

SWADESHI FAN INDUSTRIES LIMITED
REGD.OFF: 15, INDIA EXCHANGE PLACE, KOLKATA-700001

NOTICE OF MEETING

Notice is hereby given that the TWENTY-FIRST Annual General Meeting of SWADESHI FAN INDUSTRIES LTD. will be held at the Registered Office of the Company at 15, India Exchange Place, Kolkata-700 001 on Tuesday the 29th September, 2009 at 3.00 P.M. to transact the following business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit & Loss Account for the year ended 31st March, 2009 and the report of the Directors and Auditors thereon.
2. To elect Director in place of Mr. N.K.Jain who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors for current year and fix their remuneration

SPECIAL BUSINESS:

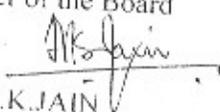
4. To consider and if thought fit, to pass, with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Arun Kumar Choudhary, was appointed as an Additional Director of the Company with effect from 03.11.2008 under Article 95 of the Articles of Association of the Company and who hold office until this Annual General Meeting .be and is hereby appointed a Director of the Company.”

REGISTERED OFFICE:

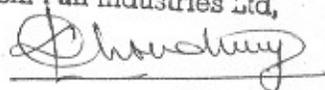
15, India Exchange Place
 Kolkata-700 001.
 Dated: 04th September, 2009.

By order of the Board


 N.K.JAIN
 DIRECTOR.

contd...2.

For Swadeshi Fan Industries Ltd,


 Director

NOTES:

1. A member entitled to attend and vote at the above 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.
2. The relevant Explanatory Statement as required under section 173(2) of the Companies Act, 1956 in respect of the Special Business is annexed hereto.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO.4

Shri Arun Kumar Choudhary was appointed as an additional Director of the Company in terms of Section 260 of the Companies Act, 1956 and he will hold office as a Director up to the date of this Annual General Meeting. Due notice u/s 257 of the Companies Act, 1956 has been received from a member proposing the appointment of Shri Arun Kumar Choudhary as a Director of Company. Requisite consent has been filed by Shri A.K.Choudhary pursuant to the provisions of Section 264(1) of the Companies Act, 1956.

The Board of Directors recommends the passing of the resolution.

None of the Directors, except Mr.Choudhary is interested in the foregoing Resolution.

VIKRAM INVESTMENT CO. LIMITED

Regd. Office: 15, INDIA EXCHANGE PLACE

KOLKATA-700 001

DIRECTOR'S REPORT

To

The Shareholders

Your Directors have pleasure to submitting their TWENTY-FIRST Annual Report with Audited Accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS:

PROFIT for the year

Rs. 13,01,434.00

Add:

Balance brought forward from the previous year

Rs. 33,61,509.00

Rs. 46,62,943.00

Less:

Provision for Income Tax

Rs. 1,00,000.00

Provision for FBT

Rs. 5,000.00

Income Tax for earlier year

Rs. 8,959.00

Balance Carried to Balance Sheet----->

Rs. 1,13,959.00

Rs. 45,48,984.00

DIVIDEND:

Due to working capital requirement, your Directors do not recommend any dividend for the year.

DIRECTORS:

Shri N.K.Jain, Director of the Company, retires by rotation and, being eligible, offers himself for re-appointment.

During the year under re-view Shri Arun Kumar Choudhary has been appointed Director of the Company with effect from 03.11.08.

During the year under re-view Shri A.K.Tiwari has expired on 13.11.08 and the Board of Directors placed on record the services rendered by Shri A.K.Tiwari during his tenure.

AUDITORS:

M/s. S.S.Kothari & Co., Chartered Accountants, Auditors of the Company, retire and are eligible for re-appointment.

DEPOSITS:

During the year under review your Company has not accepted any deposits from the public.

DIRECTOR'S RESPONSIBILITY STATEMENT:

In compliance of Section 217(2AA) of the Companies Act, 1956 as amended by the Companies (Amendment) Act, 2000, the Directors of your Company confirm:

- that the applicable accounting standards have been followed in preparation of final accounts and that there are no material departures;
- that such accounting policies have been selected and applied consistently and such judgements and estimates made are 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;

contd...2.

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

COMPLIANCE CERTIFICATE:

In terms of Section 383A(1) of the Companies Act, 1956 and Companies (Compliance Certificate) Rules, 2001, the certificate issued by a Company Secretary in whole-time practice certifying that the Company has complied with all provisions of the Companies Act, 1956, is annexed to the report.

PARTICULARS OF EMPLOYEES:

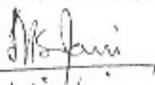
There are no employees falling within the requirements of Section 217(2A) of the Companies Act, 1956.

GENERAL:

Auditor's Notes are self-explanatory.

Dated: 04th September, 2009.

By Order of the Board


(N.K.Jain)
DIRECTOR.

To
The Members,
SWADESHI FAN INDUSTRIES LTD.

COMPLIANCE CERTIFICATE

CIN No. of the Company : L67120WB1971PLC027962
Nominal Capital : Rs. 25,00,000/- (25,000 Equity Shares of Rs. 100/- each.)
Issued and Subscribed Capital : Rs. 24,00,000/- (24,000 Equity Shares of Rs 100/- each).
Paid up Capital : Rs. 12,00,000/- (24,000 Equity Shares of Rs 50/- each).

