ANG Industries Limited.

Pioneering Indian auto-component manufacturer extending into trailer manufacture

Manufacturer of specialised auto components for heavy commercial vehicles, trailers and trailer parts

Pioneering customer service facility (ASP-ANG Service Point) in the auto component industry

Fabrication of boiler support structures used in thermal power plants

Headquartered in New Delhi. Six manufacturing facilities (Noida, Noida SEZ, Faridabad, Greater Noida, Nalagarh and Sitarganj)
Shares traded on the National Stock Exchange of India, Bombay Stock Exchange, Delhi Stock Exchange and Ahmedabad Stock Exchange

Team size
8,702 members
31st March 2010

Enterprise value
Rs. 8,894.11 lac
31st March 2010

Market capitalisation
Rs. 4,915.68 lac
31st March 2010

Promoter holding
48.38%
31st March 2010

Foreign holding
5.7%
31st March 2010

We are happy to have reported a bottoming-out and recovery in 2009-10

- Total income stood at Rs. 14,061.11 lac against Rs. 11,607.96 lac in 2008-09
- EBIDTA stood at Rs. 2,627.14 lac against Rs. 1,948.26 lac in 2008-09
- Profit after tax stood at Rs. 505.21 lac against Rs. 81.91 lac in 2008-09
- EPS stood at Rs. 4.03 against Rs. 0.10 in 2008-09
- Trailer production was 728 vehicles against 445 vehicles in 2008-09

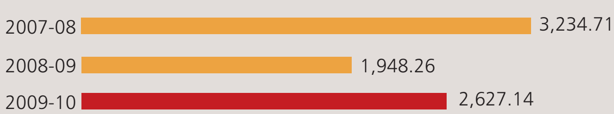
- Commenced a steel fabrication unit for manufacturing boiler structures for thermal power plants
- Entered into a joint venture with TowerWorx USA to manufacture and market mobile tower solutions in India; the Indian operations will be managed by TowerWorx India (P) Ltd
- Commenced the fabrication of specialised containers

Post-balance sheet developments (First quarter, 2009-10)

- Total income stood at Rs. 4,022.49 lac in Q1/2010-11 against Rs. 1,612.96 lac in Q1/2009-10
- EBIDTA stood at Rs. 873.62 lac in Q1/2010-11 against Rs. 160.23 lac in Q1/2009-10
- Profit after tax stood at Rs. 352.88 lac in Q1/2010-11 against Rs. (198.52) lac in Q1/2009-10

Income from operation (Rs. lac)

EBIDTA (Rs. lac)



Dear Shareholders,

"ANG's future holds considerable promise with growing contributions from multiple business verticals."

Mr. Premjit Singh, Managing Director, discusses the Company's performance in 2009-10 and growth drivers

It gives me quiet satisfaction to report an improved 2009-10 for our Company following the impact of the economic and sectoral slowdowns. This indicates that the worst is over and the Company is poised to report a vigorous rebound.

Our revenues grew 21.13%, EBIDTA improved 34.85% and profit after tax increased 516%, vindicating our commitment to enhance value for all those who own shares in our Company.

A development of positive importance transpired during the course of the year that could have a sustainable impact on our fortunes: in October 2009 and January 2010, we commissioned the boiler support structure and container businesses, which reported an attractive order book of Rs. 3,337 lac (as on 30th June 2010) within a few months of the launch. The result is that we are now a company with businesses covering auto-components, boilers, structurals and containers.

There was an important reason for the addition of the new business. Our trailer unit (designed for heavy steel fabrication) remained largely unutilised during the meltdown, prompting us to seek alternative applications. The result was that we entered a rapidly growing sector (power) and selected to focus on the boiler support structures segment requiring heavy fabrication. To reinforce our positioning, we invested in a new facility (capable of delivering a peak Rs. 10,000 lac in topline) and received approvals from BHEL and L&T-MHI Boilers (Pvt) Ltd within six months of commissioning. This business generated sizeable revenue during the year under review with an unexecuted order book of Rs. 5,000 lac as on March 31, 2010 that is only expected to grow during the current financial year.

Our presence in the container business also represented a value-addition over our existing line of trailers. Our products found acceptance among demanding private sector customers, a testimony of our product quality. With an annual fabrication capacity of 600-800 containers, we expect this business to generate about 10-15% of our annual turnover, going ahead.

Our existing businesses (auto-components and trailers) grew reasonably following growing domestic prospects, while exports also revived.

Moving ahead

I am excited about our prospects for the following reasons:

Power: Our products cater to thermal power plants, which comprise more than 70% of India's power generating capacity. Private players (Adani Power, JSW Energy and Reliance Energy) are creating sizeable thermal power generating capacities, which is expected to accelerate our momentum. Besides, the imposition of customs duty following the import of power generating equipment augurs well for the growth of domestic players like us.

Logistics: Growing exports and dispersed manufacturing facilities are necessitating the movement of large volumes, which is enhancing port handling capacity from 599 million TPA (March 31, 2010) to 860 million TPA by the end of the Eleventh Plan. About 25 projects are expected to be initiated in 2010-11 and large private sector conglomerates are creating captive logistics facilities across India. This, in turn, is creating a sizeable demand for customised containers.

