

BOARD OF DIRECTORS

Chairman

A. H. Firodia

Managing Director

Dinesh Munot

Jt. Managing Director

Jinendra Munot

Executive Director

Utkarsh Munot

Non-Executive Directors

D. S. Bomrah

Dr. Wolfgang Zeitz (up to 31.12.2008)

Abhay Firodia (up to 23.05.2009)

Manish Motwani

Dr. Dinesh Bothra

Walter Salvasohn

Ludwig Rapp

M. L. Rathi

Dr. Hans Friedrich Collenberg (w.e.f. 26.05.2009)

Shridhar S. Kalmadi (w.e.f. 26.05.2009)

Mr. Klaus Traeder

(Alternate Director for Mr. Walter Salvasohn w.e.f. 22.10.2008)

Mr. B. S. Iyer

(Alternate Director for Dr. Hans Friedrich Collenberg w.e.f. 26.05.2009)

AUDIT COMMITTEE

Manish Motwani (Chairman)

D. S. Bomrah

Dr. Dinesh Bothra

SHAREHOLDERS' GRIEVANCE COMMITTEE

Dr. Dinesh Bothra

REMUNERATION COMMITTEE

D. S. Bomrah (Chairman)

Manish Motwani

AUDITORS

M/S N. F. Karnavat & Co.

Chartered Accountants, Pune.

(up to 29.07.2009)

M/s Patankar & Associates

Chartered Accountants, Pune

(w.e.f. 29.07.2009 - Appointment subject to approval by shareholders at 29th AGM)

BANKERS

Bank of Maharashtra

Canara Bank

HDFC Bank Ltd.

REGISTERED OFFICE & WORKS

Gat Nos. 1242 & 1244, Village Vadu Budruk,
Taluka Shirur, Dist. Pune - 412 216
Maharashtra.

CORPORATE OFFICE

601-602, MCCIA Trade Tower,
International Convention Centre 'A' Wing
403 A, Senapati Bapat Road, Pune- 411 016
Tele : 020-3021 1600
Fax No: 020-3021 1699 .
E-mail : satish.mehta@zfindia.com

SHARE TRANSFER AGENTS

M/s. Link Intime India Pvt. Ltd ,
(Formerly Intime spectrum Registry Ltd.)
Block No. 202, A Wing, 2nd Floor,
Akshay Complex, off Dhole Patil Road,
Pune- 411 001. Tele: 020 - 26051629
Fax: 020 - 26053503

COMPANY SECRETARY & DGM - FINANCE
Satish Mehta

NOTICE

Notice is hereby given that the **Twenty-Ninth Annual General Meeting** of the Members of **ZF STEERING GEAR (INDIA) LIMITED** will be held as scheduled below:

Day : Wednesday

Date : July 29, 2009

Time : 4.30 p.m.

Place : Registered Office of the Company
Gat Nos. 1242/44, Village Vadu Budruk,
Tal. Shirur, Dist. Pune- 412 216.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to implement this resolution.”

By Order of the Board of Directors
For ZF Steering Gear (India) Ltd.

Satish Mehta
Company Secretary

Pune
May 26, 2009

The Agenda for the Meeting will be as under:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2009 and the audited Profit and Loss Account for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr. Walter Salvasohn, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Manish Motwani, who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. Dinesh Bothra, who retires by rotation and, being eligible, offers himself for re-appointment.
6. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. Patankar & Associates, Chartered Accountants, Pune, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company in place of M/s. N. F. Karnavat & Co., Chartered Accountants, the retiring Auditors of the Company, on such remuneration as may be fixed by the Board of Directors of the Company.”

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 AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
Proxies, in order to be effective, must be received by the Company at its Registered Office not less than 48 hours before the Annual General Meeting.
- 2) Profiles of the Directors being appointed/ re-appointed, as required by the Corporate Governance Code (Clause 49 VI A of the Listing Agreements entered into with the Stock Exchange), are annexed to the Notice.
- 3) The Register of Members and Share Transfer Books of the Company will remain closed from July 22, 2009 to July 29, 2009 (both days inclusive).
- 4) Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company, so as to reach it at least ten days before the date of the Meeting, so that information can be made available at the Meeting.
- 5) Members holding shares in physical form are requested to intimate the changes, if any, in their registered addresses, to the Company's Registrar & Share Transfer Agents M/s. Link Intime India Pvt. Ltd., Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune-411 001.
- 6) Members are advised that respective bank details and address as furnished by them or by NSDL/ CDSL to the Company, for shares held in physical form and in the dematerialized form respectively, will be printed on their dividend warrant so as to protect against fraudulent encashment.
- 7) Pursuant to provisions of Section 205 of the Companies Act, 1956, all unclaimed/ unpaid dividends upto and including the financial year 1994-95, have been transferred to the General Revenue Account of the Central Government. Members who have not yet en-cashed their dividend warrants for the said period, are requested to forward their claims in the prescribed Form II of the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978 to Registrar of Companies, Maharashtra, PMT Building, Deccan Gymkhana, Pune-411 004.
- 8) Pursuant to provisions of Section 205A and 205 C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund of the Central Government. Accordingly, unclaimed dividends for the financial years 1995-96 to 2000-2001 have been transferred to the Investor Education and Protection Fund of the Central Government. Unclaimed dividend for financial years 2001-02 and thereafter is still lying with the Company. Shareholders who have not yet en-cashed the dividend warrants for financial years 2001-02 and thereafter are requested to contact the Company at the earliest since no claim shall lie against the Company or the Investor Education and Protection Fund after transfer as mentioned above.

By Order of the Board of Directors
For ZF Steering Gear (India) Ltd.

Satish Mehta
Company Secretary

Pune
May 26, 2009

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INFORMATION REQUIRED TO BE FURNISHED UNDER THE CORPORATE GOVERNANCE CODE

Appointment/ Re-appointment of Directors

At the ensuing Annual General Meeting, Mr. Walter Salvasohn, Mr. Manish Motwani and Dr. Dinesh Bothra retire by rotation and are eligible for re-appointment. The information/ details to be provided for the aforesaid Directors under the Corporate Governance Code are as under:

a) Mr. Walter Salvasohn, 50, Nominee- Director from ZF Germany, the foreign collaborator, holds an Engineering degree. He joined ZF Germany in 1986 and held many senior positions including Managing Director of ZF-Malaysia and also worked at Japan and Korea. Presently he is 'Manager-Corporate Development/ International Co-ordination' at ZF Lenksysteme SchwabischGmund.

He does not hold any shares in the Company.

He is not holding Directorship in any other Company.

b) Mr. Manish Motwani, 41, holds Master's Degree in Computer Engineering from University of Hawaii, USA, and Bachelor of Engineering in Electronics and Communication from Osmania University. He has also received Engineering Management Sciences (EMS) Diploma from Stanford University. Prior to returning to India in 1996, he worked with Intergraph Corp., U.S.A & Sun Microsystems, U.S.A. where he was head of verification in design of UltraSparc processor, then the world's fastest micro processor.

Manish Motwani, is the founder and Managing Director of Kinetic Communications which specializes in engineering design and electronic manufacturing services. He is also the Managing Director of JHS Taigene India, the joint venture company with Taigene Electric Co. of Taiwan, a global DC Motor specialist, and of Ducati energia, India, the joint-venture company specializing in automotive engine control and management systems.

He does not hold any shares in the Company.

Directorship held in other companies are:

- Kinetic Communications Ltd. : Managing Director
- JHS Taigene Electrical Co. Pvt. Ltd. : Managing Director
- Jaya Hind Sciaky Ltd. : Director
- Kinetic Hyundai Elevator & Movement Technologies Ltd. : Director

c) Dr. Dinesh Bothra, 42, is B. Tech from IIT, Delhi. He has also done his M.S. and Ph.D. from U.S.A. in Chemical and Biochemical Engineering. Dr. Bothra is having rich experience in the area of Pharmaceutical Bio-technology and Speciality Materials. He has worked as a Biopharmaceutical and Process Consultant in U.S.A. He is associated with ZF India since 2000.

He does not hold any shares in the Company.

Directorship held in other Companies are:

- ABR Organics Pvt. Ltd. : Director
- Bio Katalysis (India) Pvt. Ltd. : Director
- Indo Bio Active Labs Pvt. Ltd. : Director
- Redox Biosystem Pvt. Ltd. : Director
- Serval India Pvt. Ltd. : Director

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Directors' Report

To the Members,

The Directors are pleased to present the Twenty Ninth Annual Report and Audited Accounts for the year ended March 31, 2009.

FINANCIAL RESULTS

(Rs. in Million)

	2008-2009	2007-2008
Sales (net) and other Income	1698.0	2294.2
Profit before depreciation and tax	297.5	503.2
Depreciation	79.5	104.4
Provision for tax	74.8	120.3
Net Profit	143.1	278.5
Balance Brought Forward from Previous year	24.6	31.0
Amount available for appropriation	<u>167.7</u>	<u>309.5</u>
 APPROPRIATIONS		
General Reserve	80.0	200.0
Dividend and Tax thereon	74.3	84.9
Balance Carried Forward	13.4	24.6
	<u>167.7</u>	<u>309.5</u>

Dividend

Your Directors recommend payment of a dividend at the rate of Rs.7/- per share (70 %) for the year ended March 31, 2009.

Management Discussion and Analysis Report

Over the five years ended 2007-08, India clocked an unprecedented nine percent growth, driven largely by domestic consumption and investment, easy liquidity, low interest rates, growing entrepreneurial spirit, rise in productivity and increasing savings. 2008-09 too, had begun on a buoyant note. However, as the year unfolded, global markets were subject to developments such as high crude-oil prices, inflationary pressures and later on, the sub-prime crisis in the US. This resulted in tight liquidity conditions. An economic slowdown has enveloped the whole world. With all the advanced economies - the United States, Europe and Japan - India has also been impacted and the global crisis has dented India's growth trajectory as investments and exports slowed down. Contrary to the 'decoupling hypothesis', emerging economies too have been hit by the crisis.

All major players in commercial vehicles took a huge hit in volumes, especially in medium and heavy commercial vehicles, steepest fall in six years. It could have been worse had it not been for the stimulus packages announced by the Centre. Measures such as reduction in

excise duty, higher depreciation, lower interest rates, have revived the sentiments to some extent.

Passenger car sales rose just 1.3% in 2008-09 - the slowest in seven years - because of high interest rates and uncertainty created by a sagging economy.

Hopefully, for Automotive industry one of the worst years is behind them. Recovery for the commercial vehicles will be slow, at least 9 to 12 months. Car makers expect sales to rise up to 5 per cent in 2009-10 on the back of the stimulus packages announced by the government.

Review of Operations

Operating Results of the Company

Sales

Comparative quantitative figures of Sales are as under:

Type	(numbers)	
	2008-09	2007-08
Power Steerings	85,016	134,729
Rack & Pinion	20,350	2,583
Mechanical Steerings	79,524	87,374

Due to sluggishness in market, especially in later half of the year, the total sales (including Excise) amounted to Rs.1,881 million as against Rs.2,580 million in the previous year, a reduction of 27%.