We have examined the registers, records, books and papers of **M/s. Swadeshi Fan Industries Limited**, as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2009**. In our opinion and to the best of my/our information and according to the examinations carried out by me/us and explanations furnished to me/us by the Company, its officers and agents, We certify that in respect of the aforesaid financial year :

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure "B" to this Certificate, with the Registrar of companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company is a public Company and has the minimum prescribed paid-up capital.
4. The Board of Directors duly met **7 (Seven)** times respectively on **23/06/2008, 27/08/2008, 27/08/2008, 29/09/2008, 03/11/2008, 29/12/2008 and on dt. 23/03/2009** in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. No circular resolution passed.
5. The Company has not closed its Register of Members or Debenture holders during the financial year.
6. The Annual General Meeting for the financial year ended on **31st March, 2008**, was held on dt. **26th September, 2008**, after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its Directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of section 297 of the Act.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - (i) The company has delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act ;
 - (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
 - (iv) The Company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund as there was no amount outstanding.
 - (v) The Company has duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the company is duly constituted and the appointment of directors, additional directors and alternate directors to fill casual vacancies have been duly made.
15. The Company has not appointed any managing director/whole-time director/manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of share.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31st March, 2009, attracting the provisions of Section 293(1)(d) of the Act.
25. The Company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was/were no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to provident Fund with prescribed authorities.

Place : Kolkata.

Date : 4th September, 2009.

For, **SARA SANCHETI & ASSOCIATES**
Company Secretaries



SARA SANCHETI & ASSOCIATES

e-mail : sancheti.associates@gmail.com

KOLKATA : "BHAGAT CHAMBERS" (ROOM NO.18A, 1ST FLOOR), 12A, NETAJI SUBHAS ROAD , KOLKATA - 700 001.

Ph. : +91-33-2230-4689 : 2231-1156 : 2230-4508 : 32996132, FAX : +91-33-2231-1156, (M) : 9830085082

NEW DELHI : GOPI BHAVAN, 2ND FL,16/1, DOCTOR'S LANE, GOLE MARKET, NEW DELHI-110 001, Ph.: +91-11-32985277/2334-1516, (M) : 9810958150

MUMBAI : 206, KSHMALAYA, 37, NEW MARINE LINES, MUMBAI-400 020. Ph. : +91-22-22085082, (M) : 9819885082

ANNEXURE – "A"

Registers as maintained by the Company :

<u>Sl. No.</u>	<u>Particulars</u>	<u>Section</u>
a)	Register of Charges	143
b)	Register of Members	150
c)	Index of Members	151
d)	Directors Minute Book	193
e)	Shareholders Minutes Book	193
f)	Register of Contracts	301
g)	Register of Directors	303
h)	Register of Director's Shareholding	307
i)	Register of Transfer	
j)	Application and Allotment Register	

ANNEXURE – "B"

Forms and Returns as filed by the Company with the *Registrar of Companies, Regional Director, Central Government of other authorities during the financial year ending on 31st March, 2009.

<u>Sl. No.</u>	<u>Particulars</u>	<u>SRN No.</u>	<u>Due Date</u>	<u>Date of filing</u>
a)	Balance Sheet in Form-23AC	P23298235	25/10/2008	23/10/2008
b)	Compliance Certificate in Form – 66	P22657043	25/10/2008	16/10/2008
c)	Annual Return in Form-20B	P24740268	25/11/2008	31/10/2008
d)	Form-32	A60176682	02/12/2008	20/04/2009*
e)	Form-32	A59196113	11/12/2008	02/04/2009*

* delay filing with additional fees.



SARA SANCHETI & ASSOCIATES

e-mail : sancheti.associates@gmail.com

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S. S. KOTHARI & CO.

CHARTERED ACCOUNTANTS

S.S. KOTHARI
R.K. ROYCHOUDHURY
T.K. SENGUPTA

B.Com., C.T.A. (LOND), F.C.A.
B.Sc., B.Com., F.C.A.
B.Com., LL.B., F.C.A.

K.S. MEHTA
R.N. BARDHAN
A. DATTA

B.Com., A.C.I.S. (LOND), F.C.A.
B.Com., F.C.A.
B.Com., F.C.A.

INDIA STEAMSHIP HOUSE
21, OLD COURT HOUSE STREET
KOLKATA - 700 001
Phone : 2248-0279/2758 Res : 2289-1398
e-mail : sskco@vsnl.net