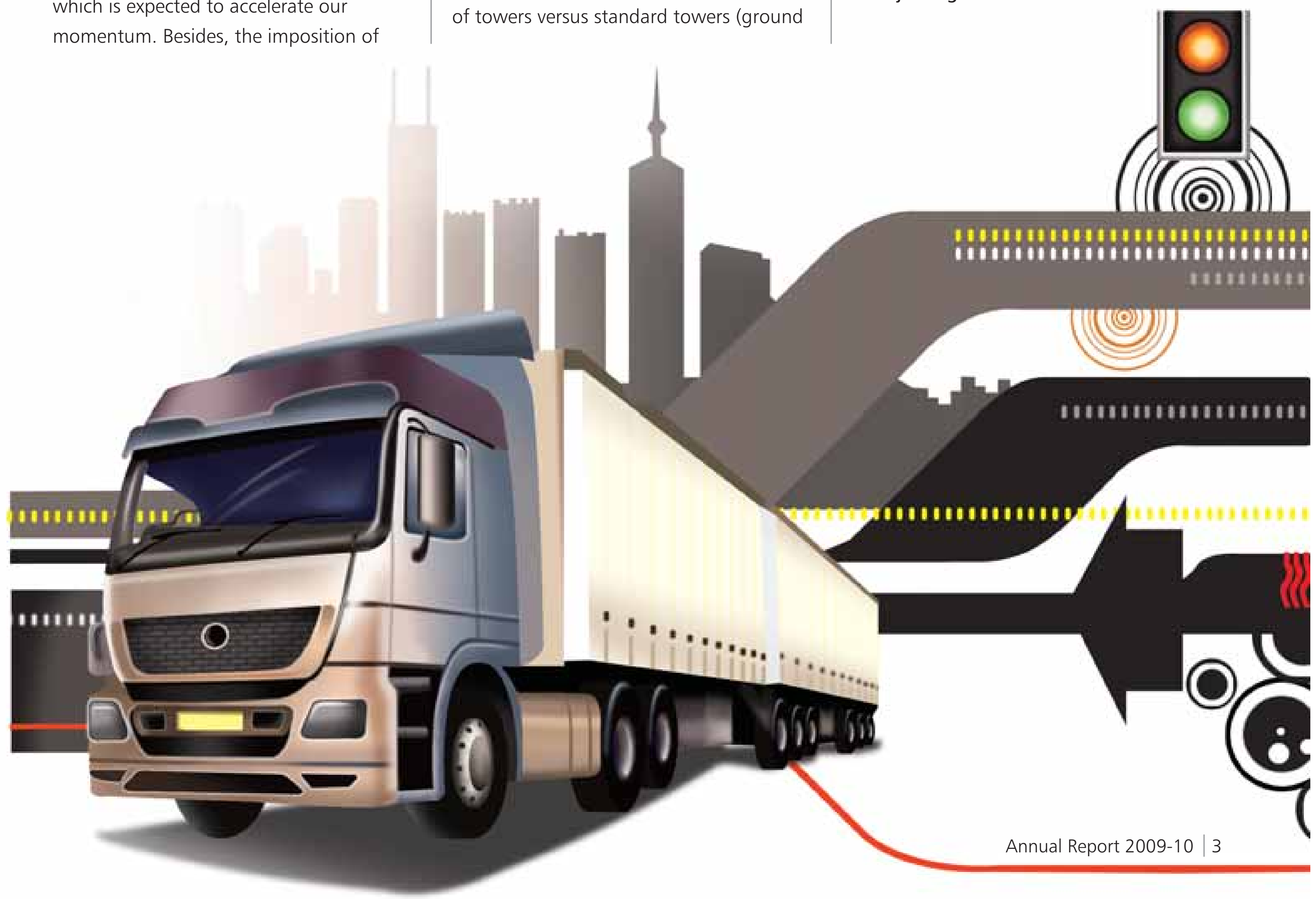
Mobile towers: We expect this venture to offer mobile, superior passive infrastructure (towers) to telecom operators in terms of multiple carrier capability and rapid deployment capability of towers versus standard towers (ground and roof) being erected in India and likely to generate sizeable revenues from 2010-11. These towers are ideal for occasions that attract large crowds, require quick service rollout (temporary measure until a permanent tower is commissioned) and serve as a backup option in case of tower collapse. We expect a decent contribution from this vertical during the current year.

Message to shareholders

The current year holds significant promise and we expect to strengthen revenues with a corresponding increase in profitability, translating into enhanced shareholder value.

Regards

Premjit Singh



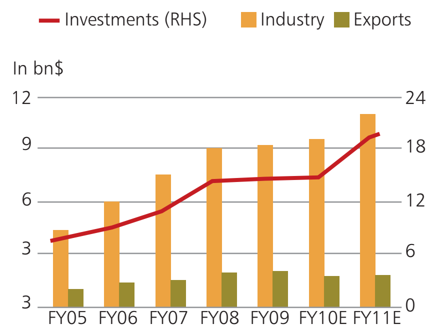
Management discussion and analysis

India grew 7.4% to around

US$1,250 bn.

China retained its position as the world's fastest-growing economy in 2009,

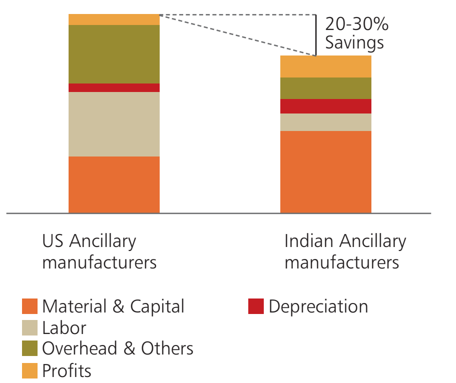
In revival mode



E: Estimates

Source: ACMA

Indian ancillary manufacturers enjoy a 20-30% cost advantage over US counterparts



Global economic overview

The aftermath of an unprecedented global economic turmoil stalled global economic growth in 2009. As per IMF estimates (January, 2010), global economic growth declined to 0.8%, with advanced economies contracting 3.2% and emerging economy growth declining 400 bps to 1.7% in 2009 (2.1% in 2008).

But for China and India, the meltdown could have been harsher. Consider this: the global economy, as per IMF estimates, contracted to US$3.7 trillion while the Chinese economy expanded by 8.7% to US$4,920 bn and India grew 7.4% to around US$1,250 bn. China retained its position as the world's fastest-growing economy in 2009, driven by a massive fiscal stimulus equal to 13% of its GDP.

The IMF revised its growth forecast for the United States to 2.7% in 2010 from 1.5%. Reflecting stronger productivity, the GDP of developing countries expected to grow by 6.2%, 6% and 6% respectively in 2010, 2011 and 2012.

Global auto component sector

Global OEMs are increasingly sourcing components from quality-respecting and cost-effective manufacturing destinations like India, where component manufacturers offer a superior cost-quality proposition. According to the Investment Commission of India, the country is among the world's most competitive auto components manufacturing and R&D hubs. Global brands like Daimler Chrysler, Bosch, Suzuki and Johnson Controls created development centres in India while global auto-component majors including Delphi, Visteon, Bosch and Meritor established Indian operations. Auto manufacturers like GM, Ford and Toyota, among others, as well as auto component manufacturers established international purchasing offices to source global operations. The global auto ancillary industry is expected to reach US$1.9 trillion by 2015, of which around 40% (US$700 billion) is expected to be sourced from low-cost countries like India.

