on 31 st March, 2009			
			2008-2009	2007-08
			(Rs.)	(Rs.)
	Acceptances	USD	Nil	Nil
		INR	Nil	Nil
(b)	Foreign exchange currency exposures not covered by derivative instruments as on 31st March 2009.			
i)	Debtors	USD	161,435	260,183
		INR	8,261,508	10,438,551
ii)	Acceptances	USD	17,851,947	15,996,012
		INR	851,369,831	641,759,993
10]	EMPLOYEE BENEFITS:			
	Defined benefit plans as per actuarial valuation on 31 st March, 2009			
I	Expenses recognized in the Statement of Profit and Loss for the year ended 31st March, 2009		Gratuity Funded Rs. 31.03.09	Gratuity Funded Rs 31.08.08
1	Current Service Cost		614,554	313,975
2	Interest Cost		506,612	285,879
3	Employee Contributions		-	-
4	Expected return on plan assets		(336,646)	(234,805)
5	Net Actuarial (Gains) / Losses		1,842,743	1,361,908
6	Past Service Cost		-	(2,393)
7	Settlement Cost		-	-
8	Total Expenses		2,654,263	1,724,564
II	Net Asset/(Liability) recognized in the Balance Sheet as at 31st March, 2009			
1	Present value of Defined Benefit Obligation as at 31st March, 2008		7,635,982	5,745,197
2	Fair value of plan assets as at 31st March, 2008		(4,981,719)	(4,415,231)
3	Funded status [Surplus/(Deficit)]		(2,654,263)	(1,329,966)
4	Net Asset/(Liability) as at 31st March, 2008		(2,654,263)	(1,329,966)
III	Change in obligation during the year ended 31st March, 2009			
1	Present value of Defined Benefit Obligation at beginning of the year		5,745,197	3,480,634
2	Current Service cost		641,554	313,975
3	Interest cost		506,612	285,879
4	Settlement cost		-	-
5	Past Service cost		-	-
6	Employee Contributions		-	-
7	Actuarial (Gains) / Losses		1,904,927	1,736,824
8	Benefits Payments		(1,162,308)	(72,115)
9	Present value of Defined Benefit Obligation at the end of the year		7,635,982	5,745,197
IV	Change in fair value of asset during the year ended 31st March, 2009			
1	Plan assets at the beginning of the year		4,415,231	3,877,625
2	Assets acquired on amalgamation in previous year		-	-
3	Settlements		-	-
4	Expected return on plan assets		336,646	234,805
5	Contribution by Employer		1,329,966	-
6	Actual benefits paid		(1,162,308)	(72,115)
7	Actuarial (Gains) / Losses		62,184	374,916
8	Plan assets at the end of the year		4,981,719	4,415,231
9	Actual return on plan assets		398,830	609,721
V	The major categories of plan assets as a percentage of total plan			
1	Special Deposit Scheme		-	2%
2	Insurer Managed Funds		99%	96%
3	Others		1%	2%
			100%	100%
VI	Actuarial Assumpitons:			
1	Discount Rate		7.95%	8.5%
2	Salary Escalation		10% for first 4 years & 7% thereafter	10% for first 5 years & 7% thereafter

Note:

The above information is certified by actuary.

- 11] Acceptances pertain to liability under Secured Letters of Credit from Bank. (Details of security is given in note to Schedule 3)
 12] ADDITIONAL INFORMATION AS FAR AS APPLICABLE PURSUANT TO PART II OF SCHEDULE VI OF THE COMPANIES ACT 1956.

I. Particulars of Capacity:

(i) Licensed Capacity

Not applicable

(ii) Installed Capacity:

Installed capacity for the manufacturing of Industrial Oils and Lubricants - 80,000 KL per annum (approx).

Since the companies installed capacity is dependent on Product-mix, which in turn is dependent on the basis of actual demand for various products from time to time, it is not feasible for the company to give the exact installed capacity. The company has, however indicated the installed capacity on the basis of the normal year's product-mix as certified by the Managing Directors and the same being a technical matter is accepted by the Auditors.

II. Particulars in respect of opening and closing stocks, production, purchases and sales of goods produced and traded:

	2008-2009		2007-2008	
	Qty. Lt.	Value (Rs.)	Qty. Lt.	Value (Rs.)
<u>Opening Stock</u>				
Oils & Lubricants	1,520,593	92,840,446	1,157,516	56,666,644
Traded Goods	1,002	87,337	1,002	87,337
<u>Purchases</u>				
Traded Goods				
<u>Sales</u>				
Oils & Lubricants	49,420,787	2,555,316,881	50,918,117	2,055,105,031
Traded Goods				
<u>Closing Stock</u>				
Oils & Lubricants	2,735,811	294,990,485	1,520,593	92,840,446
Traded Goods	1,002	87,337	1,002	87,337
<u>Excess/(Shortage)</u>				
Oils & Lubricants	8,787		4,928	
Loss due to Fire	(235,537)			
<u>Actual Production</u>				
Oils & Lubricants	50,862,755		51,286,122	
III. <u>Raw Materials Consumed :</u>				
Oils & Lubricants	52,775,582	2,062,291,815	51,959,161	1,570,251,926

IV. Imported / Indigenous Materials Consumed :

	2008-2009		2007-2008	
	Imported	Indigenous	Imported	Indigenous
Raw Materials	829,871,351	1,232,420,464	636,476,259	933,775,667
	40.24%	59.76%	40.53%	59.47%
Stores & Spares		142,598,402		106,136,638
		100%		100%

V. Value of Imports (C.I.F. Basis) :

	2008-2009	2007-2008
	Rs.	Rs.
Raw Materials	840,196,819	738,870,815

VI. Expenditure in Foreign Currency

Travel	1,055,953	3,778,158
Royalty	53,600	28,525
Others		212,476

VII. Earning in Foreign Exchange :

Export of Goods (FOB Basis)	167,420,993	108,923,934
-----------------------------	-------------	-------------

- 13] Previous years' figures have been regrouped / recast wherever necessary.