KOLKATA • DELHI • MUMBAI • JAIPUR • CHENNAI

AUDITORS' REPORT TO THE SHAREHOLDERS OF SWADESHI FAN INDUSTRIES LIMITED

1. We have audited the attached Balance Sheet of SWADESHI FAN INDUSTRIES LIMITED as at 31st March 2009 and the annexed Profit and Loss Account and Cash Flow Statement for the year ended on that date, which are in agreement with the books of account. 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 amount and disclosures in the financial statement. An audit also includes assessing the accounting principle used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. 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.
4. In our opinion, proper books of account have been kept by the Company as required by law so far as appears from our examination of those books.
5. Attention is drawn to the following Notes in Schedule J :
 - (a) Note no. 4(b) in Part A : regarding cash basis accounting of interest on Fixed Deposits.
 - (b) Note no. 5(c) in Part A
and Note no. 4 in Part B: regarding non-provision of management estimated Gratuity liability alongwith cash basis accounting.
 - (c) Note no. 5(d) in Part A : regarding cash basis accounting of leave pay.
 - (d) Note no. 1(a) in Part B : regarding non-provision of doubtful advances.
 - (e) Note no. 1(b) in Part B : regarding non-provision of doubtful debtors.
 - (f) Note no. 2(a) in Part B : regarding non-provision of diminution in market value of certain investments to the extent indicated therein.
 - (g) Note no. 2(b) in Part B : regarding non-provision of depreciation on certain Fixed Assets to the extent indicated therein.
 - (h) Note no. 2(c) in Part B : regarding non-provision and non-ascertainment of impairment loss of Fixed Assets.
 - (i) Note no. 2(d) in Part B : regarding non-provision /non-payment of listing fee to the extent indicated therein.
 - (j) Note no. 4 in Part B : regarding non-valuation of Actuarial liability of Gratuity and consequent non-provision in accounts, contrary to the Accounting Standard - 15.
 - (k) Note no. 6 in Part B : regarding unconfirmed balances of debtors and creditorsand the consequent effect of the above on the profit for the year and on Balance Sheet.
6. In our opinion and to the best of our information and according to the explanations the said accounts **subject to our comments in paragraph 5 above** and read together



notes appearing in Schedule 'J' give the information required by the Companies Act, 1956 in the manner so required and;

- a) The Balance Sheet gives a true and fair view of the state of the Company's affairs as at 31st March, 2009.
 - b) The Profit and Loss Account gives a true and fair view of the Profit for the year ended on that date and
 - c) Cash Flow Statement gives a true and fair view of the Cash Flow for the year ended on that date.
7. Subject to our comments in paragraph 5 above, the Balance Sheet and Profit and Loss Account comply with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956.
8. Exclusively on the basis of representations written by the directors themselves to the Company that the companies where they are directors have not defaulted in any of the matters referred to in Section 274(1)(g) of the Companies Act, 1956 and taken on record of the same by the Board of Directors of the Company, we report that none of the Directors are disqualified as on 31.3.2009 to be appointed as Director under Section 274(1)(g) of the Companies Act, 1956.
9. As required by the Companies (Auditors' Report) Order, 2003 and on the basis of such checks of the books and records as we considered appropriate and the information and explanation given to us during the course of our audit, we further state that :
- 01 (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets upto 1994-95, however the same has not been updated since then.
- (b) As informed to us the fixed assets have been physically verified by the management during the year and no material discrepancy was noticed on such verification in comparison to existing records.
- (c) None of the fixed assets has been disposed off during the year.
- 02 (a) Physical verification of stock of shares has been conducted by the management during the year.
- (b) The procedures of physical verification of stock of shares followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- (c) As per records produced to us, the Company is maintaining proper records of stock of shares and no discrepancy was noticed on such physical verification.
- 03 (a) As per books of account and record produced to us, the company has not granted any loan, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, Clause 4(iii) of the order is not applicable.
- As per books of account and record produced to us, the company has not taken any loan, secured or unsecured from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Therefore, Clause 4(iii) of the order is not applicable.
- 04 As per records produced to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business for sale of services. There was no purchase of Fixed Assets and inventory and sale of goods during the year.
- 05 As per books of account and records produced to us, there was no contracts or arrangements entered during the year referred to in Section 301 of the Companies Act, 1956, that need to



into the register required to be maintained under that Section. Therefore clause 4(v) of the order is not applicable.

- 06 As per books of account and records produced to us, the Company has not accepted any deposit from the public during the year within the meaning of Section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and rules framed thereunder and directives issued by R B I.
- 07 As per records produced to us there is no Internal audit system of the company during the year.
- 08 The maintenance of cost records has been prescribed by the Central Government for the product of the company under clause (d) of subsection (i) of Section 209 of the Companies Act, 1956. However, since there is no production and sale of the product under reference, the company has not maintained any cost records during the year.
- 09 (a) As per records produced to us, the company is generally regular in depositing undisputed statutory dues of Provident Fund, Employees' State Insurance, Income Tax and other Statutory dues during the year. However, during the year no dues arose to the company in respect of Investor Education and Protection Fund, Service Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty and Cess. There are no likewise dues outstanding as at 31st March, 2009 for more than six months from the date they become payable.
- (b) As per records produced to us and according to information and explanations given to us, there are no dues of Income Tax, Wealth Tax, Sales Tax, Excise Duty, Cess and Service Tax which has not been deposited on account of any dispute.
10. There is no accumulated losses as at 31st March, 2009 and the company has not incurred any cash loss during the year and in the immediately preceding financial year without considering the cash basis accounting of certain income and expenditure and non-provision of certain expenses as mentioned in paragraph 5 above.
11. As per books of account and records produced to us, the company has no dues to any financial institution or bank during the year. Therefore clause 4(ix) of the Order is not applicable.
12. As per books of account and records produced to us, the company has not granted any loan and advance on the basis of security by pledge of shares, debentures and other securities during the year.
13. The Company is not a Chit Fund/Nidhi/mutual benefit fund/society. Therefore, Clause 4(xiii) of the order is not applicable.
14. As per records produced to us, the company is maintaining proper records of stock-in-trade of shares and other investments timely entries have been made therein. The stock of shares are held by the company in its own name.
15. As per records produced to us, the company has not given any guarantee for loans taken by others from bank or financial institutions. Therefore Clause 4(xv) of the order is not applicable.
16. The Company has not taken any term loan during the year. Therefore, Clause 4(xvi) of the order is not applicable.
17. On the basis of overall review of the balance sheet as on 31st March, 2009 and cash flow statement for the year, we are of the opinion that during the year no funds raised on short term basis has been used for long term investment.
18. The Company has not made any preferential allotment of shares during the year. Clause 4(xviii) of the order is not applicable.



