

**31st
Annual Report
2013-14**



Sah Petroleums Limited

Directors	: Mr. Rajendra Sah (upto 31st July, 2014) Mr. Vivek Sah (upto 31st July, 2014) Mr. Aditya Sah (upto 31st July, 2014) Mr. Bruno P.Y.G. Seghin (upto 31st July, 2014) Mr. Ashish Agarwal (upto 31st July, 2014) Mr. Aditya Arora (upto 31st July, 2014) Mr. Noshir B. Dubash (upto 31st July, 2014) Mr. Ravi Kamal Bhargava (upto 31st July, 2014) Mr. Ashish Dinesh Gandhi (upto 31st July, 2014) Mr. Rajan Singh (upto 31st July, 2014) Mr. Thangapandian Srinivasalu (From 31st July, 2014) Mr. Ayush Goel (From 31st July, 2014) Mr. Brij Mohan Bansal (From 14th August, 2014) Mr. Narotamkumar Girdharilal Puri (From 14th August, 2014) Mr. Pradip C. Shah Mr. Ramesh Chander Razdan	Chairman (Resigned) Managing Director (Resigned) Joint Managing Director (Resigned) Director (Resigned) Director (Resigned) Director (Resigned) Independent, Non Executive Director (Resigned) Independent, Non Executive Director (Resigned) Independent, Non Executive Director (Resigned) Independent, Non Executive Director (Resigned) Director (Appointed) Director (Appointed) Director (Appointed) Independent, Non Executive Director (Appointed) Independent, Non Executive Director Independent, Non Executive Director
Company Secretary	: Mr. D. Malla Reddy	
Auditors	: N.D. Daga & Co. Chartered Accountants 5/2, Tardeo AC Market Building, Tardeo Road, Mumbai – 400 034.	
Bankers	: Axis Bank Ltd, Nariman Point, Mumbai - 400 021 Dena Bank, Sachivalaya Corner, Mumbai - 400 021 IDBI Bank, Mumbai.	
Registered Office	: 406/407, Embassy Centre, Nariman Point, Mumbai - 400 021 CIN: L23201MH1983PLC030372	
Registrars & Share Transfer Agents	: Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (E)-Mumbai - 400 072. Telephone No: 28515606/28515644: Fax: 28512885	
Plant Locations	: 1) Plot No. 5 to 14, Behind Dewan & Shah Indl. Estate, Village: Valiv, Vasai (E), Dist: Thane. India. 2) Survey No. 97 / 2, Daman Industrial Estate, Kadaiya, Daman Pataliya Road, Nani Daman – 396 210.	

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NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of Sah Petroleums Limited will be held on Tuesday, the 30th September, 2014 at 10.30 A.M. at M.C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit & Loss Account for the year ended 31st March, 2014 and the Balance Sheet as at that date, together with the Report of the Board of Directors and the Auditors thereon.
2. To declare dividend on Equity Shares for the year ended 31st March, 2014.
3. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED THAT M/s. PNG & Co. Chartered Accountants (Firm Registration No.021910N), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for 5 (five) consecutive years for a term up to conclusion of the 36th Annual General Meeting of the Company in the calendar year 2019, on such remuneration as may be decided by the Board of Directors of the Company”.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
“RESOLVED that Mr. Thangapandian Srinivasalu (DIN: 03376410), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 31st July, 2014 and who holds office till the ensuing 31st Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received proposing him as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”
5. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
“RESOLVED that Mr. Ayush Goel (DIN: 02889080), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 31st July, 2014 and who holds office till the ensuing 31st Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received proposing him as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”
6. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
“RESOLVED that Mr. Brij Mohan Bansal (DIN: 00142166), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 14th August, 2014 and who holds office till the ensuing 31st Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom a notice under section 160 of the Companies Act, 2013 has been received proposing him as a candidate for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.”
7. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
“RESOLVED that Mr. Narotamkumar Girdharilal Puri (DIN: 06948464), who was appointed by the Board of Directors as an Additional Director of the Company w.e.f. 14th August, 2014 and who holds office till the ensuing 31st Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 and in respect of whom a notice

under section 160 of the Companies Act, 2013 has been received proposing him as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 36th Annual General Meeting of the Company in the calendar year 2019.”

8. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pradip C Shah (DIN 00012803), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing him candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 (one) year up to the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2015.”
9. To consider and if thought fit, to pass the following resolution with or without modification(s), as an **Ordinary Resolution**:
“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Chander Razdan (DIN 507782), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing him candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 1 (one) year up to the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2015.”
10. To consider and if thought fit, to pass the following resolution with or without Modification (s), as a **Special Resolution**:
“RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 25th Annual General Meeting of the Company held on 30th September, 2008 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company (“the Board”), for borrowing from time to time, any sum or sums of money, on such security and on such terms and conditions as the Board may deem fit, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) including rupee equivalent of foreign currency loans (such rupee equivalent being calculated at the exchange rate prevailing as on the date of the relevant foreign currency agreement) may exceed, at any time, the aggregate of the paid-up capital of the Company and its free reserves, provided however, the total amount so borrowed in excess of the aggregate of the paid-up capital of the Company and its free reserves shall not at any time exceed **Rs. 500 crores** (Rupees five hundred crores only).
“RESOLVED FURTHER THAT the Board be and is hereby authorised to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 25th Annual General Meeting of the Company held on 30th September, 2008 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and that of the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecations/ mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to take over the management of the business and concern of the Company in certain events of default, in favour of the Company's Bankers/Financial Institutions/ other investing agencies and trustees for the holders of Debentures/Bonds/ other instruments/securities to secure any Rupee/Foreign currency Loans, Guarantee assistance, Standby Letter of Credit/Letter of Credit, and/or any issue of Non-Convertible Debentures, and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures and/or Bonds, and/or any other Non-Convertible and/or other Partly/Fully Convertible instruments/securities, within the overall ceiling prescribed by the members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and execute all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

D. MALLA REDDY
Company Secretary

Mumbai, 14th August, 2014

Registered Office:

406/407, Embassy Centre,
Nariman Point, Mumbai – 400 021
CIN: L23201MH1983PLC030372

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company.
2. The instrument(s) appointing the proxy, if any, shall be delivered at the Registered Office of the Company, not less than forty eight (48) hours before the commencement of the Meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall not have any right to speak at the meeting.
3. The relative Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of special business set out above is annexed hereto.
4. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic

means ("e-voting") to its members. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 24, 2014 from midnight at 12.00 a.m. and ends on September 26, 2014 from upto midnight at 11.59 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to

share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant Sah Petroleums Limited on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
12. Details of Directors seeking appointment and re-appointment at the ensuing Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement).

Name of Director	Mr. Thangapandian Srinivasalu	Mr. Ayush Goel	Mr. Brij Mohan Bansal	Mr. Pradip C. Shah	Mr. Ramesh C. Razdan	Mr. Narotamkumar Girdharilal Puri
Date of Birth	03-06-1961	27-09-1990	04-01-1951	19-05-1956	15-04-1951	04-04-1944
Nationality	Indian	Indian	Indian	Indian	Indian	Indian
Date of Appointment on Board	31-07-2014	31-07-2014	14-08-2014	05-04-2004	28-03-2013	14-08-2014
Qualifications	B.Sc	B.Com (Hon) & (MBA)	B.Tech-Chem-Engg	B.Com: FCS & LLB	Mast. Mktg Mgmt.	Mechanical Engineer
Expertise in Functional Area	Marketing Professional	Business Professional	Professional	Practicing Company Secretary	Professional	Retired Professional
No. of Shares held in the Company as on 31.03.2014	Nil	Nil	Nil	Nil	Nil	Nil
List of Directorships held in other Companies	Secure Source Tech Pvt. Ltd.	11 Directorships in other Companies	1.EIL 2. KPRL	Nil	Nil	One Directorship in other pvt., ltd. Company
Chairman/Member Committee of Boards of other Companies in which he is a Director	Nil	Nil	Nil	Nil	Nil	Nil

By order of the Board
For **SAH PETROLEUMS LIMITED**
D. MALLA REDDY
Company Secretary

Mumbai, 14th August, 2014

Registered Office:

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

CIN: L23201MH1983PLC030372

ANNEXURE TO NOTICE EXPLANATORY STATEMENT:

The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 for the item numbers 4 to 11 of the accompanying notice is as under.