Signature to Schedule "1" to "21".

For N.D. DAGA & CO.
Chartered Accountants

N.D. Daga
Proprietor
Membership No. 9921

Mumbai; 30.06.2009

For SAH PETROLEUMS LIMITED

Rajendra Sah
Chairman
Aditya Sah
Jt. Managing Director

D. Malla Reddy
Company Secretary



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I Registration Details

Registration No.

		0	3	0	3	7	2
--	--	---	---	---	---	---	---

State Code

		1	1
--	--	---	---

Balance Sheet Date

		3	1
--	--	---	---

		0	3
--	--	---	---

		2	0	0	9
--	--	---	---	---	---

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

Public Issue

						N	I	L
--	--	--	--	--	--	---	---	---

Rights Issue

						N	I	L
--	--	--	--	--	--	---	---	---

Bonus Issue

						N	I	L
--	--	--	--	--	--	---	---	---

Private Placement

				6	0	0	0	0
--	--	--	--	---	---	---	---	---

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

Total Liabilities

		1	1	3	5	9	6	2
--	--	---	---	---	---	---	---	---

Total Assets

		1	1	3	5	9	6	2
--	--	---	---	---	---	---	---	---

Sources of Funds

Paid up Capital

		2	2	0	0	0	0
--	--	---	---	---	---	---	---

Reserves & Surplus

		9	1	5	9	6	2
--	--	---	---	---	---	---	---

Secured Loan

						N	I	L
--	--	--	--	--	--	---	---	---

Unsecured Loan

						N	I	L
--	--	--	--	--	--	---	---	---

Application of Funds

Net Fixed Assets

		2	7	7	0	0	8
--	--	---	---	---	---	---	---

Investment

		3	4	3	3	8	1
--	--	---	---	---	---	---	---

Net Current Assets

		5	1	5	5	7	3
--	--	---	---	---	---	---	---

Misc. Expenditure

						N	I	L
--	--	--	--	--	--	---	---	---

Accumulated Losses

						N	I	L
--	--	--	--	--	--	---	---	---

IV Performance of Company (Amount in Rs. Thousands)

Turnover

		2	6	4	1	1	9	5
--	--	---	---	---	---	---	---	---

Total Expenditure

		2	6	3	5	7	9	1
--	--	---	---	---	---	---	---	---

+ -

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✓

Profit / Loss Before Tax

				5	4	0	4
--	--	--	--	---	---	---	---

+ -

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✓

Profit / Loss After Tax

				5	0	4
--	--	--	--	---	---	---

Earning per share in Rs.

				0	0	1
--	--	--	--	---	---	---

Dividend Rate %

								1
--	--	--	--	--	--	--	--	---

V Generic Name of Three Principal Products of the Company (as per monetary items)

Item Code No. (ITC Code)	2 7 1 0 1 9 8 0	Product Description	LUBRICATING PETROLEUM OIL
--------------------------	-----------------	---------------------	---------------------------

Item Code No. (ITC Code)	3 4 0 3 1 9 0 0	Product Description	LUBRICATING PREPARATION CUTTING OIL
--------------------------	-----------------	---------------------	-------------------------------------

Item Code No. (ITC Code)	2 7 1 0 1 9 9 0	Product Description	LUBRICATING GREASE
--------------------------	-----------------	---------------------	--------------------

For N.D. DAGA & CO.
Chartered Accountants

N.D. Daga
Proprietor
Membership No. 9921

Mumbai, 30.06.2009

D. Malla Reddy
Company Secretary

For SAH PETROLEUMS LIMITED

Rajendra Sah
Chairman
Aditya Sah
Jt. Managing Director



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 _____

26th Annual General Meeting – 30th September, 2009

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

I hereby record my presence at the Twenty Sixth Annual General Meeting of the Company held on Wednesday, 30th September, 2009 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 Sixth Annual General Meeting of the Company to be held on Wednesday, 30th September, 2009 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 _____ 2009.

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.

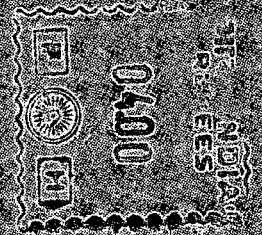
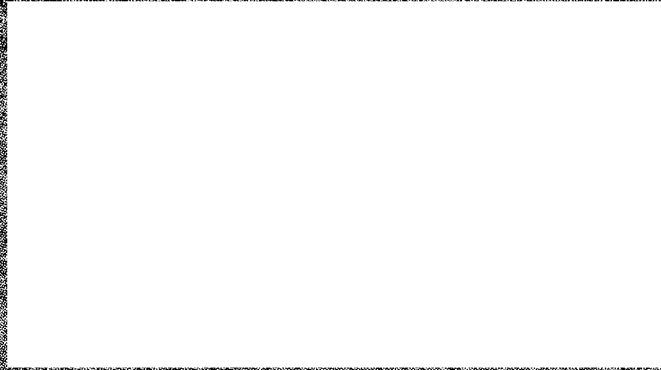
**Applicable only in case of investors holding shares in Electronic form.

Please Affix
Re. 1/-
Revenue
Stamp

Signature _____

Book Post

To



If undelivered, please return to:

SAP Petroleum Limited
406/407, Embassy Centre
Nariman Point, Mumbai 400 021