Indian economic overview

India registered a strong recovery in 2009-10 even as major economies were still destabilised. India recorded a GDP growth of 7.4% in 2009-10 against 6.7% in 2008-09, largely due to a timely economic stimulus. The key drivers of India's economic growth in 2009-10 were its manufacturing and mining sectors.

The manufacturing sector emerged as the best performer, growing 10.8% in 2009-10 as against 8.9% in 2008-09, outpacing the previously fastest growing services sector. The financial year 2009-10 was affected by the worst drought in three decades, followed by floods in some areas.

India emerged among the world's top ten countries in industrial production as per UNIDO's report titled 'Yearbook of Industrial Statistics 2010'. India's position improved from 12th in 2008 to 9th, owing to superior performance in its finished steel, crude petroleum and petroleum refinery sectors.

The Indian economy's turnaround was reflected in a rise of 82.25% in the BSE index and 75.19% in the NSE index in 2009-10. Total foreign investments were US$66.5 billion in 2009-10 compared with US$21.3 billion in 2008-09. Going ahead, government estimates suggest that the Indian economy will grow 8.5% in 2010-11, driven by better farm output and global recovery.

Indian auto component sector

Overview: The Indian auto component industry is a key supplier in Asia and a significant player in the global automotive supply chain. A graduation towards stringent Euro emission norms prompted auto component manufacturers to re-strategise. The auto component industry is dominated by engine parts, which account for 31% of the sector followed by drive transmission and steering parts (19%), suspension and braking parts (12%), body and chassis parts (12%), equipment (10%) and electrical (9%). Further, the auto component sector created a niche by diversifying its portfolio into the aerospace, power and prosthetic segments, derisking its prospects.

Performance: The auto component industry registered a turnover of about US$19.2 billion in 2009-10. Exports, estimated at US$3.2 billion in 2009-10, were to Europe (40.4%), Asia (23.8%) and North America (22.6%). The industry witnessed a shift in the exports clients; the OEM/Tier-I segment accounted for 80% of exports, the balance went to the aftermarket segment. Investments in the auto component industry are estimated at US$7.4 billion in 2009-10, according to ACMA.

Indian commercial vehicle sector

Commercial vehicles: India is the world's fifth largest commercial vehicle manufacturer. The pan-India cargo throughput and consequent demand for commercial vehicles is dependant on national economic growth. In recent years, India witnessed substantial demand for trucks, buses and other commercial vehicles which was suddenly stemmed by the global crisis. Although regulatory policies facilitated an excise duty cut, interest rate reduction and greater liquidity, which reduced asset acquisition cost, a stricter appraisal for truck loans hit vehicle financing in the first half of 2009. Commercial vehicle offtake registered a robust comeback in the second half of 2009-10, facilitated by strong industrial activity and investment in infrastructure creation. Consequently, commercial vehicle sales grew 38.3% to 531,395 units in 2009-10 compared with 384,194 units in 2008-09 where the medium and heavy segment registered the highest growth, (79.3%).

Trailers: Trailer use is still nascent in India. The government's thrust on improving road infrastructure, proper implementation of overload restriction for the commercial vehicles and increasing global trade are expected to catalyse demand.

Roads: With India's GDP growing at over 8% and the manufacturing sector reporting double digit growth, the Indian freight industry is expected to grow 10% between 2009 and 2014. India invests 15-20% of its GDP on transport and logistics, compared with an average of 8-10% in developing countries. A rationalisation will only be possible following an increasing deployment of cost-effective trailers. Besides, with growing focus on widening highways and creation of global standard road-networks across the country, the under-penetration of trailers in the road freight industry is expected to correct faster than before.

Ports: Ports are traditional economic growth engines. They account for 95% of India's trade by volume and 70% by value. In line with India's economic growth, traffic at the Indian ports grew at a 9.95% CAGR over the five year period up to 2009-10; it grew 15% over the previous year. Container traffic accounts for about 18% of the commodity composition at the ports. While India added only 20 MT of port capacity in 2009-10, about 25 major expansion projects are to be launched in

2010-11, increasing the cargo handling capacity by 231 MT, of which about 87 MT is in the form of container terminals, creating a sizeable opportunity for increasing trailer demand.

Room for optimism

The management is optimistic owing to the following reasons:

Passenger cars: The Indian automobile industry is geared to invest up to Rs. 80,000 crore in fresh capacity in four years; passenger car output capacity is expected to touch 57 lac units by 2015. Ford Motors plans to launch eight models in India by 2015; Renault will be working on five car models by 2013, which will grow the demand for auto components.

Commercial vehicles: The CV industry is expected to grow at 14% CAGR over three years and 17% in 2010-11, reflecting a pent-up demand for sophisticated commercial vehicles with higher tonnage capacity that did not transpire over the last two years.

Auto components: Global MNC brands are setting up shop in India, which is expected to grow auto components offtake. For instance, the Volvo Group decided to develop India as a hub for manufacturing medium-duty engines for trucks and buses.

Thermal power: Twelfth Plan power projects aggregating 58,683 MW are under construction (about 51,536 MW thermal)

Mobile towers: The demand for mobile towers is expected to grow significantly due to a growing subscriber base, accelerated service rollout in rural India, technological upgradation (3G and WiMax) and increasing road network. Credible sources suggest an increase in towers from around 240,000 (September 2009) to 450,000 by 2014.

In the fast lane

The Ministry of Heavy Industries and Public Enterprises envisaged the Automotive Mission Plan 2006-2016 to promote growth in the sector. It targets to:

- Increase turnover to US$122-159 billion by 2016 from US$34 billion in 2006
- Increase export revenue to US$35 billion by 2016
- Increase the automotive sector's contribution to India's GDP to 10% by 2016

Analysis of our financial statements

(On standalone financial statements)

Profit and Loss Account review

ANG Industries reported improved performance during 2009-10.

Revenue: Income from operations increased marginally from Rs. 11,719.69 lac in 2008-09 to Rs. 14,061.11 lac in 2009-10 following a significant decline in exports and interest received on bank investments. However, this was compensated by a robust increase in domestic offtake and income from new verticals (boiler structures and customised containers). The Company also booked a profit on FCCBs amounting to Rs. 1,843.63 lac in 2009-10.

Cost: Total operating cost declined 5% despite the commissioning of new units for the fabrication of boiler structures and containers. This was largely due to a decline in material purchases in line with a lower offtake of auto-components, inventory liquidation and process optimisation. The Company charged a one-time Rs. 951.06 lac to its financials, largely pertaining to loss on account of derivatives.