Other Income

Other Income was lower at Rs. 37 million in view of very volatile financial markets.

Profitability

Your Company put into operation strict cost-cutting/ cost-control measures along with productivity-improvement measures, in order to counter the adverse effect on profitability emanating mainly due to hefty decline in Sales.

Profit before Tax for the year declined to Rs. 218 million from Rs. 399 million in the previous year. This decline in profit can be attributed mainly to underutilization of capacity, peak increase in input prices, inability to pass on increase in input prices due to very price-competitive Chinese imports and erratic behavior of exchange rates.

Opportunities/ Outlook for the Company

The short-term outlook of the Indian automotive market remains hard to forecast. The freight movement is not likely to improve substantially in 2009-10 which will impact truck sales. The slowdown and liquidity crisis (some time back) has forced many of the auto OEMs to delay their investments planned in the coming years. However, there are some positive factors, such as reducing inflation rates, moderation in commodity prices, the economic stimulus packages announced by governments and reduction in

interest rates, should aid in recovery in the industry. The passenger carrier (buses) segment should grow in view of large orders from state transport undertakings. The growth of the Indian Automotive Market over the long run looks positive.

Although we have prepared ourselves for a challenging 2009-10, we began the new financial year on a note of 'cautious optimism'. There are signs of truck rentals moving up for the second month in a row, things should improve going forward.

Joint-Venture

As you are aware, last year, the Joint-Venture (JV) Company was incorporated in the name of ZF Lenksysteme India Private Limited. During the year under report, the JV Company focused on streamlining business processes required for establishing its operations.

During the year, paid-up capital of the Company was raised to Rs. 10 Million.

Threats, Risks and Concerns the Management perceive

- The economy is presently going through an expected consolidation. As such, the prospects in the immediate future remain less predictable.
- The slowdown coupled with uncertainty in demand will test our operational flexibility.

Internal Control System

The Internal Control Systems of the Company is responsible for the financial reporting, assets, adherence to management policies and to conduct ethical conduct within the organization. The Company has independent Internal Auditors for conducting internal audits of the financial reporting and operations of the Company. The Company's existing system of internal controls is commensurate with its size and nature of business. Company's Internal control ensures reliable financial reporting, better utilization of Company's resources, effectiveness of operations, compliance with the legal obligations and the Company policies and procedures. The Company's audit committee also regularly reviews with the management, external and internal auditors the adequacy of internal control systems.

Human Resource Development

The Company has been continuously training its employees in the newer technologies. Some of the employees also receive advanced training in the ZFLS plants. Various steps have been taken for improving the performance of employees. During the year, 30 training programs (27 external and 3 internal) covering over 677 Training man-days were covered. We expect to continue the customized development programmes to individual

employees during the year as well.

Industrial relations continued to be cordial and peaceful. The total number of employees as on March 31, 2009 was 518.

Cautionary statement

The Management Discussion and Analysis Report is a forward looking Statement based on the Company's projections, estimates and perceptions. These statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties. Actual results may vary materially from those projected here.

Fixed Deposits

Your Company has not accepted any fixed deposit from public.

Conservation of Energy, Research And Development, Technology Absorption And Innovation, Foreign Exchange Earnings And Outgo:

The details as required under the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 are given in Annexure II to this Report.

Transfer to Investor Education and Protection Fund

The Company has transferred a sum of Rs. 1,60,008/- during the year ended March 31, 2009 to the Investor Education and Protection Fund (IEPF) established by the Central Government, in compliance with Section 205C of the Companies Act, 1956. The said amount represents unclaimed dividend lying with the Company for a period of 7 years from its date of payment.

Unclaimed Dividend for the Financial Year 2001-02 is due for transfer to the IEPF on August 17, 2009.

Directors

Dr. Wolfgang Zeitz resigned as a Director, with effect from December 31, 2008. The Board places on record its appreciation for the services rendered by Dr. Zeitz during his tenure as director of the Company. Dr. Hans Friedrich Collenberg has been appointed as a Director to fill the casual vacancy in place of Dr. Zeitz. Dr. Collenberg is working as Executive Vice President with ZF Lenksysteme, GmbH, Germany. Mr. B. S. Iyer has been appointed as an Alternate Director for Dr. Hans Friedrich Collenberg with effect from May 26, 2009.

Mr. Abhay Firodia, Director of the Company, resigned from the directorship of the Company with effect from May 23, 2009. Mr. Abhay Firodia's long association with the Company and his guidance in various matters immensely assisted the Company from time to time. The Board places on record its appreciation for the contribution made by Mr. Abhay Firodia.

Mr. Shridhar S. Kalmadi has been appointed as a Director to fill the casual vacancy in place of Mr. Abhay Firodia. Mr. Kalmadi is the founder member and Managing Director of Sai Service Station Ltd. He is also a director in Corona Bus Manufacturers (Pvt). Ltd.

Mr. Walter Salvasohn, Mr. Manish Motwani, and Dr. Dinesh Bothra, Directors of the Company, retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

The above appointments and re-appointments form part of the Notice of the 29th Annual General Meeting and the relevant Resolutions are recommended for your approval.

Profiles of these Directors, as required by Clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Notice convening the Annual General Meeting of the Company.

Awards & Recognitions

- The Company has been awarded '**Certificate of Recognition**' for its superior financial performance during 2007-08 in Industry 2.0's third annual report on Manufacturing SMBS, organized by Industry 2.0 magazine.
- The **Certificate of Standard** was issued to the Company by the Managing Director of Standard Corporation India Ltd on their Annual Function held on May 4, 2009. They have whole - heartedly appreciated efforts put by ZF India for the development & supplies of components, maintaining Quality and adhering to its schedules during the year 2008-09.
- Mr. Dinesh Munot, Managing Director of the Company, received '**Life Time Achievement Award**' from Nagar Road Industries Chamber of Commerce & Agriculture (NICCA) for his valuable contribution to Auto-ancillary Sector of Pune Region.
- Mr. Jinendra Munot, Jt. Managing Director of the Company, won the '**India's Champion Corporate Golfer**' organized by the DS Group - Economic Times Leaders Challenge Tour.

Directors' Responsibility Statement

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of the accounts for the financial year ended March 31, 2009 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- That the Directors have selected such Accounting

Policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2009 and of the profit of the Company for the year ended on that date.

- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- That the Directors have prepared the accounts on a 'going concern' basis.

Corporate Governance Report

Pursuant to Clause 49 of the listing agreement, a detailed report on Corporate Governance is given in Annexure - III along with the Auditors' Certificate on its compliance, which forms part of this report.

Auditors

Messrs N. F. Karnavat & Co, Chartered Accountants, are Statutory Auditors of the Company since the incorporation of the company. In view of Mr. Karnavat's attainment of superannuation-age, Messrs N. F. Karnavat & Co., have expressed their unwillingness to be re-appointed as Auditors of the Company, on their retirement at the forthcoming Annual General Meeting. The Board records its appreciation for the assistance and guidance provided by them during their long tenure with the Company. The Board recommends the appointment of Messrs Patankar & Associates, Chartered Accountants, as Auditors of the Company from the conclusion of the 29th Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.

Particulars of Employees

Information as required under Section 217(2A) of the Companies Act, 1956 and the Rules framed there under is attached as Annexure I.

Acknowledgement

The Board of Directors takes this opportunity to express their gratitude for the assistance and co-operation received from ZF Lenksysteme- the Collaborators, Banks, Government Authorities, Customers, Suppliers, Members and other Business Associates.

The Board also acknowledges the understanding and support shown by all its employees.

For and on behalf of the Board of Directors

Pune	Dinesh Munot	Jinendra Munot
May 26, 2009	Managing Director	Jt. Managing Director

Annexure I to the Directors' Report 2008-2009

Particulars of Employees u/s 217 (2A)

Information as per Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended, and forming part of the Directors' Report for the year ended on March 31, 2009.

- A. Name of the employees employed throughout the financial year and who were in receipt of remuneration for the year which, in the aggregate, was not less than Rs. 2,400,000 in terms of Section 217 (2A) (a) (i):

Name	Age (Years)	Designation	Total Remuneration received (Rs.)	Qualification	Date of Commencement of employment	Experience (Years)	Last Employment held.	
							Name of the Company	Designation
Mr. Dinesh Munot	61	Managing Director	11,128,519	B.E.(Ele.) M.I.E.	01.07.1984	35	Kinetic Engg. Ltd.	Executive Director
Mr. Jinendra Munot	57	Jt. Managing Director	8,382,271	B.E.(Mech.) M.S.(Mech.) U.S.A AMIE (India)	01.02.1986	30	Bajaj Tempo Ltd.	Senior Manager (Projects)
Mr. Utkarsh Munot	28	Executive Director	2,866,053	B.E. (Mechanical & Mfg. Engg.) U.S.A. Diploma in Business Administration, USA	14.05.2004	6	---	---

- B. Name of the employees employed for the part of the financial year and who were in receipt of remuneration for the year which, in the aggregate, was not less than Rs. 200,000 p.m. in terms of Section 217 (2A) (a) (i): **NIL**.

Notes:

- All appointments are contractual. Other terms and conditions are as per the Rules of the Company.
- Remuneration above includes salary, commission, medical expenses, allowances, perquisites (valued as per Income Tax Rules) and Company's contribution to Provident Fund.
- The employees are also entitled to gratuity, in addition to the above remuneration.
- Experience includes number of years of services both, within the Company and elsewhere, wherever applicable.
- Mr. Dinesh Munot, Mr. Jinendra Munot and Mr. Utkarsh Munot are related to each other.



Annexure II to the Directors' Report 2008-2009

Conservation of Energy, Technology Absorption, Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

A. Conservation of Energy

- Machines' electrical circuits modified to reduce electrical power consumption.
- Wind energy operated ventilators are fitted on the roof to improve air circulation, which will save on energy used on electrical fans.
- Replacement of conventional tube rods and chokes with energy efficient ones and electronic chokes.

Wind Power Project

3 windmills of aggregate 1.7 MW capacity which were installed earlier, generated 2.59 million units of electricity during the year under review.

Power generated by the windmills is fed into the MSEB grid and the units thus credited are adjusted against the monthly electricity bills for the Company's plant. This covered 50 % of the previous annual power requirement of the Company.

B. Technology Absorption, Research And Development

1) Specific areas in which R & D has been carried out by the Company

- New product development.
- Import substitution.
- Process/ equipment developments.
- Value engineering and value analysis (VEVA).

2) Benefits derived as a result of above R & D

The benefits to the company resulting from the above R & D are manifold. These benefits have been reflected in terms of:

- Product quality and cost reduction
- Improvement in market share
- Indigenization of various components
- Reduction in foreign exchange outgo

3) Future Plan of Action

Effort is being made to make R & D more result oriented, in improving the design and quality of products and towards cost effective indigenization of components.