19. The Company has not issued any debenture during the year. Therefore, Clause 4(xix) of the order is not applicable.
20. The Company has not raised money, during the year, by public issue. Therefore, Clause 4(xx) of the order is not applicable.
21. As per examination of books of account and records produced to us, no fraud on or by the Company has been noticed or reported during the year.

Centre Point
21, Old Court House Street
Kolkata, the 4th day of September, 2009.

For S. S. KOTHARI & CO.
Chartered Accountants

Tapan Kanti Sengupta

(TAPAN KANTI SENGUPTA)
PARTNER
Membership No. 50938



SWADESHI FAN INDUSTRIES LIMITED

Balance Sheet as at 31st March, 2009

<u>SOURCE OF FUNDS</u>	<u>SCHEDULE</u>	31st March, 2009 Rs.	31st March, 2008 Rs.
Share Capital	A	1200000	1200000
Reserves & Surplus	B	8854655	7667180
Unsecured Loans (including Interest accrued Rs. 1169231 Previous year Rs. 700257)		7219231	6750257
		<u>17273886</u>	<u>15617437</u>
<u>APPLICATION OF FUNDS</u>			
<u>FIXED ASSETS :</u>			
Gross Block	C	1025830	1025830
Less : Depreciation		941440	931701
Net Fixed Assets (a)		<u>84390</u>	<u>94129</u>
Investments : (b)	D	2116413	1575186
		<u>2116413</u>	<u>1575186</u>
<u>Current Assets , Loans & Advances</u>			
Inventories	E	95500	95500
Sundry Debtors		368373	368373
Cash & Bank Balances		295789	180492
Loans & Advances		16706234	15604399
		17465896	16248764
Less : Current Liabilities & Provisions :	F	2392813	2300642
Net Current Assets : (c)		<u>15073083</u>	<u>13948122</u>
Total (a) + (b) + (c)		<u>17273886</u>	<u>15617437</u>
Significant Accounting Policies & Notes on Accounts.	J		

As per our Report annexed.

CENTRE POINT
21, Old Court House Street,
Kolkata, the 4th day of September 2009.

For S.S. KOTHARI & CO.
Chartered Accountants

Tapan Kanti Sengupta

TAPAN KANTI SENGUPTA
PARTNER
Membership No.

For Swadeshi Fan Industries Ltd,

Director
Director

For Swadeshi Fan Industries Ltd,

Director
Director



SWADESHI FAN INDUSTRIES LIMITED

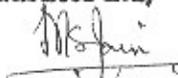
Profit and Loss Account for the year ended 31st March, 2009

	<u>Schedule</u>	<u>31st March 2009 Rs.</u>	<u>31st March 2008 Rs.</u>
<u>INCOME:</u>			
Other Income	G	2601770	2281360
Stock of Shares in Trade		95500	95500
		<u>2697270</u>	<u>2376860</u>
 <u>EXPENDITURE:</u>			
Opening Stock of Shares in Trade		95500	95500
Payment to and provisions for Employees	H	560983	1049593
Other Expenses	I	138966	166038
Interest on Unsecured Loan		590648	602001
Depreciation	C	9739	9739
		<u>1395836</u>	<u>1922871</u>
 Profit/(Loss) for the year		 1301434	 453989
Income Tax for earlier year		(8959)	53429
Provision for Fringe Benefit Tax		(5000)	(8000)
Provision for Taxation		(100000)	(72000)
Profit After Tax		1187475	427418
Profit brought forward from previous year		3361509	2934091
		<u>4548984</u>	<u>3361509</u>
 Surplus transferred to Balance Sheet		 4548984	 3361509

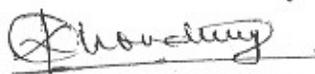
This is the Profit & Loss Account referred to in our
Report of even date.

CENTRE POINT
21, Old Court House Street,
Kolkata, the 4th day of September 2009.

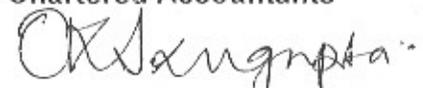
For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director

For S.S.KOTHARI & CO.
Chartered Accountants



TAPAN KANTI SENGUPTA
PARTNER

Membership No. 50938

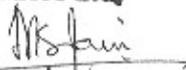


SWADESHI FAN INDUSTRIES LIMITED

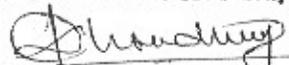
**Schedule annexed to and forming part of the Accounts for the
year ended 31st March, 2009**