Margins: EBIDTA increased 44% from Rs. 1,948.26 lac in 2008-09 to Rs. 2,627.14 lac in 2009-10; EBIDTA margin expanded 500 bps from 17% in 2008-09 to 22% in 2009-10. The Company reported a turnaround from a loss of Rs. 117.55 lac in 2008-09 to a net profit of Rs. 725.03 lac in 2009-10.

Balance Sheet analysis

The Company strengthened its Balance Sheet as capital employed declined 9% on account of debt repayment; return on capital employed strengthened.

Sources of funds: Unsecured loans declined a whopping 58% while secured loans reduced 2%. This resulted in an 11% reduction in interest outflow in 2009-10, and debt-equity ratio strengthened from 1.87 as on March 31, 2009 to 1.37 as on March 31, 2010.

Shareholders' funds increased about 10%, largely due to the ploughback of the operational surplus. Free reserves increased 10% and accounted for 99% of the reserve and surplus balance as on March 31, 2010. The book value per share stood at Rs. 71 as on March 31, 2010. Equity capital remained unchanged. Promoters' holding was 48.38% of the equity as on March 31, 2010 while foreign holding was 5.7%.

Application of funds: Net block increased 32% due to the commissioning of the boiler structures unit. Consequently, depreciation increased 21%. Investments increased largely due to investments by the parent in the mobile tower business which is expected to deliver returns in the current year. All the investments comprised investment in subsidiaries.

Net current assets declined 29% despite increased verticals and volumes following stringent inventory and debtor management practices. The result was that inventory remained at previous year's levels and debtors (equivalent to days of turnover) declined from 101days in 2008-09 to 59 days in 2009-10 despite business growth. Loans and advances declined 54% following the liquidation of export claims, other advances and an advance for land (Greater Noida). Current liabilities increased 6%. As a result, funds locked in working capital reduced.

Internal control

Adequate control systems have been institutionalised for monitoring all operational and managerial functions, being carried out in conformity with well-defined processes. The compliance of these processes and its refinement reflect learning and changes in the business environment, which is reviewed periodically. Regular audits of all key business areas are conducted by internal audit teams. The audit observations are reported and discussed by the senior management and also presented to the Audit Committee of the Board. The observations are discussed with the operations teams and the recommendations are implemented appropriately.

Derisking the business

Every business is susceptible to risks. As a responsible corporate, the Company relentlessly endeavours to minimise risks and maximise returns from different business situations through a comprehensive and integrated risk mitigation framework, encompassing prudent norms, structured reporting and control. This ensures that the risk management discipline effectively percolates across the organisational hierarchy, enabling intelligent decision-making which balance risk and reward, translating into parity between revenue-generating initiatives and the risks taken.

Inability to diversify might affect the Company's prospects

- The Company is present in high-growth segments in the auto component sector.
- The Company established a presence in manufacturing boiler structures for thermal power plants, a high priority area as more than 80% of the addition to India's power generating capacity is through the thermal power route
- The Company's joint venture for manufacturing mobile tower solutions is expected to contribute sizeably to its growth and profitability as India adds more than 15 million subscribers to its burgeoning subscriber base each month.

Lack of experience in the new-businesses could dampen the Company's returns

- The skills required for the auto components business are largely similar to that required for the boiler support structures business.
- The Company's mobile tower venture will be managed by TowerWorx India (P) Ltd, the Indian arm of the US company who are experts in this field.

Paucity of funds could hinder the implementation of the Company's growth blueprint

- The Company's sizeable Rs. 7,908.78 lac reserves and surplus balance as on March 31, 2010 could be deployed for capital investments.
- The Company enjoys a debt-equity ratio of 1.37 as on March 31, 2010 which enables it to leverage its financial statements for adequate low-cost funds for seamless implementation of its growth plans.

Inadequate liquidity could hamper the Company's day-to-day business operations

- The Company enjoys working capital lines from five banks.
- The Company's robust current and quick ratios suggest adequate liquidity in meeting its routine cash requirement; it also had a cash and cash equivalent of Rs. 1,06,719 lac as on 31st March 2010.

Corporate information

Shri Premjit Singh	*Managing Director*
Shri Gurvinder Singh Jolly	*Director*
Shri Manoj Gupta	*Director*
Shri Sanjay Garg	*Director*
Shri Om Prakash Sharma	*Director*
Shri Rajiv Malik	*Company Secretary*

Auditors
M/S Sandesh Jain & Co.
Chartered Accountants

Bankers
Bank of Baroda
International Business Branch, Parliament Street, New Delhi

Development Credit Bank
Hansalya Building, Barakhamba Road, New Delhi

Yes Bank
48, Nyaya Marg, Chankaya Puri, New Delhi

State Bank of India
Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-11001

Registered Office
1C / 13, New Rohtak road
Karol Bagh, New Delhi-110005
Phone : 011-28716329, telefax :011-28716329
Email: marketing@anggroup.biz
Website: www.anggroup.biz / www.angauto.com / www.angtrailers.com

Corporate office
90, Okhla Industrial Estate, Phase-III
New Delhi-110020

Manufacturing facilities
B-48, Phase-II, Noida

19-A, Udyog Vihar, Greater Noida,
District: Gautam Budh Nagar (U.P.)

Special Economic Zone,
I-11 & 12, SEZ, Noida,
District Gautam Budh Nagar (U.P.)

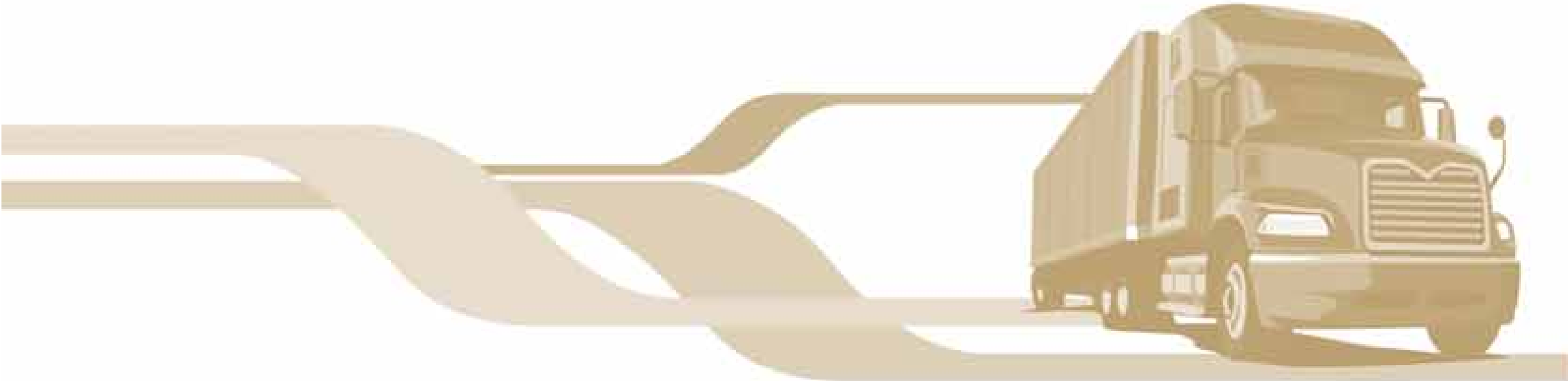
14/6, Mathura Road, Faridabad (Haryana)