Specific areas include development of new products (steering systems).

4) Benefits derived as a result of above efforts

- Improvements in Manufacturing methods and quality standards.
- Aiming towards self sufficiency in engineering skills for manufacturing range of steering gears.
- Development of cost effective, high performance engineering products.

C. Foreign Exchange Earnings and Outgo

- Earning in Foreign Exchange Rs. 9.9 million
- Foreign Exchange used Rs. 479 million

For and on behalf of the Board of Directors

Pune
May 26, 2009

Dinesh Munot
Managing Director

Jinendra Munot
Jt. Managing Director



Annexure III to the Directors' Report

Corporate Governance

1. Company's Philosophy on Corporate Governance:

ZF India is fully committed to attainment of the highest levels of transparency, accountability and equity, in all facets of its operations, and in all its interactions with its shareholders, employees, the government and its customers.

ZF INDIA believes that all its operations and actions must serve the underlying goals of achieving business excellence and increasing long-term shareholder value.

2. Board of Directors:

The Board of Directors consists of 12 Directors of whom 3 are Executive and 9 are Non-executive. The Chairman of the Board is a Non-executive Director. The number of Independent Directors exceeds one-third of the total number of Directors. The Non-executive Directors are eminent professionals with experiences in various fields. The Company has no nominee Director from any bank or financial institution.

The necessary disclosures regarding Committee positions have been made by all the Directors. None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees across all companies in which they are Directors.

Number of Board Meetings held and the dates on which held The Board Meetings dates are normally pre-determined. During the year ended on March 31, 2009, the Board of Directors had 4 meetings. These were held on May 27, 2008, July 30, 2008, October 22, 2008 and January 29, 2009.

The information as specified in Annexure IA to Clause 49 of the Listing Agreements entered into with the Stock Exchange, is regularly made available to the Board whenever applicable and materially significant, for discussion and consideration.

Details of Composition of the Board, category, attendance of Directors, number of other committee memberships are given below:

Sr. No.	Name of the Director	Category of Directorship	Attendance Particulars		No. of other Directorship and Committee Membership / Chairmanship		
			Board Meetings	Last AGM	Other Directorship#	Committee Membership	Committee Chairmanship
1	Mr. A H Firodia (Chairman)	Non-Executive, Independent	3	Yes	11	None	None
2	Mr. Dinesh Munot (Managing Director)	Executive	4	Yes	5	1	None
3	Mr. Jinendra Munot (Jt. Managing Director)	Executive	4	Yes	3	None	None
4	Mr. Utkarsh Munot (Executive Director)	Executive	4	Yes	1	None	None
5	Mr. D. S. Bomrah	Non-Executive, Independent	4	Yes	1	None	None
6	Mr. Manish Motwani	Non-Executive, Independent	3	Yes	6	None	None
7	Dr. Dinesh Bothra	Non-Executive	3	Yes	7	None	None
8	Mr. Walter Salvasohn	Non-Executive, Independent	1	Yes	None	None	None
9	Mr. Ludwig Rapp	Non-Executive, Independent	2	Yes	None	None	None
10	Mr. M. L. Rathi	Non-Executive Independent	3	Yes	11	None	None
11	Dr. Hans Friedrich Collenberg (Appointed w.e.f. 26.05.2009)	Non-Executive, Independent	N.A	N.A	None	None	None
12	Mr. Klaus Traeder (Alternate Director for Mr. Walter Salvasohn w.e.f. 22.10.08)	Non- Executive, Independent	1	No	3	None	None

Sr. No.	Name of the Director	Category of Directorship	Attendance Particulars		No. of other Directorship and Committee Membership / Chairmanship		
			Board Meetings	Last AGM	Other Directorship#	Committee Membership	Committee Chairmanship
13	Mr. B. S. Iyer (Alternate Director for Dr. Hans Friedrich Collenberg w.e.f. 26.05.2009)	Non- Executive, Independent	1	No	3	None	None
14	Mr. Shridhar S. Kalmadi (Appointed w.e.f 26.05.2009)	Non-Executive, Independent	N.A	N.A	2	None	None
15	Dr. Wolfgang Zeitz (up to 31.12.2008)	Non- Executive, Independent	None	No	3	None	None
16	Mr. Abhay Firodia (up to 23.05.2009)	Non-Executive, Independent	None	No	10	None	None
# Includes Directorship in Private Companies.							

3. Audit Committee :

During the year under review, the following Directors were the members of the Audit Committee:

Members: Mr. Manish Motwani - Chairman, Mr. D. S. Bomrah and Dr. Dinesh Bothra.

All the members of the Committee are Non-Executive Directors. The role, powers and functions of the Audit Committee are as stated in Clause 49 of the Listing Agreement.

The Committee reviews the financial statements before they are placed before the Board. During the period under review, the Committee met 4 times on May 22, 2008, July 30, 2008, October 22, 2008 and January 27, 2009. The attendance record of the members of the Audit Committee is given below:

Sr. No.	Members	Meetings attended
1.	Mr. Manish Motwani	3
2.	Mr. D. S. Bomrah	4
3.	Dr. Dinesh Bothra	4

The Committee is authorized by the Board in the manner as envisaged under Clause 49(II)(C) of the Listing Agreement. The Committee has been assigned task as listed under Clause 49(II)(D) of the Listing Agreement. The Committee reviews the information as listed under Clause 49(II)(E) of the Listing Agreement.

The Minutes of the Audit Committee Meetings are noted by the Board of Directors at the Board Meetings. The Chairman of the Audit Committee was present at the 28th Annual General Meeting held on July 30, 2008.

4. Remuneration Committee:

During the year under review, the following Directors were the members of the Remuneration Committee: Members: Mr. D. S. Bomrah - Chairman and Mr. Manish Motwani. The Remuneration Committee has been constituted to recommend to the Board the amount of commission payable to each whole-time Director and periodically review and suggest revision of the remuneration package of the Managing/ Whole time Directors, based on performance of the Company, Statutory guidelines etc.

The Minutes of the Remuneration Committee Meetings are noted by the Board of Directors at the Board Meetings. During the financial year, the Committee met on May 22, 2008 where both the members of the Committee were present at the meeting.

Remuneration Policy

The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice.

Details of remuneration paid to Whole-time Directors for the year ended March 31, 2009 are as under:

Name	Salary (Rs.)	Perquisites (Rs.)*	Commission (Rs.)**	Total (Rs.)	Tenure	
					From	To
Mr. Dinesh Munot	4,356,000	3,772,519	3,000,000	11,128,519	14-12-2006	13-12-2011
Mr. Jinendra Munot	3,120,000	2,762,271	2,500,000	8,382,271	01-04-2008	31-03-2013
Mr. Utkarsh Munot	1,016,400	849,653	1,000,000	2,866,053	01-11-2006	31-10-2011

* Includes Company's Contribution to Provident Fund.

** Payable after approval of annual accounts by Shareholders at the forthcoming Annual General Meeting to be held on July 29, 2009

Details of remuneration paid to Non-Executive Directors for the year ended March 31, 2009 are as under :

The Company pays sitting fees to all the Non-Executive Directors at the rate of Rs. 5,000/- for Board Meeting and Rs. 5,000/- for Committee meeting attended.

Sitting Fees

Name	Board Meeting Fees (Rs.)	Committee Meeting Fees (Rs.)	Total (Rs.)	Shares of Rs. 10 each held as on 31-03-2009
Mr. A. H. Firodia- Chairman	15,000	Nil	15,000	90,420
Mr. Abhay Firodia (up to 23.05.2009)	Nil	Nil	Nil	4,800
Mr. D. S. Bomrah	20,000	25,000	45,000	Nil
Mr. Manish Motwani	15,000	20,000	35,000	Nil
Dr. Dinesh Bothra	15,000	25,000	40,000	Nil
Mr. Walter Salvasohn	5,000	Nil	5,000	Nil
Mr. Ludwig Rapp	10,000	Nil	10,000	Nil
Mr. M. L. Rath	15,000	Nil	15,000	Nil
Mr. Kalus Traeder	5,000	Nil	5,000	Nil
(Alternate Director for Mr. Walter Salvasohn)				
Mr. B. S. Iyer	5,000	Nil	5,000	Nil
(Alternate Director for Dr. Hans Friedrich Collenberg)				
Dr. Wolfgang Zeitz (up to 31.12.2008)	Nil	Nil	Nil	Nil

5. Shareholders' Grievance Committee :

The Board of the Company has constituted a Shareholders' Grievance Committee, comprising Dr. Dinesh Bothra. The Committee looks into redressing of shareholders' complaints like transfer of shares, non-receipt of Annual Report, non-receipt of declared dividends etc. and recommends measures for overall improvement in the quality of investor services.

The total number of complaints, received and replied to the satisfaction of shareholders during the year under review, was 15.

6. General Body Meetings:

Location and time for last 3 Annual General Meetings were as:

Year	AGM	Location	Dates	Time
2005-06	26th AGM	Regd. Office: Gat 1242/44,	28-07-2006	4.00 p.m.
2006-07	27th AGM	Village- Vadu-Budruk,	31-07-2007	4.30 p.m.
2007-08	28th AGM	Tal. Shirur, Dist- Pune- 412 216	30-07-2008	4.30 p.m.

Postal Ballot

No special resolution requiring a postal ballot was placed before the AGM.

7. Disclosures

- a. Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed elsewhere in this Annual Report.
- b. The Company has not entered into any other transaction of a material nature with the Promoters, Directors or the Management or relatives etc. that may have a potential conflict with the interests of the Company at large.
- c. With regard to matters related to capital markets, the Company has complied with all requirements of the Listing Agreements entered into with the Bombay Stock Exchange as well as the regulations and guidelines of SEBI. No penalties were imposed or strictures passed against the Company by SEBI, Stock Exchanges or any other statutory authority during the last three years in this regard.
- d. Disclosures have also been received from the senior managerial personnel relating to the financial and commercial transactions in which they or their relatives may have a personal interest. However, none of these transactions have potential conflict with the interests of the Company at large.

8. Risk Management Framework

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

9. Code of Conduct for Prevention of Insider Trading

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations 1992, as amended, the Company has adopted a Code of Conduct for

Prevention of Insider Trading. The Code of Conduct is posted on the website of the Company. This Code of Conduct is applicable to all the Directors and the senior management of the Company.

All the Board members and senior management of the Company have confirmed compliance with the Code. A declaration signed by the Managing Director is attached and forms part of the Annual Report of the Company.

10. Secretarial Audit

As stipulated by SEBI, the Statutory Auditors of the Company carries out the Secretarial Audit to reconcile the total Admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total Issued and Listed Capital. This audit is carried out every quarter and the report is submitted to the Stock Exchange as well as placed before the Board of Directors. The audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of Shares in dematerialized form (held with NSDL and CDSL) and total number of Shares in physical form.