<u>Schedule 'A' - Share Capital :</u>	<u>31st March 2009</u>	<u>31st March 2008</u>
	<u>Rs.</u>	<u>Rs.</u>
<u>Share Capital :</u>		
<u>Authorised :</u>		
25,000 Equity Shares of Rs.100/- each	<u>2500000</u>	<u>2500000</u>
<u>Issued :</u>		
24,000 Equity Shares of Rs.100/- each	<u>2400000</u>	<u>2400000</u>
 Subscribed and Paid-up : 24,000 Equity Shares of Rs.100/- each paid up to the extent of Rs.50/- per share. Of the above 9,000 equity shares of Rs.100/-each issued as partly paid up to the extent of Rs.50/- per share pursuant to a contract without payment being received in cash.		
	<u>1200000</u>	<u>1200000</u>
	<u>1200000</u>	<u>1200000</u>
 <u>Schedule 'B' - Reserves & Surplus :</u>		
<u>Reserves & Surplus :</u>		
<u>Capital Reserve :</u>		
As per last Account	550000	550000
<u>Investment Allowance (Utilised) Reserve :</u>		
As per last Account	155671	155671
<u>General Reserve :</u>		
As per last Account	3600000	3600000
Balance brought forward from Profit & Loss Account	4548984	3361509
	<u>8854655</u>	<u>7667180</u>

For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director



SWADESHI FAN INDUSTRIES LIMITED

Schedule - 'C' - Fixed Assets

Particulars	C o s t				D e p r e c i a t i o n				N e t - B l o c k	
	As at 31st March, 2008 Rs.	Additions During the year Rs.	Sales/ Adjustme- nts Rs.	As at 31st March, 2009 Rs.	Up to 31st March, 2008 Rs.	For the year Rs.	Sales/ Adjustme- nts Rs.	Total upto 31st March,09 Rs.	As at 31st March, 2009 Rs.	As at 31st March, 2008 Rs.
Electrical Installation	45611	----	----	45611	27752	----	----	27752	17859	17859
Computer	182819	----	----	182819	173678	----	----	173678	9141	9141
Furniture & Fixture	592360	----	----	592360	575675	----	----	575675	16685	16685
Office Equipments	195040	----	----	195040	152498	9264	----	161762	33278	42542
Air Conditioner	10000	-----	-----	10000	2098	475	-----	2573	7427	7902
	<u>1025830</u>	<u>-----</u>	<u>-----</u>	<u>1025830</u>	<u>931701</u>	<u>9739</u>	<u>-----</u>	<u>941440</u>	<u>84390</u>	<u>94129</u>
Previous year	<u>1025830</u>	<u>0</u>	<u>-----</u>	<u>1025830</u>	<u>921962</u>	<u>9739</u>	<u>-----</u>	<u>931701</u>	<u>94129</u>	

FOR SWADESHI Fan Industries Ltd,

 Director

For Swadeshi Fan Industries Ltd,

 Director



SWADESHI FAN INDUSTRIES LIMITED

Schedule - 'D' - INVESTMENTS

Sl. No.	Investments	Nominal Value per Share	Opening Balance as on 1st April, 2008	Purchased during the Yr.			Sold during the year			Closing Stock as at 31st March, 2009	
				No.	Value	No.	Value	No.	Value	No.	Value
Quoted, Fully Paid Up Equity Shares :											
A. Long Term :											
1	Nagarjuna fert. & Chem. Ltd.	10/-	3500	140350	0	0	0	0	0	3500	140350
2	Madhusudan Holdings Ltd.	10/-	10000	40000	0	0	0	0	0	10000	40000
3	Larsen & Toubro Ltd.	2/-	200	454190	0	0	200	454190	0	0	0
4	Larsen & Toubro Ltd.(Bonus)	2/-	200	0	0	0	200	0	0	0	0
5	I T C Ltd.	1/-	500	93932	0	0	0	0	0	500	93932
6	Hotel Leela Ltd.	2/-	1000	65959	0	0	0	0	0	1000	65959
7	Reliance Ind. Ltd.	10/-	300	465342	0	0	0	0	0	300	465342
8	Bharti Tele	10/-	300	261413	0	0	0	0	0	300	261413
9	Orient Paper & Ind. Ltd.	10/-	1500	54000	0	0	0	0	0	1500	54000
10	Torrent Power Ltd.	10/-	0	0	2000	244917	0	0	0	2000	244917
11	Mercury Investments Ltd.	10/-	0	0	25	500	0	0	0	25	500
B. Short Term :											
12	ICICI Prudential Flexible Income Plan Dividend Re-investment	10/-	0	0	70932.05	750000	0	0	0	70932.05	750000
				<u>1575186</u>		<u>995417</u>		<u>454190</u>			<u>2116413</u>
				<u>2517675</u>							<u>1819358</u>

Aggregate Market Capitalization of the Company as on 31st March 2009 is Rs. 1819358

Swadeshi Fan Industries Ltd.

for Swadeshi Fan Industries Ltd.