150A, SEZ, Noida, District Gautam Bud Nagar (U.P.)

19, Udyog Vihar, Greater Noida,
District Gautam Budh Nagar, (U.P.)

A-197, SIDCUL Industrial Estate,
Sitarganj, Uttaranchal

Registrar & Share Transfer Agents
Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor, 99, Madangir
Behind Local Shopping Centre,
New Delhi 110062



DIRECTORS' REPORT

Dear members

Your Directors have pleasure in presenting the 19th annual report of your Company together with the audited statement of accounts of the Company for the year ended on 31st March 2010 together with Auditors' report thereon.

Financial results

(Rs. lacs)

Particulars	2009-10	2008-09
Gross sales	12,445.35	11,923.30
Other income	1,615.76	(203.61)
Total income	14,061.11	11,719.69
Profit before tax and depreciation	1,270.72	639.88
(-) Depreciation	515.93	427.58
Profit before tax	754.78	212.30
(-) Provision for tax	249.57	130.40
Net profit after tax	505.21	81.90

Overview

The financial year 2009-10 was a blockbuster year for auto companies, with the entire sector posting a 26% growth in sales, over the previous year. The auto industry has ended the financial year on a positive note with a double digit growth in almost all segments; the commercial vehicle segment grew by 38.31% on the domestic front. It couldn't step up in terms of exports, registering a growth of only 5.59%.

"The numbers are good but this growth is because of the low base which was left by Financial Year 2008-09."

But the growth story may not be as spectacular this fiscal, as increasing inflation, rising commodity and fuel prices and high interest rates are expected to have a dampening effect on demand.

"The industry is expected to grow around 10-15% in Financial Year 2011."

The performance of your Company in 2009-10 was in line with the global market trend. During 2008-09, the heavy commercial sector received a severe global hit, by an economic slowdown resulting in falling demand for products manufactured by the Company in India and abroad. Accordingly, the Company's exports suffered tremendously due to the slowdown of American and European economies. But, in the year 2009-10 the demand for the Company's products increased. The revenue for the year increased by 104% as compared with the previous year. The Company reported a profit of Rs. 505.20 lacs in 2009-10 as compared with Rs. 81.90 lacs in the previous year 2008-09.

Dividend

Keeping in view the expansion plan and requirement of funds for continuing plans to impinge on future diverse challenges successfully, your Directors did not recommend any dividend for 2009-10.

Corporate Governance

It was our endeavour to ensure good Corporate Governance practices in all facets of your Company's activities. Pursuant to the SEBI recommendations, the Management Discussion and analysis report, report on Corporate Governance with Auditor's Certificate in compliance with conditions of Corporate Governance is provided in this annual report.

Subsidiary/ Joint venture

During the year 2009-10, the Company incorporated a new subsidiary in India.

Incorporation of a wholly-owned subsidiary in the United States of America

A company, ANG Auto USA Inc. was incorporated by ANG Industries Limited as a promoter in the US as per the laws of that country vide certificate of incorporation issued by the State of Delaware dated 29th May, 2009.

Towerworx India Private Limited: The Company has entered a joint venture with Towerworx, USA with equity participation at 50:50

Repayment of Foreign Currency Convertible Bonds (FCCBs)

During the year under report, the Company re-purchased and cancelled Foreign Currency Convertible Bonds with US$ 7 million. The remaining 5 million has also been paid by the Company in two instalments and the last instalment of FCCB was paid by the Company on June 28, 2010. Now, there is no outstanding liability of FCCB after 28th June 2010.

Director's responsibility statement

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to the Director's responsibility statement, it is hereby confirmed that

(i) In the preparation of annual accounts for the financial year ended 31st March 2010, applicable accounting standards were followed.

(ii) 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 at the end of the financial year and of the Company's profit and loss for 2009-10.

(iii) The Directors took proper and sufficient care to maintain adequate accounting records in accordance with the provisions of the act for safeguarding the Company's assets and for preventing and detecting fraud and other irregularities.

(iv) The Directors prepare the annual accounts on a going concern basis.

Public deposits

During 2009-10, your Company did not invite or accept any deposits within the meaning of Section 58A of the Companies Act, 1956 and the rules made thereunder.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

Information in accordance with the provisions of Section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, regarding conservation of energy, technology absorption, foreign exchange earnings and outgo is given in the annexure forming a part of this report.

Personnel

None of the employees of the Company were in receipt of the prescribed remuneration and as such, the list of employees as required under Section 217 (2A) of the Companies Act, 1956, is not enclosed.

The management's relationship with employees was cordial during the year under review.

Industrial relations

Industrial relations remained cordial throughout the year. Your Directors wish to place on record their deep sense of appreciation for the services rendered by the executives, officers, staff and workers of the Company across all hierarchies.

The Company is committed towards providing industrial safety and environmental protection and these processes are followed in right earnest at the Company's plant and facilities.

Statutory auditor

As per the provisions of the Companies Act, 1956, M/s. Sandesh Jain & Co., Chartered Accountants, hold office as statutory auditors of your Company till the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. Your Company received a certificate from M/s. Sandesh Jain & Co. Chartered Accountants, as required under Section 224 (1B) of the Companies Act, 1956, to the effect that their reappointment, if made, will be within the limits as prescribed under the provisions thereof.

Directorate

Mr. Manoj Gupta, Director of the Company, shall retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for reappointment.

Change of name

The name of the Company has been changed from ANG Auto Limited to ANG Industries Limited vide fresh certificate of incorporation issued by the Registrar of Companies, NCT of Delhi dated 22nd April 2010.