11. Means of Communication

The Quarterly Results of the Company are published in the following leading national and local language newspapers:

'Economic Times (English newspaper) and Maharashtra Times (Marathi newspaper) The results are also displayed on the corporate website, www.zfindia.com.

Information about the Financial Results, Shareholding Pattern, full Annual Report and other specified details are electronically filed on the EDIFAR website www.sebiedifar.nic.in as required under the Listing Agreement entered into with the Stock Exchange.

12. Management Discussion & Analysis

The Management Discussion & Analysis is included under the Directors' Report, forming part of the Annual Report.

13 General Shareholder Information:

13.1 29th Annual General Meeting :

Day, date and Time	Wednesday, July 29, 2009 at 4.30 p.m
Venue	Regd. Office: Gat No. 1242/1244 Village- Vadu Budruk, Tal. Shirur, Dist. Pune 412 216.

13.2 Financial Calendar - The Company follows the period of April 1 to March 31, as the Financial Year.
For the Financial Year 2009-10 :

Adoption of Quarterly Results for	
Quarter ending	in the month of
June 30, 2009	July 2009
September 30, 2009	October 2009
December 31, 2009	January 2010
Annual Accounts	May 2010
30 th Annual General Meeting	July 2010

Dividend :

Dividend will be paid at par on / after July 31, 2009.

13.3 Book Closure : July 22 to July 29, 2009.

13.4 Listing on Stock Exchange

The Company's Equity Shares are listed on:

The Stock Exchange, Mumbai

Phiroze Jeejeebhoy Towers, Dalal Street,

Mumbai 400 001.

The Company has paid the listing fees up to the year 2009-10 to the Mumbai Stock Exchange.

13.5 Stock Code / Symbol :

BSE	505163
International Securities Identification Number (ISIN)	INE116C01012
Corporate identity Number (CIN) - allotted by Ministry of Corporate Affairs	L29130PN1981PLC023734

13.6 Custodial Fees to Depositories:

The annual custodial fees for the financial year 2009-10 has been paid to National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

13.7 Stock Market Data :

Market Price of company's Share at BSE				
Month		High (Rs.)	Low (Rs.)	Volume (No. of Shares)
APRIL	2008	214.70	162.00	48,846
MAY	2008	189.40	163.20	38,843
JUNE	2008	180.00	135.00	29,279
JULY	2008	165.00	125.00	1,037,745
AUG	2008	171.00	147.00	25,444
SEPT	2008	170.00	143.35	20,210
OCT	2008	160.00	124.00	42,001
NOV	2008	145.00	115.50	12,999
DEC	2008	127.00	78.00	55,795
JAN	2009	96.00	85.15	100,519
FEB	2009	95.00	72.00	33,918
MAR	2009	85.00	73.00	23,780



13.8 Registrar and Transfer Agents:

The Company has appointed a SEBI registered Registrar & Transfer Agent-Link Intime India Pvt. Ltd. Block No. 202, 2nd Floor, Akshay Complex, Near Ganesh Temple, Pune-411001 and their Mumbai Office- C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W) Mumbai- 400078 as Common Agency for share registry in terms of both physical and electronic w.e.f. April 1, 2003.

Pune Phone No. (020) 2605 1629

Fax No. (020) 2605 3503

Mumbai Phone No. (022) 2596 3838

Fax No. (022) 2594 6969

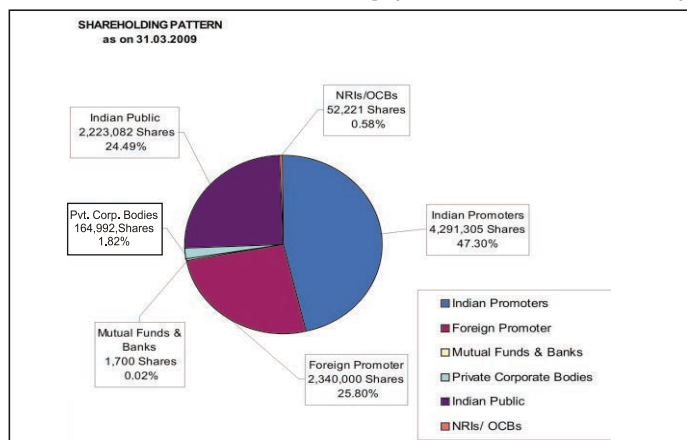
13.9 Share Transfer System:

Transfer of shares in physical form are processed by Link Intime India Pvt. Ltd. and Share Certificates are dispatched within an average period of 15-20 days from the date of receipt of request, provided the relevant documents are complete in all respects.

13.10 Shareholding Pattern as on March 31, 2009:

Category	No. of Shares of Rs. 10 each	Percentage of Shareholding
Indian Promoters	4,291,305	47.29
Foreign Promoter (ZF Lenksysteme GmbH)	2,340,000	25.80
Banks, Financial Institutions, Insurance Companies	1,650	0.02
Mutual Funds & UTI	50	0.00
Private Corporate Bodies	164,992	1.82
Indian Public	2,223,082	24.50
NRIs/ OCBs	52,221	0.57
Total	9,073,300	100.00
No. of Shareholders as on March 31	2009	2008
	7,109	7,140

Distribution of Shareholding (as on March 31, 2009)



No. of Shares held (Face Value Rs. 10 each)	No. of Shareholders	% to total No. of Shareholders	No. of Shares held	% to total No. of Shares
1- 500	6,216	87.44	916,494	10.10
501- 1000	501	7.05	377,033	4.16
1001-5000	329	4.63	647,071	7.13
5001-10000	23	0.32	157,541	1.74
10001 & above	40	0.56	6,975,161	76.87
Total	7,109	100.00	9,073,300	100.00

13.11 Dematerialization of Shares & Liquidity:

The details of Equity shares dematerialized and those held in physical form as on March 31, 2009 are given hereunder:

Particulars of Equity Shares	Equity shares of Rs. 10 each		Shareholders	
	Number	% of total	Number	% of total
Dematerialised form				
NSDL	5,664,370	62.43	3,919	55.13
CDSL	458,137	5.05	1,335	18.78
Sub-total	6,122,507	67.48	5,254	73.91
Physical Form	2,950,793	32.52	1,855	26.09
Total	9,073,300	100.00	7,109	100.00

Considering the advantages of dealing in securities in electronic/ dematerialized form, shareholders still holding shares in physical form are requested to dematerialize their Shares at the earliest. For further information/ clarification/ assistance in this regard, please contact Link Intime India Pvt. Ltd., Registrar and Share Transfer Agents.

As per the directions of SEBI, Equity Shares of the Company can be traded by all the investors only in dematerialized form. The Company's Shares are actively traded on BSE.

13.12 Outstanding GDR, ADR or Warrants

There are no GDR, ADR or any Convertible instruments pending conversion or any other Instrument likely to impact the equity share capital of the Company.

13.13 Status of compliance with non-mandatory requirements

1. The Company has constituted a Remuneration Committee of Directors comprising Independent Directors. The details of the Committee have been mentioned earlier in this Report.
2. Since the Financial Results are published in leading newspapers as well as promptly displayed on the Company's website and EDIFAR website, the results are not sent to each household of the Shareholders.

13.14 Address for Investor Correspondence :

- For transfer/ dematerialization of shares
Link Intime India Pvt. Ltd.,
(Formerly Intime spectrum Registry Ltd.)
202 A- Wing, Second Floor, Akshay Complex,
Off Dhole Patil Road, Pune- 411 001.
Phone- (020) 2605 1629/ 2605 0084
E-Mail - pune@linkintime.co.in

- For payment of dividend and other correspondence

Corporate office & Secretarial Department :

Secretarial Department
601& 602, A Wing, 6th Floor, MCCIA Trade Tower,
International Convention Centre ,
403-A, Senapati Bapat Road,
Pune- 411 016

e mail: satish.mehta@zfindia.com

Phone- (020) 3021 1600/ 606/ 650/ 628

For and on behalf of the Board of Directors

Pune
May 26, 2009

Dinesh Munot
Managing Director

Jinendra Munot
Jt. Managing Director

DECLARATION REGARDING CODE OF CONDUCT

I hereby declare that all the Directors and Senior Management Personnel have confirmed compliance with the Code of Conduct as adopted by the Company.

Pune
May 26, 2009

Dinesh Munot
Managing Director

CEO/ CFO Certification

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchange, we have certified to the Board that for the financial year ended March 31, 2009, the Company has complied with the requirements of the said sub clause.

Satish Mehta
Company Secretary & DGM (Finance)

Dinesh Munot
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

TO,

The Members,

ZF Steering Gear (India) Limited,

We have examined the compliance of the conditions of Corporate Governance by **ZF STEERING GEAR (INDIA) LIMITED** (the Company) for the year ended March 31, 2009, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

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

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

Pune
May 26, 2009

For N. F. Karnavat & Co.
Chartered Accountants

N. F. Karnavat, Proprietor.
Membership No. 8369.

AUDITORS' REPORT TO THE MEMBERS:

1. We have audited the attached Balance Sheet of **ZF STEERING GEAR (INDIA) LIMITED** ('the Company') as at March 31, 2009, and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
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 a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (the 'Order') issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, ('the Act') we give 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 our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company, so far as it 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 (3C) of Section 211 of the Act.
 - (e) On the basis of the written representations received from directors of the Company as at March 31, 2009, and taken on record by the Board of Directors, we report that no director is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Act and
 - (f) In our opinion, and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Act 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 March 31, 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 the Cash Flow Statement, of the cash flows for the year ended on that date.

For N. F. Karnavat & Co.
Chartered Accountants
N. F. Karnavat
Proprietor
Membership No.: 8369

Pune
May 26, 2009

ANNEXURE TO THE AUDITORS' REPORT

With reference to the Annexure referred to in paragraph 3 of our report of even date to the Members of ZF Steering Gear (India) Limited on the accounts for the year ended March 31, 2009, we report that:

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - (b) As explained to us, the management has physically verified most of the fixed assets during the year. No material discrepancies were noticed on such verification. In our opinion, the frequency of physical verification of fixed assets is reasonable having regard to the size of the Company and the nature of the assets.
 - (c) Fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
2. (a) The inventory has been physically verified by the management during the current year. In our opinion, the frequency of such verification is reasonable. In respect of inventory lying with third parties, confirmations have been received.
 - (b) In our opinion, the procedures for the physical verification of inventory 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 has maintained proper records of inventory. The discrepancies noticed on verification between physical stock and book stock were not material having regard to the size of operations of the Company and have been properly dealt with in the books of account.