[Signature]
Director

[Signature]
Director

SWADESHI FAN INDUSTRIES LIMITED

	31st March 2009 Rs.	31st March 2008 Rs.
Schedule -'E' - Current Assets, Loans & Advances :		
Current Assets :		
Inventories :		
As taken, Valued and Certified by the Management :		
Shares in Trade	95500	95500
	<u>95500</u>	<u>95500</u>
Sundry Debtors :		
(Unsecured, Considered Doubtful by the Management)		
More than six months	368373	368373
	<u>368373</u>	<u>368373</u>
Cash and Bank Balances :		
Cash in hand (As Certified)	138912	141755
With Scheduled Banks :		
On Current Account	146877	28737
On Fixed Deposit (unconfirmed)	10000	10000
	<u>295789</u>	<u>180492</u>
Loans & Advances :		
(Unsecured, considered Good by the Management)		
Advances : (Recoverable in cash or in kind or for value to be received or pending adjustments)		
Loans	11100000	11100000
Interest Accrued and due	2188637	1196178
Inter-Corporate Deposit	1477720	1476573
(including interest accrued Rs. 27,720 previous year Rs. 26,573)		
Tax Deducted at Source	695146	601718
Debit Balances of Sundry Creditors	481501	481501
Balance with Excise Authorities	196960	196960
Others	449267	448266
Deposits :		
With Government Authorities	57511	57511
With Others	1192	1192
Fringe Benefit Tax	58300	44500
	<u>16706234</u>	<u>15604399</u>

For Swadeshi Fan Industries Ltd,

[Signature]
Director

For Swadeshi Fan Industries Ltd,

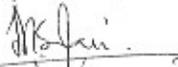
[Signature]
Director



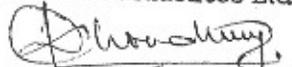
SWADESHI FAN INDUSTRIES LIMITED

	<u>31st March 2009</u>	<u>31st March 2008</u>
	<u>Rs.</u>	<u>Rs.</u>
<u>Schedule -'F'- Current Liabilities & Provisions :</u>		
<u>Current Liabilities :</u>		
<u>Sundry Creditors :</u>		
For Goods	729044	729044
For Expenses	694373	693859
For Others	699936	701779
Credit Balances of Sundry Debtors	43460	43460
<u>Provision :</u>		
Provision for Income Tax	172000	83500
Provision for Fringe Benefit Tax	54000	49000
	<u>2392813</u>	<u>2300642</u>
 <u>Schedule-'G'- Other Income :</u>		
<u>Other Income :</u>		
Administrative Income(TDS -Rs. 9266, Previous year Nil)	108625	100872
Service Charges(TDS - Rs. 6800/- , Previous year Rs.9775/-)	299435	430926
<u>Interest (Gross) :</u>		
On Income Tax Refund	21276	9665
On Loan(TDS Rs. 299106/-, Previous Year Rs. 297802/-)	1380706	1314211
On Intercompany Deposit (TDS Rs. 32954/-, Previous year Rs. 32172/-)	145375	141958
Dividend (Gross)	63700	115575
Profit on Sale of Investment (Net)	582653	168153
	<u>2601770</u>	<u>2281360</u>

For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director



SWADESHI FAN INDUSTRIES LIMITED

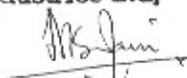
	<u>31st March 2009 Rs.</u>	<u>31st March 2008 Rs.</u>
<u>Schedule -'H'- Payments to and provisions For Employees</u>		
Salaries, Bonus, Exgratia, HRA, Gratuity and Retrenchment Compensation	477189	951371
Contribution to ESI, Provident & Other Fund	56674	66576
Employees Welfare	27120	31646
	<u>560983</u>	<u>1049593</u>

Schedule -'I'- Other Expenses

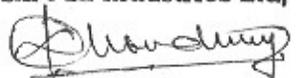
Other Expenses :

Printing and Stationery	1820	795
<u>Auditors Remuneration(including service tax)</u>		
Audit Fees	9927	10113
Miscellaneous expenses	2223	8926
Directors fees	2200	1500
Telephone charges	18898	14173
Travelling and conveyance charges	24293	107908
Motor Car Expenses	-	110
Listing Fee	21000	-
General charges	9012	674
Professional charges	26493	11300
Electricity	-	789
Rates & Taxes	11900	-
Service Charges	11200	9750
	<u>138966</u>	<u>166038</u>

For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director



SWADESHI FAN INDUSTRIES LTD

SCHEDULE - J

Significant Accounting Policies and Notes on Accounts
Annexed to and forming part of the Balance Sheet as at 31st March, 2009
and Profit and Loss Account for the year ended on that date

A. Significant Accounting Policies :

The Accounts have been prepared on historical cost convention under accrual Method of Accounting and in accordance with the Accounting Principles generally accepted as recommended by the Institute of Chartered Accountants of India.

1. Fixed Assets :

- a) Fixed Assets are stated at cost.
- b) Depreciation on Fixed Assets has been calculated on straight line method at the rates specified in Schedule XIV to the Companies Act, 1956.
- c) An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount, which represents the greater of the net selling price and value in use of the respective asset.

2. Investments :

Investments are stated at its acquisition cost.

3. Inventory :

Inventory is valued as under :

Shares in Trade - At cost or Market Value whichever is lower.

4. Revenue Recognition :

- a) Revenue is recognized on completion of respective transaction.
- b) Interest on fixed deposits are accounted for as and when received.

5. Employees Benefit :

- a) Bonus to employees is paid during the year.
- b) Contribution to Provident and other funds, employees state insurance etc. made to the respective authorities are charged off.
- c) Gratuity is accounted for as and when paid.
- d) Leave pay to employees are accounted for on cash basis and paid during the year.

6. Taxation :

Current tax is determined on the basis of the amount payable for the year under Income Tax Act. Deferred tax is calculated at current statutory Income Tax rate and is recognized on timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets, subject to consideration of prudence, are recognized and carried forward only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

7. Contingent Liabilities :

Contingent Liabilities are generally not provided for in the accounts and are separately shown in the Notes on Accounts.