Acknowledgement

Your Directors wish to express their gratitude to the customers, investors, regulatory authorities, clients and bankers for their continued support and services. Your Directors place on record their appreciation of the contribution made by the employees of ANG at all levels / banks, etc enabling the Company to maintain service levels of a high order.

For and on behalf of the Board
ANG INDUSTRIES LTD

(Premjit Singh)
Managing Director

(Manoj Gupta)
Director

ANNEXURE TO THE DIRECTORS' REPORT

Information under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's report for the year ended 31st March 2010.

A. Conservation of energy

Energy conservation is an effective key value driver to reduce cost of production. Constant efforts are being made by your Company to reduce energy consumption, upgrade technology as well as equipment and derive optimum benefits from the present sources. The Company is continuously identifying the scope for improving end use efficiency by evaluating the techno-economic viability of various energy conservation measures. The Company is primarily focusing on

a) Technology upgradation
b) Control on idle running of auxiliary equipment
c) Providing limit switches
d) Process optimisation to enhance production
e) Training employees towards energy conservation

The Company's captive generation of power increased. The comparative statement of energy generation, as compared with last year, is given hereunder:

Particulars	2009-10	2008-09
1. Electricity units (MKWH)	23,65,254	29,35,440
Total amount	167,09,493	1,87,24,862
Average rate / unit (Rs. KWH)	7.06	7.56
2. Own generation		
Through diesel generator		
Units (M.KWH)	11,00,732	17,58,826
Units per litre of diesel (KWH)	2.95	3.08
Average cost / unit (Rs. KWH)	12.76	10.38

B. Technology absorption

The technology adopted by your Company is upgraded on a regular basis. In-house training is imparted regularly to plant personnel for adopting technology advancements and cost containment. Further, your Company follows better engineering practices, which include reverse engineering processes for enhancing productivity, product improvement, cost reduction, better quality and stability of products.

C. Foreign exchange earnings and outgo

Activities under this head include those relating to exports and initiatives undertaken to increase exports; development of new export markets for products and services and export plans. During 2008-09, the Company exported its products to the buyers based in United States of America (USA), UK, Brazil, Italy and Switzerland, among others.

The export turnover of your Company for 2009-10 was Rs. 3,442.41 lacs; net foreign exchange earning was Rs. 3,466.72 lacs and the foreign exchange outgo was Rs. 1,092.47 lacs on account of consultancy, foreign travel, import of capital goods and raw material.

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)

To,
The Board of Directors,
ANG Industries Limited

We, Premjit Singh, Managing Director (CEO) and Arun Jain, Chief Financial Officer (CFO) of ANG Industries Limited (Formerly known as ANG Auto Ltd), both certify to the Board that we have reviewed the financial statement and the cash flow statement of the Company for the period ended 31st March 2010.

1. The statements do not contain materially untrue and misleading statements; the statements present a true and fair view of the Company's affairs; they were made in accordance with the accounting standards and applicable laws and regulations.

2. There were no fraudulent or illegal transactions

3. For the purpose of financial reporting, we accept the responsibility for establishing and maintaining internal controls which were monitored by the Company's internal audit team and were evaluated based on feedbacks received from the internal audit team and the effectiveness of the internal controls. We reported to the auditors and the Audit Committee about the deficiencies, if any, in the internal controls

4. We have indicated to the auditors and the Audit Committee, significant changes in the internal controls and accounting policies. There were no instances of fraud, of which we were aware during the period

For ANG INDUSTRIES LTD.

Arun Jain
CFO

Premjit Singh
CEO

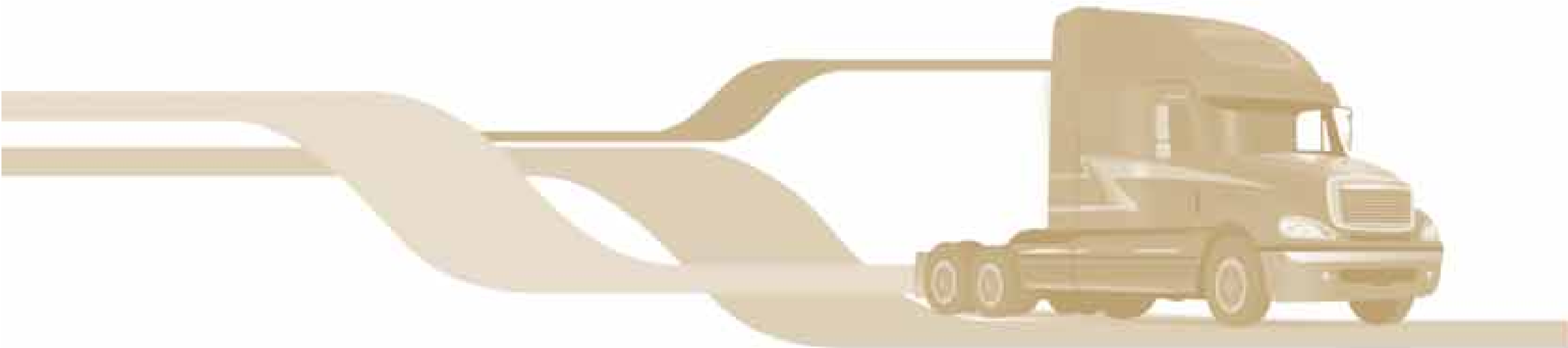
DECLARATION UNDER CLAUSE 49 (I) (D) OF THE LISTING AGREEMENT

Pursuant to Clause 49 of the Listing Agreement, it is hereby declared that all the Board Members and senior management personnel of ANG Industries Limited affirmed compliance with the Code of Conduct for the year ended 31st March 2010.

For ANG Industries Limited
(formerly known as ANG Auto Ltd)

Place: New Delhi
Date: August 6, 2010

Managing Director



REPORT ON CORPORATE GOVERNANCE

1. The Company's philosophy on Code of Governance

Your Company believes that sound ethical practices, operational transparency and timely disclosures enhance stakeholder value across the long term. As a result, governance is intrinsic to the Company, supported by the four pillars of transparency, fairness, disclosure and accountability. The Company believes that sound governance practices should be enshrined in all activities, maximising shareholder value, safety and sustainability.