3. The Company has neither granted nor taken any loans, secured or unsecured, to or from Companies, firms or other parties covered in the register maintained under section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. We have not observed any major weakness in the internal control system during the course of our Audit.
5. Based on the audit procedures applied by us and according to the information and explanations given to us, transactions that need to be entered into the register maintained in pursuance of Section 301 of the Act have been so entered. In our opinion, the transactions made in pursuance of contract or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding value of Rupees five lakhs in respect of any such parties during the year have been made at a price which are, prima-facie, reasonable having regard to the prevailing market prices at the relevant time.
6. In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposit from public within the meaning of Sections 58A and Section 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an adequate internal audit system commensurate with its size and the nature of its business.
8. We have broadly reviewed the books of account maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of the cost records under Section 209 (1) (d) of the Act in respect of automotive parts and accessories, and prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records.
9. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and any other material statutory dues with the appropriate authorities. At March 31, 2009, there are no undisputed statutory dues payable for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of Income tax, Sales tax, Service Tax, Excise Duty, Custom Duty, Wealth Tax that have not been deposited with the appropriate authorities on account of any dispute other than:

Nature of Dues	Amount (Rs.)	Forum where dispute is pending
Sales Tax (Financial Year 2002-03)	6,35,512	Deputy Commissioner Sales Tax, (Appeal) 2, Pune
Service Tax (Financial Year 2001-2002) To (Financial Year 2003-2004)	21,58,912	CESTAT, Mumbai
Service Tax (Financial Year 2004-2005)	4,07,352	CESTAT, Mumbai

10. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year covered by our audit and the immediately preceding financial year.
11. The Company did not have any outstanding debentures. The Company has not defaulted in repayment of dues to financial institutions/ banks.
12. In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund/ nidhi/ mutual benefit fund/ society.
14. The Company is dealing in shares and other investments in the course of its investment activities. In our opinion and according to the information and explanations given to us, proper records have been maintained. All the investments are held by the Company in its own name.
15. The Company has not given any guarantee for loans taken by others from banks or financial institutions.
16. The Company has no term loans outstanding during the year.
17. The funds raised on short-term basis during the year have not been used for long-term investment.
18. The Company has not made any preferential allotment of shares during the year.
19. The Company did not have outstanding debentures during the year. Accordingly, no securities have been created.
20. The Company has not raised any money by public issues during the year.
21. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

**For N. F. Karnavat & Co.
Chartered Accountants**

**N. F. Karnavat
Proprietor
Membership No.: 8369**

**Pune
May 26, 2009**

■ ■ ■

BALANCE SHEET AS AT MARCH 31, 2009

			As at March 31, 2009	As at March 31, 2008
	Schedule	Rs.	Rs.	Rs.
SOURCES OF FUNDS :				
Share holders' Funds				
Share Capital	A	90,733,000		90,733,000
Reserves & Surplus	B	<u>1,069,353,227</u>	1,160,086,227	<u>1,000,538,692</u> 1,091,271,692
Loan Funds				
Secured Loans	C	16,945,213		-
Unsecured Loans	D	<u>210,360,756</u>	<u>227,305,969</u> <u>1,387,392,196</u>	<u>218,318,224</u> <u>218,318,224</u> <u>1,309,589,916</u>
APPLICATION OF FUNDS:				
Fixed Assets				
Gross Block		1,126,241,682		1,108,057,607
Less : Depreciation		<u>835,292,553</u>		<u>758,022,251</u>
Net Block	E	<u>290,949,129</u>		<u>350,035,356</u>
Capital work in progress		<u>927,634</u>	291,876,763	-
Investments	F		<u>599,690,391</u>	<u>350,035,356</u> 509,515,068
Net Deferred Tax Assets	P(8)		32,421,400	24,421,400
Current Assets, Loans and Advances				
Inventories	G	320,124,014		290,814,235
Sundry Debtors	H	154,987,367		276,740,070
Cash and Bank Balances	I	169,609,409		64,459,011
Loans and Advances	J	<u>45,307,941</u>		<u>65,017,278</u>
		690,028,731		697,030,594
Less : Current Liabilities and Provisions				
i) Current Liabilities	K	106,886,588		153,079,883
ii) Provision	L	<u>119,738,501</u>		<u>118,332,619</u>
Net Current Assets		<u>226,625,089</u>	463,403,642	<u>425,618,092</u>
			<u>1,387,392,196</u>	<u>1,309,589,916</u>
Notes to Accounts	P			

As per our Report of even date attached.

For **N. F. KARNAVAT & CO.**
Chartered Accountants

N. F. KARNAVAT
Proprietor
Membership No. 8369

Pune
May 26, 2009

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Dinesh Munot
Jinendra Munot
Utkarsh Munot

Managing Director
Jt. Managing Director
Executive Director

D. S. Bomrah
Manish Motwani
Dr. Dinesh Bothra
M. L. Rathi
Ludwig Rapp
Klaus Traeder
B.S. Iyer

Directors

Satish Mehta

Company Secretary & DGM-Finance

Pune
May 26, 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2009

	Schedule	For the year ended March 31, 2009		For the year ended March 31, 2008
		Rs.	Rs.	Rs.
INCOME :				
Sales (Gross)		1,880,522,563		2,580,085,746
Less :- Excise Duty		219,413,080		354,175,047
			1,661,109,483	2,225,910,699
Other Income	M		36,900,984	68,306,510
			1,698,010,467	2,294,217,209
EXPENDITURE :				
Materials	N	1,127,055,257		1,495,769,684
Manufacturing and Other Expenses	O	273,482,303		295,191,679
Depreciation		79,510,816		104,395,783
		1,480,048,376		1,895,357,146
		217,962,091		398,860,063
Profit Before Tax				
Provision for Taxation				
a) Current Tax		81,000,000		130,000,000
b) Fringe Benefit Tax		1,700,000		1,595,000
c) Deferred Tax		(8,000,000)		(13,416,049)
Profit After Tax		143,262,091		280,681,112
Less : Taxation pertaining to earlier years		140,405		2,149,937
Balance Profit		143,121,686		278,531,175
Add :- Balance in Profit & Loss Account brought forward		24,629,952		31,021,235
Profit available for appropriations		167,751,638		309,552,410
APPROPRIATIONS :				
Proposed Dividend		63,513,100		72,586,400
Corporate Dividend Tax		10,794,051		12,336,058
General Reserve		80,000,000		200,000,000
Balance carried to Balance Sheet		13,444,487		24,629,952
		167,751,638		309,552,410
Basic & Diluted Earnings per Share (Refer Note No. 16, Schedule 'P')			15.77	30.70
Notes of Accounts	P			

As per our Report of even date attached.

For **N. F. KARNAVAT & CO.**
Chartered Accountants

N. F. KARNAVAT
Proprietor
Membership No. 8369

Pune
May 26, 2009

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Dinesh Munot
Jinendra Munot
Utkarsh Munot

Managing Director
Jt. Managing Director
Executive Director

D. S. Bomrah
Manish Motwani
Dr. Dinesh Bothra
Ludwig Rapp
M. L. Rathi
Klaus Traeder
B.S. Iyer

Directors

Satish Mehta

Company Secretary & DGM-Finance

Pune
May 26, 2009

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2009

	2008-2009	2007-2008
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit Before Tax	217,962,091	398,860,063
Adjustments For :		
Add : Interest Paid	1,336,827	1,112,394
Add : Loss (Net) On Sale Of Assets	71,955	10,345
Less: Profit on Sale of Investments	(17,679,267)	(13,488,912)
Depreciation (Net)	79,510,816	104,395,783
Interest/ Dividend Received	(13,464,202)	(47,547,797)
Operating Profit Before Working Capital Changes	267,738,220	443,341,876
Adjustments For :		
Trade And Other Receivables	132,365,321	30,309,839
Inventories	(29,309,779)	(62,897,728)
Trade Payables	(34,989,981)	25,229,551
Cash Generated From Operations	335,803,781	435,983,538
Direct Taxes Paid (Net)	(72,685,616)	(133,744,937)
Net Cash From Operating Activities (Sub. Total 'A')	263,118,165	302,238,601
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase Of Fixed Assets (including changes in capital wip / capital advances)	(23,931,682)	(89,234,961)
Sale Of Fixed Assets	1,449,434	1,615,393
Sale Of Investments	406,890,401	233,488,912
Purchase Of Investments	(479,386,457)	(364,297,077)
Interest Received	2,650,681	7,514,672
Dividend Received	10,813,521	40,033,125
Net Cash Used In Investing Activities (Sub Total 'B')	(81,514,102)	(170,879,936)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds From Short Term Borrowings	16,945,213	(85,447,803)
Sales Tax Deferral	(7,957,468)	12,909,554
Interest Paid	(1,336,827)	(1,112,394)
Dividend Paid (including dividend tax)	(84,104,583)	-
Net Cash Used In Financing Activities (Sub. Total 'C')	(76,453,666)	(73,650,643)
Net Increase In Cash And Cash Equivalents (Sub Total 'A'+ 'C'-'B')	105,150,398	57,708,022
Opening Cash & Cash Equivalents	64,459,011	6,750,989
Closing Cash & Cash Equivalents	169,609,409	64,459,011

As per our Report of even date attached.

For **N. F. KARNAVAT & CO.**
Chartered Accountants

N. F. KARNAVAT
Proprietor
Membership No. 8369

Pune
May 26, 2009

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Company Secretary & DGM-Finance

Pune
May 26, 2009

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET

SCHEDULE : A SHARE CAPITAL

Authorised :

10,000,000 Equity Shares of Rs. 10/- each

Issued, Subscribed and Paid up :

9,073,300* Equity Shares of Rs.10/- each

*(Including 4,536,650 shares of Rs.10/- each allotted as Bonus Shares by way of capitalisation of Securities Premium Account during the year 2005-06)

SCHEDULE : B RESERVES AND SURPLUS

Capital Reserve

Balance as per last Balance Sheet

Securities Premium Account

Balance as per last Balance Sheet

General Reserve

Balance as per last Balance Sheet
Less: Amount adjusted on adoption of Revised AS-15 "Employee Benefits"

Add : Transferred from Profit and Loss Account

Profit and Loss Account

Balance as per Annexed Account

SCHEDULE : C

SECURED LOANS

Working Capital Loans from Banks

NOTE :-

The above is secured by hypothecation of stock and book debts and second-charge on the fixed assets.

SCHEDULE : D

UNSECURED LOANS

Sales Tax Deferral under Package
Schemes of Incentives
(Due within One Year Rs. 8,811,155/-
Previous Year Rs. 6,578,631/-)

	As at March 31, 2009	As at March 31, 2008
Rs.	Rs.	Rs.
	100,000,000	100,000,000
	<u>100,000,000</u>	<u>100,000,000</u>
	90,733,000	90,733,000
	<u>90,733,000</u>	<u>90,733,000</u>
	4,500,000	4,500,000
	23,233,000	23,233,000
	948,175,740	750,000,000
		1,824,260
	80,000,000	200,000,000
	<u>1,028,175,740</u>	<u>948,175,740</u>
	13,444,487	24,629,952
	<u>1,069,353,227</u>	<u>1,000,538,692</u>
	16,945,213	--
	<u>16,945,213</u>	<u>--</u>
	210,360,756	218,318,224
	<u>210,360,756</u>	<u>218,318,224</u>

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET (Contd..)