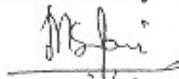
[Signature]
Director

for Swadeshi Fan Industries Ltd,
[Signature]
Director

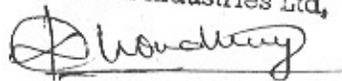
B. Notes on Accounts :

- 1.a) Loans and advances include Rs. 11,86,431 (previous year Rs. 11,85,431) considered doubtful of recovery and not provided for in the accounts.
- b) Sundry debtors include Rs. 3,68,373 (previous year Rs. 3,68,373) considered doubtful of recovery and not provided for in the accounts.
- 2.a) No provision for diminution in market value of certain Investments amounting to Rs. 3,23,187 has been made as the management considered the same as a temporary phenomenon.
- b) Depreciation upto 31st March, 2009 on Electrical Installation amounting to Rs. 10,835 (including for the year Rs. 2167) has not been provided for as there is no existence of factory.
- c) Impairment loss of Fixed Assets as at 31st March, 2009 has not been ascertained and no provision for the same has been made in the Accounts.
- d) No provision for Listing fees of Rs. 31,500 (including for the year Rs. 10500) has been made for in the accounts since 2006-07. However, Listing Fee of Rs. 21,000 for the year 2004-05 and 2005-06 has been paid during the year and debited to Profit & Loss Account.
3. Fixed deposit with bank includes certificates of Rs. 10000 (Previous year Rs. 10000) lying with Central Excise Authority. The same has been, matured, pending encashment. The amount of interest being unascertainable will be accounted for as and when the same will be released by the Excise authority and encashed from the bank.
4. Estimated amount of gratuity payable to the employees upto 31st March, 2009 amounting for Rs. 3,44,284 including for the year Rs. 40,059 has not been provided for in the accounts. As a result Profit for the year is over stated by Rs. 40,059. No actuarial valuation of gratuity has been made during the year.
5. An undertaking has been given by the company to Life Insurance Corporation of India, General Insurance Corp. of India, Industrial Credit and Investments Corp. of India Ltd., not to transfer, pledge, hypothecate the holdings of 95000 (Previous year 95000) Equity Shares of Rs. 10/- each of Ganga Asbestos Cement Ltd. and any future shareholdings in the above company.
6. All the Debtors and Creditors are subject to confirmation from the respective parties.
7. To the extent identified from available information, there is no amount due to micro, small and medium size enterprises as defined under Micro, Small & Medium Size (Development) Act, 2006 as on 31st March, 2009.
8. Additional information pursuant to the provisions of paragraph 3 & 4 of Schedule VI to the Companies Act, 1956.
- a) During the year the company has not made any production and sales of any goods and hence consumption of Raw Materials and Stores and spares, production, Turnover and stock of goods are not required to be reported.

For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director



b) Shares in Trade :	Units	31 st March, 2009		31 st March, 2008	
		Qty.	Value	Qty.	Value
Opening Stock	Nos.	95500	95500	95500	95500
Closing Stock	Nos.	95500	95500	95500	95500

9. Related Party Disclosures :

A. Name of the Related Parties :

1. Having Substantial Control in Voting Power :

i) Mrs. Ganga Somany.

Relatives of Mrs. Ganga Somany :

a) Shri Vikram Somany.

b) Shri Vidush Somany.

ii) Madhusudan Industries Ltd.

2. Key Management Personnel :

i) Shri Amit Daga – Director

ii) Shri N. K. Jain – Director

iii) Shri A. K. Chowdhury - Director

B. Transaction with Related Parties :

	<u>Substantial Control in Voting Power</u>		<u>Key Management Personnel</u>	
	2008-09 Rs.	2007-08 Rs.	2008-09 Rs.	2007-08 Rs.
Salary, Allowance Bonus, Gratuity Leave pay	144000	144000	-	479029 *
Reimbursement of Expenses	-	-	-	9707 *
Outstanding as at the end of the year * Upto September, 2007	-	-	-	-

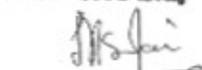
10. Earning Per Share :

	2008-09	2007-08
Profit / (Loss) after tax as per Profit & Loss Account	1187475	427418
Weighted average number of equity share	24000	24000
Basic and Diluted earning per share (Face value Rs. 100 per share)	49.48	17.81

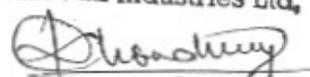
11. Due to insufficiency of future taxable Income, Deferred Tax Assets, as a matter of prudence, has not been considered.

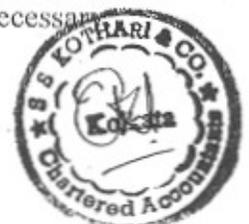
12. Previous year figure have been regrouped and rearranged wherever considered necessary.