ITEM NO. 4 to 7:

The Board of Directors of the Company appointed Mr. Thangapandian Srinivasalu, Mr. Ayush Goel, Mr. Brij Mohan Bansal and Mr. Narotamkumar Girdharilal Puri, as an Additional Directors at their meetings held on 31st July, 2014 and 14th August, 2014. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 read with Article 36(e) of Articles of Association of the Company, the said additional directors holds office only upto the date of 31st Annual General Meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing the candidatures Mr. Thangapandian Srinivasalu, Mr. Ayush Goel, Mr. Brij Mohan Bansal, as Directors of the Company, liable to retire by rotation and Mr. Narotamkumar Girdharilal Puri, office of director, as an Independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 36th Annual General Meeting of the Company in the calendar year 2019.

Mr. Thangapandian Srinivasalu, Mr. Ayush Goel and Mr. Brij Mohan Bansal were nominee directors of promoter group, Mr. Narotamkumar Girdharilal Puri is the Independent, Non Executive Directors and in the personal capacity, all of them do not hold any shares in the Company.

None of the Directors except Mr. Thangapandian Srinivasalu, Mr. Ayush Goel, Mr. Brij Mohan Bansal and Mr. Narotamkumar Girdharilal Puri, concerned or interested in the proposed resolutions. Keeping in view of the experience and expertise of these eminent personalities in their respective fields, the Board recommends appointment as directors on the company board.

ITEM NO. 8 & 9:

Mr. Pradip C Shah and Mr. Ramesh Chander Razdan, Directors retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of Companies Act, 1956 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing them candidature for the office of director, as an Independent Directors of the Company to hold office for a period of 1 (one) year up to the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2015.

The Company has received declarations from Mr. Pradip C Shah and Mr. Ramesh Chander Razdan, that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

None of the Directors or Key Managerial Personnel or their relatives other than the said Independent Directors and their relatives, concerned or interested in the proposed resolutions.

Your Directors recommend the resolutions as at Item Nos. 8 and 9 for your approval.

ITEM NO. 10:

At the 25th Annual General Meeting of the Company held on September 30, 2008, the members had pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956, authorised the Board of Directors of the Company to borrow from time to time, a sum of money (apart from temporary loans obtained from bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, provided that, the sum or sums so borrowed and remaining outstanding at any time shall not exceed Rs. 400 crores (Rupees four hundred crores only).

Taking into consideration the requirements of additional financial resources to meet the Company's capital expenditure programmes, including proposed investments in Indian and overseas subsidiaries in pursuit of horizontal and vertical integration in lubricants business plans, the said limit of Rs. 400 crores (Rupees four hundred crores only) in excess of the aggregate of the paid-up capital and free reserves of the company, is not comfortable limits. It is therefore proposed to increase this limit from the existing Rs. 400 crores (Rupees four hundred crores only) to Rs. 500 crores (Rupees five hundred crores only) in excess of the aggregate of the paid-up capital of the Company and its free reserves. The resolution as at Item No. 10 is being proposed in view of the provisions contained in Section 180(1)(c) of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as at Item No. 10 for your approval.

ITEM NO. 11:

Vide the resolution passed by the Members of the Company at the 25th Annual General Meeting of the Company held on September 30, 2008, the Members had pursuant to the provisions of Section 293(1)(a) of the Companies Act, 1956, empowered the Board of Directors to hypothecate/mortgage and/or charge in addition to the hypothecations/mortgages and/or charges created by the Company, all or any part of the movable and/or immovable properties of the Company, wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company, to secure the borrowings of the Company, within the overall ceiling prescribed by the Members of the Company in terms of Section 293(1)(d) of the Companies Act, 1956.

As the borrowing limits under Section 180(1)(c) of the Companies Act, 2013 (corresponding to Section 293(1)(d) of the Companies Act, 1956), is sought to be enhanced vide Item No. 11 of this notice, it is proposed to seek fresh consent of the Members in terms of Section 180(1)(a) of the Companies Act, 2013, to mortgage, create charges and or/hypothecate and/or encumber the Company's properties as and when necessary to secure any Rupee/ foreign currency loans, guarantee assistance, standby letter of credit/letter of credit, and/ or any issue of non-convertible debentures, and/or compulsorily or optionally, fully or partly convertible debentures and/or bonds, and/or any other non-convertible and/or partly/fully convertible instruments/ securities, from time to time, within the overall ceiling prescribed by the Members of the Company, in terms of Section 180(1)(c) of the Companies Act, 2013.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution.