SCHEDULE : E

FIXED ASSETS (AT COST)

	LAND (Freehold)	BUILDING	PLANT & MACHINERY	ELECTRICAL INSTALLATION	FURNITURE FIXTURES & OFFICE EQUIPMENTS	VEHICLES	WIND MILLS	TOTAL	PREVIOUS YEAR TOTAL
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
GROSS BLOCK COST AS AT APRIL 1, 2008	3,302,906	94,335,483	835,834,845	8,308,082	35,420,236	45,926,055	84,930,000	1,108,057,607	1,018,782,182
ADDITIONS	-		10,953,732	185,707	1,571,414	9,235,125	-	21,945,978	94,377,961
DEDUCTIONS	-		-	-	703,040	3,058,863	-	3,761,903	5,102,536
COST AS AT MARCH 31, 2009	3,302,906	94,335,483	846,788,577	8,493,789	36,288,610	52,102,317	84,930,000	1,126,241,682	1,108,057,607
DEPRECIATION									
AS AT APRIL 1, 2008	-	50,658,757	589,156,080	4,780,276	17,793,142	21,975,485	73,658,511	758,022,251	657,103,265
FOR THE YEAR 2008-2009	-	3,087,614	61,556,082	540,531	3,607,259	7,583,602	3,135,728	79,510,816	104,395,783
DEDUCTIONS	-	-	-	-	116,007	2,124,507	-	2,240,514	3,476,797
TOTAL DEPRECIATION AS AT MARCH 31, 2009	-	53,746,371	650,712,162	5,320,807	21,284,394	27,434,580	76,794,239	835,292,553	758,022,251
NET BLOCK AS AT MARCH 31, 2009	3,302,906	40,589,112	196,076,415	3,172,982	15,004,216	24,667,737	8,135,761	290,949,129	350,035,356
NET BLOCK AS AT MARCH 31, 2008	3,302,906	43,676,726	246,678,765	3,527,806	17,627,094	23,950,570	11,271,489	350,035,356	361,678,917

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET (Contd....)

SCHEDULE : F INVESTMENTS (Non-Trade, Long Term)

As at March 31, 2009
Rs.

As at March 31, 2008
Rs.

AT COST :

In Mutual Fund Units (Units of Rs. 10/- each) - Unquoted, fully paid up				
5,000,000	(-)	Reliance Annual Fixed Horizon Fund - Inst. - Growth	50,000,000	-
3,353,004	(-)	ICICI Prudential Short Term Plan - Growth	60,000,000	-
1,000,000	(-)	HSBC Annual Fixed Term Series - Growth	10,000,000	-
6,757,735	(-)	HDFC Short Term Plan - Dividend	70,000,000	-
1,975,894	(-)	HDFC Arbitrage Fund - Dividend	20,000,000	-
3,592,936	(-)	Reliance Medium Term Fund- Growth	65,000,000	-
1,955,990	(-)	AIG World Gold Fund - Dividend	13,797,555	-
975,563	(-)	Sundaram Financial Services Opportunities Fund - Growth	7,038,984	-
3,013,548	(-)	IDFC Dynamic Bond Fund - Plan B - Dividend	31,209,918	-
4,997,951	(-)	Birla Floating Rate Fund - Long Term - Inst. - Growth	50,000,000	-
3,391,049	(-)	HDFC Floating Rate Fund - Long Term - Inst. - Growth	50,000,000	-
1,700,219	(-)	ICICI Prudential Income Fund - Inst. - Growth	50,000,000	-
1,955,990	(1,955,990)	Fidelity India Special Situations Fund - Dividend	20,000,000	20,000,000
1,955,990	(3,911,980)	Fidelity International Opportunities Fund -Dividend	20,000,000	40,000,000
1,000,000	(1,000,000)	JM Agri & Infra Fund -Dividend	10,000,000	10,000,000
1,000,000	(1,000,000)	Reliance Long term Equity Fund - Dividend	10,000,000	10,000,000
959,507	(959,507)	Sundaram Equity-Multiplier Fund - Dividend	9,595,068	9,595,068
1,000,000	(1,000,000)	Sundaram SMILE Fund - Dividend	10,000,000	10,000,000
977,995	(977,995)	HSBC Midcap Equity Fund - Dividend	10,000,000	10,000,000
-	(1,955,990)	Fidelity Equity Fund - Dividend	-	20,000,000
-	(2,000,000)	Reliance Equity Opportunities Fund - Dividend	-	20,000,000
-	(2,000,000)	Tata Infrastructure Fund - Dividend	-	20,000,000
-	(852,325)	Birla Income Plus -IP- Growth	-	30,000,000
-	(4,000,000)	HDFC FMP - Growth	-	40,000,000
-	(12,651,716)	Kotak Equity Arbitrage Fund - Dividend	-	135,000,000
-	(1,510,438)	JM High Liquidity Fund - IP- Growth	-	20,000,000
-	(1,975,309)	Reliance Natural Resources Fund - Dividend	-	20,000,000
-	(5,649,804)	ICICI Prudential Equity & Derivative Fund - Dividend	-	60,000,000
Total (A)			566,641,525	474,595,068
In Equity Shares - Quoted, fully paid-up :				
14,259	(14,259)	ICICI Bank Ltd. of Rs.10/- each	13,403,460	13,403,460
19,576	(19,576)	Power Grid Corporation of India Ltd. of Rs.10/- each	1,017,952	1,017,952
4,905	(8,175)	Reliance Power Ltd. of Rs.10/- each	1,379,531	3,678,750
-	(8,923)	Rural Electrification Corporation Ltd. of Rs.10/- each	-	936,915
135,159	(135,159)	National Thermal Power Corporation of Rs. 10/- each	8,379,858	8,379,858
6,108	(6,108)	Tata Consultancy Services Ltd. of Re. 1/- each	2,595,900	2,595,900
-	(2,500)	Punjab National Bank of Rs. 10/- each	-	975,000
23,149	(23,149)	Reliance Petroleum Ltd.of Rs. 10/- each	1,388,940	1,388,940
30,443	(30,443)	Idea Cellular Ltd. of Rs. 10/- each	2,283,225	2,283,225
Total (B)			30,448,866	34,660,000
In Equity Shares - Unquoted, fully paid up (In JV):				
260,000	(26,000)	ZF Lenksysteme India Pvt. Ltd. (26% holding) of Rs.10/- each	2,600,000	260,000
Total (C)			2,600,000	
Total (A + B+C)			599,690,391	509,515,068

INVESTMENTS :

AGGREGATE VALUE OF :

Quoted Shares
Unquoted Investment

As at March 31, 2009		As at March 31, 2008	
Book Value Rs.	Market Value Rs.	Book Value Rs.	Market Value Rs.
30,448,866	38,456,052	34,660,000	56,140,676
569,241,525	-	474,855,068	-

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET (Contd.)

	As at March 31, 2009	As at March 31, 2008
	Rs.	Rs.
SCHEDULE : G		
INVENTORIES		
(Valued and certified by the Managing Director- At lower of cost and net realisable value)		
Work-in-Progress	31,788,604	66,442,964
Raw materials and components	285,378,263	222,286,812
Finished Goods	2,957,147	2,084,459
	<u>320,124,014</u>	<u>290,814,235</u>
SCHEDULE : H		
SUNDRY DEBTORS		
(Unsecured - Considered Good by management)		
Over Six Months	12,945,706	202,358
Others	142,041,661	276,537,712
	<u>154,987,367</u>	<u>276,740,070</u>
SCHEDULE : I		
CASH AND BANK BALANCES		
Cash on hand	111,935	196,063
BALANCES WITH SCHEDULED BANKS		
In Fixed Deposit	134,500,000	-
Interest Accrued on Fixed Deposits	1,031,535	-
In Current Accounts	33,965,939	64,262,948
(It includes Rs.NIL (P.Y. Rs. 5,687,448) being the debit balance in a cash credit account.)	<u>169,609,409</u>	<u>64,459,011</u>
SCHEDULE : J		
LOANS AND ADVANCES		
(Unsecured and considered good by management, unless otherwise stated)		
Advances recoverable in cash or in kind or for value to be received		
- Considered good	11,873,682	4,203,676
- Considered doubtful	-	1,777,417
Less : Provision for Doubtful Advances-	<u>11,873,682</u>	<u>5,981,093</u>
	-	1,777,417
	11,873,682	4,203,676
Advances on Capital Account	2,107,500	1,049,430
Deposits	3,239,258	3,317,695
Payment of Income Tax (Net of provision for Tax)	23,241,293	33,396,082
Balances with Central Excise Authorities	4,846,208	23,050,395
	<u>45,307,941</u>	<u>65,017,278</u>
CURRENT LIABILITIES & PROVISIONS		
SCHEDULE : K		
CURRENT LIABILITIES		
Sundry Creditors (see note no. 18 in Notes to Accounts)	104,275,004	151,286,174
* Unclaimed Dividends	2,611,584	1,793,709
	<u>106,886,588</u>	<u>153,079,883</u>
* Investor Protection and Education Fund is being credited by the amount of unclaimed dividend after seven years from the due date		
SCHEDULE : L		
PROVISIONS		
Proposed Dividend	63,513,100	72,586,400
Corporate Dividend Tax	10,794,051	12,336,058
Leave Encashment and Gratuity	43,431,350	32,910,161
For Warranties	2,000,000	500,000
	<u>119,738,501</u>	<u>118,332,619</u>
(Total A + B)	<u>226,625,089</u>	<u>271,412,502</u>

SCHEDULES ANNEXED TO AND FORMING PART OF PROFIT AND LOSS ACCOUNT (Contd.)

SCHEDULE : M OTHER INCOME

Interest

i) From Banks (T.D.S. Rs. 268,036 (P.Y. - Rs. NIL))	1,292,443	-
ii) From Others (T.D.S. Rs. 244,585 (P.Y. - Rs. 1,363,535))	1,358,238	7,514,672
Dividend on long-term Investments	10,813,521	40,033,125
Profit on sale of long-term Investments (Net)	17,679,267	13,488,912
Liabilities and Provisions written back	524,156	81,800
Miscellaneous Income	5,233,359	7,188,001

For the Year ended
March 31, 2009

Rs. Rs.

For the Year ended
March 31, 2008

Rs.