2. Board of Directors

a) Composition of category of Directors: The Board was constituted in a way to reinforce understanding and competence to deal with emerging business issues and ensuring the Director's commitment to participate in the affairs of the Company. In terms of the Corporate Governance philosophy, all statutory and other significant material information was placed before the Board of Directors to enable it to discharge its responsibility of strategic supervision of the Company as trustees of the shareholders. The total strength of the Board is five at the close of 2009-10, which included one Director who is also the Promoter, two Independent Directors and two Independent Non-Executive Directors, complying with the requirements of the Listing Agreement. As on 31st March 2010, the composition of the Board of Directors was as under:

Sl. No.	Name of Director(s)	Category of directorship	Basic salary (Rs.)	Sitting fee paid (Rs.)	Commission (Rs.)
1.	Mr. Premjit Singh	Promoter and Managing Director	12,00,000	–	–
2.	Mr. Gurvinder Singh Jolly	Independent Non-Executive Director	–	31,000	–
3.	Mr. Manoj Gupta	Independent Non-Executive Director		31,000	–
4.	Mr. Sanjay Garg	Independent Non-Executive Director		31,000	–
5.	Mr. O. P. Sharma	Executive Director	2,94,400	–	–

b) Number of Board meetings and dates: During the financial year 2009-10, ten Board meetings were held. The dates on which the said meetings were held were as follows 11th April 2009, 15th June 2009, 30th June 2009, 31st July 2009, 31st August,2009, 27th October 2009, 24th December 2009, 29th December 2009, 19th January 2010, 22nd March 2010

c) Code of Conduct: The Board of Directors adopted the Code of Conduct, which is applicable to all the Company's Directors. All Board members and senior management personnel of the Company affirmed compliance with the Code of Conduct for the year ended 31st March 2010.

d) Risk management: Your Company established a well-documented and robust risk management framework; these risks are identified across all business process of the Company on an ongoing basis. Once identified, these risks are systematically categorised as strategic risk, business risk or reporting risk. To address these risks in a comprehensive manner, each risk is mapped to the concerned department for further action. Based on this framework, the Company has set in place procedures to periodically place before the Board the risk assessment and minimisation procedures being followed by the Company.

Attendance of Directors at the Board meeting and last Annual General Meeting and number of other directorship and Committee membership as on 31st March 2010.

Sl. No.	Name of Director(s)	Category of directorship	Number of other directorship	Number of Board meetings held	Number of Board meetings attended	Attendance at the last AGM
1.	Mr. Premjit Singh	Managing Director	8	10	10	Yes
2.	Mr. Gurvinder Singh Jolly	Non-Executive Director	Nil	10	10	Yes
3.	Mr. Manoj Gupta	Independent Director	2	10	10	Yes
4.	Mr. Sanjay Garg	Independent Director	Nil	10	10	Yes
5.	Mr. O. P. Sharma	Non-Executive Director	Nil	10	8	Yes

3. Audit Committee

Constitution of the Committee: As a measure of good Corporate Governance and to provide assistance to the Board of Directors fulfilling the Board's oversight responsibilities, an Audit Committee was constituted as per Section 292A of the Companies Act, 1956, and the provisions of the Clause 49 of the Listing Agreement. The Committee acts as a link between the management, the statutory and internal auditors and the Board of Directors. The Audit Committee is responsible for effective supervision of the financial reporting process, ensuring financial and accounting controls and ensuring compliance with financial policies of the Company. The Committee reviews the financial statements with special emphasis on accounting policies and practices, compliance with the accounting standards and other legal requirements concerning the financial statements before they are submitted to the Board. The terms of reference of the Audit Committee include the matters specified under Clause 49 II of the Listing Agreement. Further, the Audit Committee may also review such matters as are considered appropriate by it or referred to it by the Board.

As on 31st March 2010, the Audit Committee comprised one Non-Executive Director, one Executive Director and two Independent non-executive Directors.

Quorum for the Committee and its Chairman: The quorum for the meeting was two Independent Directors, which was more than one-third of the members of the Committee. The Committee was chaired by Mr. Sanjay Garg, an Independent Director. The composition of the Audit Committee was as under:

Mr. Sanjay Garg	Chairman	Independent Non-Executive Director
Mr. G. S. Jolly	Member	Independent Non-Executive Director
Mr. Manoj Gupta	Member	Independent Non-Executive Director
Mr. O. P. Sharma	Member	Executive Director

Date and numbers of Audit Committee meetings held: During 2009-10, four Audit Committee meetings were held on 30th June, 2009, 31st July 2009, 31st October 2009, 31st January 2010.

4. Remuneration Committee

The Remuneration Committee was formed on 15th December 2005 as per Clause 49 of the Listing Agreement. The following were the members of the Remuneration Committee:

Mr. Premjit Singh, Chairman
Mr. Manoj Gupta, Member
Mr. O. P. Sharma, Member

5. Shareholder's / Investor's Grievance Committee

The Committee formed by the Board of Directors to look into the investor's grievances and share transfers and the issue of duplicate certificates, oversees and reviews all matters connected with the transfer of securities at regular intervals. The Committee also looks into redressing of the shareholders' / investors' complaints like transfer of shares, non-receipt of declared dividends and non-receipt of balance sheet, among others, and also notes of transfers / transmissions of securities issued by the Company. The Committee oversees the performance of the Registrar and Transfer Agent and recommends measures for the overall improvement of the quality of investor services. The Board of Directors delegated the power to Mr. Rajiv Malik, Company Secretary, to approve transfers and transmission of shares, folio consolidation, change of name, transposition, certificate split and consolidation, dematerialisation or rematerialisation of securities and replacement of certificates, among others.

The following are the members of the Shareholder's / Investor's Grievance Committee:

Mr. Premjit Singh, Managing Director
Mr. Manoj Gupta, Director
Mr. O. P. Sharma, Director, was designated as the Compliance Officer of the Company

6. General body meetings

The last three Annual General Meetings of the Company were held as under:

Year	Location	Date	Time
2006-07	PHD Chamber of Commerce Siri Fort Road, New Delhi	28th September 2007	10.00 am
2007-08	PHD Chamber of Commerce Siri Fort Road, New Delhi	29th September 2008	10.00 am
2008-09	PHD Chamber of Commerce Siri Fort Road, New Delhi	23rd September 2009	10.00 am

7. Disclosures

a. Disclosures: Related party transactions during the year are disclosed as a part of accounts as required under Accounting Standard 18, issued by the Institute of Chartered Accountants of India.

b. During the year, the Company did not enter into any transaction of material nature with the Directors, their relative or management which was in conflict with the Company's interests.

c. The Company laid down procedures to inform Board members about the risks assessment and minimisation procedures. The Company has a management risk policy in place and a risk officer.

d. There were no public, right or preferential issues during 2009-10. However in the current financial year the shareholder in their Extra Ordinary General Meeting held on 10th July 2010 have approved the issue of 11 lacs warrants to be issued on preferential basis.

e. Details of non-compliance by the Company, penalties, strictures imposed by the Company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.