For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director



SWADESHI FAN INDUSTRIES LIMITED

INFORMATION PURSUANT TO PROVISIONS OF PART IV OF SCHEDULE VI TO
THE COMPANIES ACT, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S BUSINESS PROFILE

I) Registration Details :

Registration No.	: 27962	State Code	: 021
Balance Sheet Date	: 31.03.2009		

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

Public Issue	: NIL	Right Issue	: NIL
Bonus Issue	: NIL	Private Placement	: NIL

III) Position of Mobilization and deployment of funds : (Amount in Rs.Thousands)

Total Liabilities	: 19667	Total Assets	: 19667
-------------------	---------	--------------	---------

Source of Funds :

Paid Up Capital	: 1200	Reserve & Surplus	: 8854
Secured Loans	: NIL	Unsecured Loans	: 7219

Application of Funds :

Net Fixed Assets	: 84	Investments	: 2116
Net Current Assets	: 15073	Misc.Expenditure	: NIL
Accumulated Losses	: NIL		

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

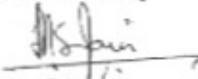
Turnover (Including Other Income)	: 2697	Total Expenditure Profit After Tax	: 1396 1187
Profit Before Tax	: 1301		
Earning Per Share in Rs.	: 49.48		

V) Generic Names of the Product of the Company :

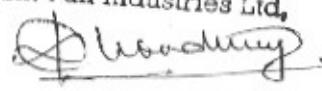
Item Code No. (ITC Code) Description	: N.A.
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For Swadeshi Fan Industries Ltd,


Director

For Swadeshi Fan Industries Ltd,


Director

SWADESHI FAN INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	CURRENT YEAR RS.	PREVIOUS YEAR RS.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before Tax	1301434	453989
Adjustment for		
a) Depreciation	9739	9739
b) Interest Paid	590648	602001
c) Dividend Received	(63700)	(115575)
d) Interest Received	(1547357)	(1465834)
e) Profit on Sale of Investment	(582653)	(168153)
f) Profit on Sale of Fixed Assets	-	-
d) Service Charges Received	(408060)	(531798)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(699949)	(1215631)
Changes in :		
a) Inventories	-	-
b) Sundry Debtors	-	-
c) Loans & Advances	(108229)	(65014)
d) Creditors & Liabilities	(1329)	24202
CASH GENERATED FROM OPERATIONS	(809507)	(1256443)
Cash Flow from Extra Ordinary Items :		
a) Service Charges Received	408060	531798
b) Direct Tax paid	(20459)	(28571)
NET CASH FLOW FROM OPERATING ACTIVITIES	(421906)	(753216)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	-	-
Purchase of Investment	(995417)	(780755)
Sale of Investment	1036843	873090
Dividend Received	63700	115575
Interest Received	553751	827359
Interest Paid	(121674)	(251560)
NET CASH USED IN INVESTING ACTIVITIES	537203	783709
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Movement of Loans/Inter-corporate Deposit	-	1050000
Loan Taken / Repayment	-	(1200000)
NET CASH USED IN FINANCING ACTIVITIES	0	(150000)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)	115297	(119507)
CASH AND CASH EQUIVALENTS (Opening)	180492	299999
CASH AND CASH EQUIVALENTS (Closing)	295789	180492

This is the Cash Flow Statement referred to our Audit Report of even date.

For S.S.KOTHARI & CO.
CHARTERED ACCOUNTANTS

Tapan Kanti Sengupta
TAPAN KANTI SENGUPTA

PARTNER

Membership No. **50938**

CENTRE POINT

21, Old Court House Street,
 Kolkata, the 4th day of September 2009.

For Swadeshi Fan Industries Ltd,

M. S. Jain
Director

For Swadeshi Fan Industries Ltd,

Chandray
Director



SWADESHI FAN INDUSTRIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

	CURRENT YEAR RS.	PREVIOUS YEAR RS.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit/(Loss) before Tax	1301434	453989
Adjustment for:		
a) Depreciation	9739	9739
b) Interest Paid	590648	602001
c) Dividend Received	(63700)	(115575)
d) Interest Received	(1547357)	(1465834)
e) Profit on Sale of Investment	(582653)	(168153)
f) Profit on Sale of Fixed Assets	-	-
d) Service Charges Received	(408060)	(531798)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	(699949)	(1215631)
Changes in:		
a) Inventories	-	-
b) Sundry Debtors	-	-
c) Loans & Advances	(108229)	(65014)
d) Creditors & Liabilities	(1329)	24202
CASH GENERATED FROM OPERATIONS	(809507)	(1256443)
Cash Flow from Extra Ordinary Items:		
a) Service Charges Received	408060	531798
b) Direct Tax paid	(20459)	(28571)
NET CASH FLOW FROM OPERATING ACTIVITIES	(421906)	(753216)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	-	-
Purchase of Investment	(995417)	(780755)
Sale of Investment	1036843	873090
Dividend Received	63700	115575
Interest Received	553751	827359
Interest Paid	(121674)	(251560)
NET CASH USED IN INVESTING ACTIVITIES	537203	783709
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Movement of Loans/Inter-corporate Deposit	-	1050000
Loan Taken / Repayment	-	(1200000)
NET CASH USED IN FINANCING ACTIVITIES	0	(150000)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)	115297	(119507)
CASH AND CASH EQUIVALENTS (Opening)	180492	299999
CASH AND CASH EQUIVALENTS (Closing)	295789	180492

This is the Cash Flow Statement referred to our Audit Report of even date.

For S.S.KOTHARI & CO.
 CHARTERED ACCOUNTANTS

OK Sengupta

TAPAN KANTI SENGUPTA
 PARTNER

Membership No. 50938

CENTRE POINT
 21, Old Court House Street,
 Kolkata, the 4th day of September 2009.

For Swadeshi Fan Industries Ltd,

M. K. Jain
 Director

For Swadeshi Fan Industries Ltd,

P. Choudhury
 Director