36,900,984

68,306,510

SCHEDULE : N MATERIALS

Stock at Commencement-
Finished Goods
Work-in-Progress

2,084,459
66,442,964

68,527,423

2,136,936
35,380,304
37,517,240

Raw materials consumed-
Stock at Commencement
Purchases

222,286,812
1,078,066,050
1,300,352,862
285,378,263

1,014,974,599

190,399,267
1,442,345,521
1,632,744,788
222,286,812
1,410,457,976

Less : Closing Stock

Fabrication and Processing charges
Stores and tools consumed

16,726,828
61,572,158

23,482,870
92,839,021

1,161,801,008

1,564,297,107

Less: Closing Stock
Work-in-Progress
Finished Goods

31,788,604
2,957,147

34,745,751
1,127,055,257

66,442,964
2,084,459
68,527,423
1,495,769,684

SCHEDULES ANNEXED TO AND FORMING PART OF PROFIT AND LOSS ACCOUNT

SCHEDULE : O

MANUFACTURING & OTHER EXPENSES

Payments to and Provisions for Employees

Salaries, Wages and related payments	140,743,831
Contribution to Provident Fund and Other Funds	4,846,656
Staff and Labour Welfare Expenses	10,699,697

156,290,184

Interest

On Bank	85,629
Others	1,251,198

1,336,827

Repairs

Plant & Machinery	22,332,992
Building	2,390,054
Others	3,558,702

28,281,748

Power and Fuel (net of credit for captively consumed
Windmill power generation - Rs. 7,385,921 - P.Y. Rs. 6,762,422)

27,502,219

Rates and Taxes
Miscellaneous Expenses
Bank charges and commission
Travelling and conveyance
Communication Expenses
Selling and Distribution Expenses
Advertisement Expenses
Printing and Stationery
Directors' Sitting Fees
Auditors' Remuneration
Insurance
Loss on sale of Assets(Net)
Windmill Expenses
Exchange Variation Loss (Net)
Technical Fees / Technical know-how Fees

1,631,671

14,952,978

5,146,944

8,296,608

1,885,437

17,039,593

219,341

1,704,252

175,000

225,000

1,494,598

71,955

2,163,542

5,064,406

-

273,482,303

For the Year ended
March 31, 2008

Rs.

133,853,358

3,831,142

12,806,338

150,490,838

340,720

771,674

1,112,394

31,759,443

4,796,510

5,688,498

42,244,451

41,033,602

1,555,661

15,205,165

4,495,091

10,209,087

2,040,832

16,287,654

433,992

2,203,473

175,000

110,000

1,937,738

10,345

2,365,965

2,896,541

383,850

295,191,679

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2009

SCHEDULE : P

1. STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES :

A) Basis of Preparation of Financial Statements :-

The financial statements are prepared under the Historical Cost Convention, on the accrual basis of accounting and in accordance with the provisions of the Companies Act, 1956 and comply with the Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of Companies Act, 1956.

B) Fixed Assets and Depreciation :

(i) Fixed Assets :

Fixed Assets are stated at cost (net of Cenvat and sales tax set-off) of acquisition or construction or at manufacturing cost in case of Company manufactured assets, less accumulated depreciation (except free hold land). The cost includes freight, duties, taxes and incidental expenses related to acquisition, installation, erection and commissioning.

(ii) Depreciation :

a) On the fixed assets acquired upto March 31, 2000 :-

Depreciation on these fixed assets is provided as per the Written Down Value (W.D.V.) method at the following rates :

Building @ 10%, Plant & Machinery @ 25%, Furniture & fixtures @15%, Office equipments @25% , Computer @60%, Cars @20%, Two Wheelers @25%.

b) On the fixed assets acquired on or after April 01, 2000 :-

Depreciation on these fixed assets is provided as per the Written Down Value (W.D.V.) method at the rates specified in Schedule XIV to the Companies Act, 1956.

c) Depreciation is provided on pro-rata basis on additions / deductions during the year.

C) Investments :

Investments are stated at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management.

D) Inventories :

Inventories are valued at the lower of cost, computed on a weighted average basis, and estimated net realisable value. Finished goods and work-in-progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition. Excise duty is included in the value of finished goods inventory.

E) Revenue Recognition

Sale of goods is recognised when the significant risks and rewards of ownership of goods have passed to the customers which is generally on despatch of goods. Gross Sales include excise duty but excludes sales tax and are net of discounts.

F) Employees Retirement Benefits :

Defined Contribution Plans: The Company makes specified monthly contributions towards employee provident fund.

Defined Benefit Plans: The Company's gratuity and leave wages are defined benefit plans. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method, which recognises each period of services as giving rise to additional unit of employee benefit entitlement and measure each unit separately to build up the final obligation.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date.

Actuarial gains and losses are recognised immediately in the profit and loss account.

Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account in the year in which the related service is rendered.

G) Foreign Currency Transactions :

Transactions in foreign currency are accounted at exchange rates prevailing at the time of the transaction.

Foreign currency monetary assets and liabilities are translated at the exchange rates prevailing on the last working day of the accounting year or forward cover rates, as applicable.

All exchange gains / losses arising out of such transactions are taken to profit and loss account.

H) Taxation :

Provision is made for income tax liability which may arise on the results for the year at the current rate of tax in accordance with the Income-tax Act, 1961.

The Deferred Tax for timing differences between the book profit and tax profits for the year is accounted for using the tax rates prevailing as of the balance sheet date. Deferred Tax Assets arising from temporary timing differences are recognised to the extent there is reasonable certainty that the assets can be realised in future.

Provision for Fringe Benefit Tax (FBT) is made on the basis of applicable FBT on the taxable value of specified expenses of the Company as prescribed under the Income Tax Act, 1961.

I) Impairment of Assets :

At each balance sheet date, the Company assesses whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount. If the carrying amount of the assets exceeds its recoverable amount, an impairment loss is recognised in the profit and loss account to the extent the carrying amount exceeds recoverable amount.

J) Provisions and Contingent Liabilities

- Provisions in respect of present obligation arising out of past events are made in the accounts when reliable estimates can be made about the amount of obligation.
- Contingent Liabilities are disclosed when there is a possible obligation that may, but probably will not, require an outflow of resources.

K) Earnings per Share

Basic and diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year, by the weighted average number of equity shares outstanding during the year.

Rs.

2. CONTINGENT LIABILITY (Not provided for) :	2008-2009	2007-2008
i) Income Tax matters in dispute in respect of penalty matters disputed before ITAT, Pune	32,631,743	32,631,743
ii) Co-acceptance of Import bills by the bankers	2,964,542	49,715,000
iii) Bank Guarantees on behalf of the Company	4,225,625	17,654,999
iv) Bills discounted	258,964,460	446,227,278
v) Sales Tax matter under Appeal	1,439,044	1,439,044
vi) Claims against the Company not acknowledged as debts	413,684	225,224
vii) Service Tax matters under Appeal	2,566,264	2,566,264
3. Estimated amount of contracts remaining to be executed on capital account and not provided for	4,867,500	6,750,570

(Contd....)

4. a) Managerial remuneration paid/ payable to the Managing Director, Jt. Managing Director & Executive Director

Rs.

	2008-2009	2007-2008
i) Salaries	8,492,400	6,816,612
ii) Commission	6,500,000	20,000,000
iii) Perquisites	7,010,043	6,813,438
	22,002,443	33,630,050
iv) Contribution to Provident Fund	374,400	231,912
TOTAL	22,376,843	33,861,962

4. b) Computation of net profit in accordance with Section 349 of the Companies Act, 1956 and the commission due to the Managing Director, Jt. Managing Director & Executive Director.

	2008-2009	2007-2008
Net profit before tax as per Profit and Loss Account	217,962,091	398,860,063
Add : Depreciation as per accounts	79,510,816	104,395,783
Managerial Remuneration including perquisites	22,376,843	33,861,962
Directors' Sitting Fees	175,000	175,000
Loss on Sale of Assets	71,955	11,173
	320,096,705	537,303,981
Less : Depreciation as per Section 350 of The Companies Act, 1956	75,329,713	99,224,518
Less : Profit on sale of Investments	17,679,267	13,488,912
Less: profit on sale of assets	-	828
Less : Depreciation on Sale of Assets as per Section 350 of The Companies Act, 1956.	109,199	190,383
Net Profit	226,978,526	424,399,340
Maximum Managerial remuneration restricted to 10% of Net Profit computed in accordance with Section 198 of the Companies Act, 1956.	22,697,852	42,439,934

5. Licensed capacity, installed capacity, actual production, opening stock, closing stock and sales:

Class of Goods	Capacity		Prod.	Opening Stock		Closing Stock		Sale	
	Licensed Nos.	Installed Nos.	Qty. Nos.	Qty. Nos.	Value Rs.	Qty. Nos.	Value Rs.	Qty. Nos.	Value Rs.
Hydraulic Power Steering Gears including components/ spares	300,000 (300,000)	270,000 (270,000)	105,545 (134,698)	89 (120)	799,947 (1,422,904)	268 (89)	1,616,557 (799,947)	105,366 (134,729)	1,627,111,760 (2,352,016,794)
Mechanical Steering Gears including components/ spares	200,000 (200,000)	140,000 (140,000)	79,658 (87,615)	658 (417)	1,284,512 (714,031)	792 (658)	1,340,590 (1,284,512)	79,524 (87,374)	231,413,039 (214,237,273)
			185,203 (222,313)	747 (537)	2,084,459 (2,136,935)	1,060 (747)	2,957,147 (2,084,459)	184,890 (222,103)	1,858,524,799 (2,566,254,067)

- Notes : 1) In view of the number of components/ spares being large, it is not possible to give the quantitative information.
2) Installed capacity is as certified by the Managing Director and accepted by the Auditors, being a technical matter.
3) The above figures are inclusive of Excise Duty and Education Cess.

NOTES TO ACCOUNTS (Contd.)

6. The operations of the Company relate to only one segment i.e. automotive components.

7. Related Party Disclosures :

a) List of Related Parties with whom transactions have taken place and relationships :

Foreign Collaborator :

ZF Lenksysteme, GmbH

Associate Companies :

Force Motors Limited

Kinetic Engineering Limited

ZF Shanghai Steering Co.Ltd., China

ZF Sistemas De Direcao Ltd, Brazil.

Jaya Hind Sciaky Ltd

ZF Steering Jincheng (Nanjing), China

ZF Boge Elastmetall GmbH

ZF Great Briton

Varsha Forgings Ltd

Man Force Trucks Pvt Ltd

Joint venture company : ZF Lenksysteme India Pvt. Ltd. (Company has 26% stake in the company)

Key Managerial Personnel : Mr. Dinesh Munot - Managing Director
Mr. Jinendra Munot - Jt. Managing Director
Mr. Utkarsh Munot - Executive Director

Rs.

b) Transactions with related parties :

i) Sales

Foreign Collaborator

Other related parties

ii) Purchase of Raw Materials & components

Foreign Collaborator

Other related parties

iii) Capital Expenditure

Foreign Collaborator

iv) Outstanding balance

Debtors

Foreign Collaborator

Other related parties

Joint Venture company

Creditors

Foreign Collaborator

Other related parties

v) Dividend paid during the year

Foreign Collaborator

Other related parties

vi) Technical Fees/ testing Fees paid during the year to other related parties

vii) Remuneration to Key Managerial Personnel

viii) Rent and other services

Joint venture company

ix) Interest received - other related party

	2008-2009	2007-2008
i) Sales		
Foreign Collaborator	7,355,375	342,418
Other related parties	75,833,988	83,802,049
ii) Purchase of Raw Materials & components		
Foreign Collaborator	306,296,926	335,440,668
Other related parties	154,291,845	75,223,048
iii) Capital Expenditure		
Foreign Collaborator	-	3,625,967
iv) Outstanding balance		
Debtors		
Foreign Collaborator	6,183,367	184,629
Other related parties	16,775,996	33,830,731
Joint Venture company	262,763	1,232,652
Creditors		
Foreign Collaborator	317,941	57,341,381
Other related parties	13,293,184	4,003,136
v) Dividend paid during the year		
Foreign Collaborator	18,720,000	-
Other related parties	33,256,168	-
vi) Technical Fees/ testing Fees paid during the year to other related parties	-	383,850
vii) Remuneration to Key Managerial Personnel	22,376,843	33,861,962
viii) Rent and other services		
Joint venture company	1,170,898	1,642,416
ix) Interest received - other related party	904,765	7,348,432

8. Deferred Tax :

The break-up of the net deferred tax liability as at March 31, 2009 is as under :-

Rs.