There were no instances of non-compliance of any matter related to the capital markets during last three years

1. Share price movement

Script Code – Bombay Stock Exchange: 530721
National Stock Exchange: ANGAUTO (Now ANGIND)
Stock prices at Bombay Stock Exchange
Script Code: 530721

Month	High (Rs.)	Low (Rs.)	Close (Rs.)	Number of shares
April 09	36.95	25.00	29.60	96,838
May, 09	50.00	28.00	40.60	1,78,640
June, 09	62.95	35.10	35.90	24,94,583
July, 09	39.35	32.30	36.60	10,38,251
Aug, 09	41.80	35.55	38.65	3,41,404,
Sept, 09	53.30	38.70	52.00	11,90,442
Oct, 09	53.10	42.20	44.40	3,56,090
Nov, 09	48.65	41.10	44.25	2,00,808
Dec, 09	48.00	41.75	48.00	1,38,469
Jan, 10	57.80	40.65	42.85	9,54,109
Feb, 10	47.75	39.00	41.25	2,23,799
March, 10	45.65	38.50	39.20	4,53,612

Stock prices at National Stock Exchange, India in respect of the monthly closing price of the shares of the Company**

Script Name: ANG AUTO

Month	High	Low	Close	Number of shares
April-09	35.50	26.10	29.50	47,424
May-09	47.50	28.50	41.20	1,59,604
June-09	63.50	35.00	36.00	36,94,375
July-09	39.30	32.10	36.55	14,45,571
August-09	41.90	35.30	38.65	6,72,510
September-09	54.50	39.25	52.05	11,35,533
October-09	52.90	42.65	44.05	2,27,408
November-09	48.25	41.40	44.35	82,425
December-09	48.45	41.50	48.45	1,18,688
January-10	58.35	40.75	42.20	8,92,343
February-10	48.00	38.65	41.35	2,18,872
March-10	45.80	38.80	39.25	5,38,923

The shares of your Company are listed on the following stock exchanges

1. The National Stock Exchange of India Ltd (NSE)
   Exchange Plaza, Bandra Kurla Complex
   Bandra (E), Mumbai – 400051
2. The Bombay Stock Exchange Ltd (BSE)
   Phiroze Jeejeebhoy Towers
   Dalal Street, Mumbai – 400001
3. The Delhi Stock Exchange Association Ltd
   DSE House, 3/1, Asaf Ali Road
   New Delhi – 110002
4. The Ahmedabad Stock Exchange Ltd
   Kamdhenu Complex, Opp: Sahanand College
   Panjara Pole, Ahmedabad – 380015

The Foreign Currency Convertible bonds of the Company are listed on Singapore Exchange Securities Trading Ltd

The listing fee for 2010-11 was paid in time.

1. Means of communication

   a. The Company published its quarterly results in the Business Standard (English) and Veer Arjun (Hindi).

   b. The annual results (Annual Report containing Balance Sheet, among others) are posted to every shareholder of the Company.

   c. The Company's website, viz. www.anggroup.biz is regularly updated with the financial results and other important events.

9. General shareholder's information

Annual General Meeting

Date: 28th September 2010
Time: 10.00 am
Place: PHD Chamber of Commerce, New Delhi

Financial calendar: 2010-11

Annual General Meeting:	September 2011
Result of the quarter ended on 30th June 2010:	Second week of August, 2010
Result of the quarter ended on 30th September 2010:	Second week of November, 2010
Result of the quarter ended on 30th December 2010:	Second week of February, 2011
Result of the quarter ended on 31st March 2011:	Second week of May, 2011
Book closure date:	27th September 2010 to 28th September 2010
Dividend payment date:	Within 30 days of declaration
Demat ISIN No. in NSDL and CDSL:	INE017D01010
Registrar & Share Transfer Agent:	Beetal Financial and Computer Service Pvt. Ltd. Beetal House 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi - 110017
Share transfer system:	Presently the share transfers in physical form should be lodged at the office of Registrar and Transfer Agent at the address given above, which are processed and the share certificates are returned within a period of 10 to 15 days from the date of receipt, subject to the documents being valid and complete in all respects. Dematerialisation of shares is processed within a period of 21 days from the date of receipt of demat request.
Dematerialisation of shares:	Trading in the Company's equity shares on the stock exchange is permitted only in dematerialised form w.e.f. 27th February 2001 for all classes of investors as per notification issued by the Securities and Exchange Board of India (SEBI).

Details of share capital of the Company as on 31st March 2010

Serial	Number	Particular	Number of shares % of Shares
1.	NSDL	75,40,717	60.13
2.	CDSL	40,79,294	32.53
3.	Physical	9,19,989	7.34
	Total	1,25,40,000	100

Shareholding pattern as on 31st March 2010

Category	Number of shares held	% of paid-up capital
A. Promoter's holding		
1. Promoters		
Indian promoters	60,66,878	48.38
Foreign promoters	0	0
Persons acting in concert	0	0
Sub-total	**60,66,878**	**48.38**
Non-Promoter's holding		
Institutional investors		
Mutual funds and UTI	2,300	0.02
Banks, FIs, insurance companies (Central/State, Govt. institutions/ Non-Govt. institutions)	1,000	0.01
Foreign institutional investors		
Sub-total	3,300	0.03
Others		
Private corporate bodies	21,12,994	16.85
Indian public	36,13,018	28.81
NRIs/OCBs	1,39,369	1.11
Foreign Corporate Bodies	5,75,350	4.59
Overseas Corporate Bodies	1,800	0.01
Trust		
Others (clearing members)	27,291	0.22
Sub-total	64,69,822	51.59
Grand total	1,25,40,000	100.00

Address for investor's correspondence

For transfer/dematerialisation of shares	Beetal Financial and Computer Services Pvt. Ltd. Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, New Delhi-110062
For any other query:	Secretarial department **ANG Industries Limited** 1C/13, New Rohtak Road, Karol Bagh, New Delhi-110005