Timing differences on account of	2008-2009		2007-2008	
	Assets	Liabilities	Assets	Liabilities
Book Depreciation & depreciation under the Income-tax Act, 1961	18,586,614	-	13,709,188	-
- Provision for Gratuity & Leave Encashment	13,601,387	-	10,025,236	-
- Provision - Advances	-	-	604,144	-
- Others	233,292	-	82,803	-
Total ...	32,421,293	-	24,421,371	-
Net Deferred Tax Assets	32,421,293		24,421,371	
Rounded off	32,421,400		24,421,400	

NOTES TO ACCOUNTS (Contd.)

9. Auditors' Remuneration :

- a) Audit Fees
- b) Tax Audit Fees
- c) Vat Audit Fees
- c) For Certification and other related work.

Rs.	
2008-2009	2007-2008
75,000	75,000
25,000	25,000
25,000	-
100,000	10,000
225,000	110,000

10. Consumption of Raw materials and Components :

Description	2008-2009		2007-2008	
	MT Quantity	Value (Rs.)	MT Quantity	Value (Rs.)
A) Raw Materials :				
i) Alloy Steel Bars	593.97	31,888,866	1556.47	66,929,517
B) Components :	-	1,095,166,391	-	1,428,840,167
		1,127,055,257		1,495,769,684

11. Imported and indigenous raw material consumption (including components) :

Description	2008-2009		2007-2008	
	Rs.	Percentage	Rs.	Percentage
A) Imported	433,849,327	38.49	484,728,140	32.41
B) Indigenous	693,205,930	61.51	1,011,041,544	67.59
	1,127,055,257	100.00	1,495,769,684	100.00

12. C.I.F. Value of Imports :

- i) Raw Materials, Components and consumables
- ii) Capital Goods

Rs.	
2008-2009	2007-2008
471,199,327	540,656,465
4,544,727	48,863,006

13. Expenditure in Foreign Currency

- i) Travelling and other expenses
- iii) Technical Fees / Technical Know-how Fees

2008-2009	2007-2008
2,896,920	3,349,064
-	383,850

14. Remittance of dividend in Foreign Currency

- i) No. of non-resident Shareholders
- ii) No. of Shares held
- iii) Amount of dividend remitted (2007-08)

1	1
2,340,000	2,340,000
18,720,000	--

15. Earnings in Foreign Currency

F.O.B. Value of Exports

9,864,185	5,115,340
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16. Earnings per Share :-

- a) Net Profit (Numerator used for calculation)
- b) Weighted Average number of Equity Shares used as denominator
- c) Basic and Diluted Earnings per Share
(Equity Share of face value of Rs. 10/- each)

Rs.	
2008-2009	2007-2008
Rs. 143,121,686	278,531,175
Nos. 9,073,300	9,073,300
Rs. 15.77	30.70

17. Employees Benefits

- a) **Defined Contribution Plans** : Contribution to Provident Fund of Rs.4,828,044 (previous year Rs.3,806,680) is recognized as expense and included in Contribution to Provident Fund and Other Funds in the Profit and Loss Account.

b) **Defined Benefit Plans** : The amounts recognized in respect of Gratuity and Leave Encashment, based on Actuarial valuation is as per Annexure.

18. Under the Micro, Small and Medium Enterprises Development Act, 2006 certain disclosure are required to be made for enterprises which are covered under the Act. Since the company is in a process of compiling relevant information from its suppliers about their coverage under the said Act, no disclosures have been made. However, in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of this Act is not expected to be material.
19. In current year provision for current taxes includes provision for wealth tax of Rs. 320,000 (P.Y. - Rs. 244,500)
20. The Company has 26% joint venture interest in ZF Lenksysteme India Private Limited, a company incorporated in India.

As on March 31, 2009, the Company has invested Rs. 2,600,000 (previous year Rs. 2,60,000) in the share capital of this Joint Venture.

The Company's share of each of the assets, liabilities, income and expenses (each without elimination of the effect of transactions between the Company and the Joint Venture), related to its interest in the joint venture, based on the audited accounts of the Joint Venture for the year ended March 31, 2009 are as under:

(Rs.)

Particulars	As at March 31, 2009	As at March 31, 2008
Assets	1,219,087	129,073
Liabilities	74,635	323,619
Particulars	For the year 2008-2009	For the year 2007-2008
Income	-	-
Expenditure	1,406,972	389,778

21. The Company has recognized following provision in respect of obligations arising from past events, the settlement of which is expected to result in an outflow embodying economic benefit:

(Rs.)

Description	Opening balance	Additions during the year	Payment/ reversal during the year	Closing balance
Provision for warranties	500,000	1,500,000	Nil	2,000,000

22. Figures relating to the previous year have been regrouped, rearranged wherever it is necessary.

(Refer note No.17 of schedule 'P')

EMPLOYEE BENEFITS

Defined benefit plan as per actuarial valuation on March 31, 2009

Sr. No.	Particulars	GRATUITY (Rs.) 2008-2009	LEAVE ENCASHMENT (Rs.) 2008-2009	GRATUITY (Rs.) 2007-2008	LEAVE ENCASHMENT (Rs.) 2007-2008
I	Expenses recognised in the Statement of Profit & Loss for the year ended March 31, 2009				
1	Current Service Cost	3,279,953	1,872,029	2,480,536	2,214,721
2	Interest Cost	2,209,615	957,456	2,014,673	653,152
3	Expected return on plan assets	(691,633)	-	(555,301)	-
4	Net Actuarial (Gains) / Losses	6,112,236	(723,225)	(1,327,923)	4,659,182
5	Total Expenses	10,910,171	2,106,260	2,611,985	7,527,055
II	Net Asset / (Liability) recognised in the Balance Sheet as at March 31, 2009				
1	Present Value of Obligation as at March 31, 2009	38,977,948	13,549,926	27,727,666	12,492,724
2	Fair Value of plan assets as at March 31, 2009	9,096,524	-	7,310,228	-
3	Funded status [Surplus / (Deficit)]	(29,881,424)	(13,549,926)	(20,417,438)	(12,492,724)
4	Net Assets / (Liability) as at March 31, 2009	(29,881,424)	(13,549,926)	(20,417,438)	(12,492,724)
III	Change in Obligation during the Year ended March 31, 2009				
1	Present value of Defined Benefit Obligation at beginning of the year	27,727,666	12,492,724	25,183,409	8,164,399
2	Interest Cost	2,209,615	957,456	2,014,673	653,152
3	Current service Cost	3,279,953	1,872,029	2,480,536	2,214,721
4	Actuarial (Gains) / Losses	5,975,680	(723,225)	(1,369,064)	4,659,182
5	Benefit Payments	(214,966)	(1,049,058)	(581,888)	(3,198,730)
6	Present Value of Defined Benefit Obligation as at the end of year	38,977,948	13,549,926	27,727,666	12,492,724
IV	Change in Assets during the Year ended March 31, 2009				
1	Plan assets at the beginning of the year	7,310,228	-	6,170,011	-
2	Expected return on plan assets	691,633	-	555,301	-
3	Contributions by Employer	1,446,185	-	747,975	-
4	Actual benefits paid	(214,966)	-	(121,918)	-
5	Actuarial Gains / (Losses)	(136,556)	-	(41,141)	-
6	Plan assets at the end of the year	9,096,524	-	7,310,228	-
V	Actuarial Gain/ loss recognised				
1	Actuarial Gain/ (Loss) for the year-obligation	(5,975,680)	723,225	1,829,034	(4,659,182)
2	Actuarial Gain/ Loss for the year-plan assets	136,556	-	41,141	-
3	Total (Gain)/ Loss for the year	6,112,236	(723,225)	(1,327,923)	4,659,182
4	Actuarial (Gain)/ Loss recognised in the year	6,112,236	(723,225)	(1,327,923)	4,659,182
VI	Assumptions				
	Discount Rate	7%	7%	8%	8%
	Rate of increase in Compensation levels	12%	12%	12%	12%
	Rate of return on plan assets	9%	-	9%	-
	Expected Average remaining working lives of employees (years)	11.61	11.55	11.88	11.72

23. BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE:

I) Registration Details :

Registration No.
 Balance Sheet Date

State Code:

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

Public Issue :
 Bonus Share :

Rights Issue :
 Private Placement

III) Position of Mobilisation and Deployment of Funds :

<u>Total Liabilities</u>	(Amount in Rs.)
<u>Sources of Funds:</u>	
Paid up Capital	<input type="text" value="90,733,000"/>
Reserves & Surplus	<input type="text" value="1,069,353,227"/>
Secured Loans	<input type="text" value="16,945,213"/>
Unsecured Loans	<input type="text" value="210,360,756"/>
Net Deferred Tax	<input type="text" value="-NIL-"/>
Accumulated Losses	<input type="text" value="-NIL-"/>

<u>Total Assets</u>	(Amount in Rs.)
<u>Application of Funds:</u>	
Net Fixed Assets & CWIP	<input type="text" value="291,876,763"/>
Investments	<input type="text" value="599,690,391"/>
Net Current Assets	<input type="text" value="463,403,642"/>
Net Deferred Tax Assets	<input type="text" value="32,421,400"/>
Miscellaneous Expenditure	<input type="text" value="-NIL-"/>

IV) Performance of the Company :

Turnover
 Profit/Loss Before Tax
 Earnings per Share

Total Expenditure
 Profit/Loss After Tax
 Dividend Rate

V) Generic Names of Three Principal Products, Services of the Company:

Item Code No. (ITC Code)

Product Description

As per our Report of even date attached.

For **N. F. KARNAVAT & CO.**
 Chartered Accountants

N. F. KARNAVAT
 Proprietor
 Membership No. 8369

Pune
 May 26, 2009

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Dinesh Munot
Jinendra Munot
Utkarsh Munot

Managing Director
 Jt. Managing Director
 Executive Director

D. S. Bomrah
Manish Motwani
Dr. Dinesh Bothra
Ludwig Rapp
M. L. Rathi
Klaus Traeder
B.S. Iyer

} Directors

Satish Mehta

Company Secretary & DGM-Finance

Pune
 May 26, 2009