Your Directors recommend the resolution as at Item No. 11 for your approval.

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

D. MALLA REDDY
Company Secretary

Mumbai, 14th August, 2014

Registered Office:

406/407, Embassy Centre,
Nariman Point, Mumbai – 400 021
CIN: L23201MH1983PLC030372

DIRECTORS' REPORT

To

The Members,

The Directors have pleasure in presenting their 31st Annual Report together with the Audited Accounts for the year ended 31st March 2014.

1. FINANCIAL RESULTS:

	(₹ In Lacs)	
Particulars	2013-14	2012-13
Net Sales/Income from operations	40358.69	41736.95
Profit before Depreciation, Interest & Taxation	1866.87	1825.70
Interest & Financial Charges	1406.12	1811.94
Depreciation	197.83	219.62
Profit before Taxation	262.92	(205.86)
Provision for taxes including Deferred tax	158.66	(79.51)
Profit for the year after taxation	104.25	(126.35)
Balance brought forward from previous year	4830.53	4962.05
Amount available for appropriation	4934.78	4835.70
Appropriations:		
-Proposed Dividend	5.10	4.40
-Tax on Dividends	0.98	0.75
-Residual Dividend	0.70	0.02
-General Reserve	5.00	0.00
Total	11.78	5.17
Balance carried to Balance Sheet	4923.00	4830.53

2. BUSINESS RESULTS:

Net Sales/Income from operations for the year ended 31st March, 2014 amounted to ₹ 40,358.69 lacs against ₹ 41,736.95 lacs in the previous year. The profit for the year stood at ₹ 104.25 lacs against the loss of ₹ 126.35 lacs in the previous year.

3. DIVIDEND:

The Board of Directors, at its meeting held on 30th May, 2014, recommended dividend of ₹ 0.01 per share (0.2%) on the Equity Shares of ₹ 5/- each for the year ended 31st March, 2014. The dividend will be paid subject to approval of Shareholders at the ensuing Annual General Meeting.

4. DIRECTORS:

Directors Mr. Ramesh Chander Razdan and Mr. Pradip C. Shah liable for retire by rotation at the forthcoming Annual General Meeting and being eligible, the Company has received a Notice under section 160 of the Companies Act, 2013 from a member proposing them for the office of Directors for appointment as an Independent Directors for the period of one year.

Due to change in control of management of the Company, Mr. Rajendra Sah, Mr. Vivek Sah, Mr. Aditya Sah, Mr. Ashish Agarwal, Mr. Aditya Arora, Mr. Bruno P.Y.G. Seghin, Mr. Ashish D. Gandhi, Mr. Ravi Kamal Bhargava, Mr. Rajan Singh and Mr. Noshir B. Dubash has resigned from Board of Directors of the Company w.e.f. 31st July, 2014. Your Directors place on record their sincere appreciation of the valuable services rendered by them during their tenure as Promoter Directors and Independent, Non Executive Directors of your Company.

Mr. Ayush Goel, Mr. Thangapandian Srinivasalu, appointed as Additional Directors w.e.f. 31st July, 2014 and Mr. Brij Mohan Bansal and Mr. Narotamkumar Girdharilal Puri, were appointed as Additional Directors w.e.f. 14th August, 2014 by the Board of Directors of the Company in its meeting held on 14th August, 2014. All the said appointed directors hold office of directorship up to the date of ensuing Annual General Meeting. The Company has received notice from a member under Section 160 of the Companies Act, 2013 for their appointment as directors on board of the Company.

A brief resume, nature of expertise, details of directorships held in other companies and shareholding in the company as stipulated under clause 49 of the listing agreement with the stock exchanges is appended as an annexure to the notice of the ensuing Annual General Meeting.

5. FIXED DEPOSITS:

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

6. CHANGE IN AUDITORS:

The Statutory Auditors of the Company Messrs. N.D. Daga & Co., Chartered Accountants retire at the ensuing Annual General Meeting of the Company and have given their unwillingness for re-appointment.

New Statutory Auditors M/s. PNG & Co. Chartered Accountants (Firm Registration No.021910N), New Delhi, will be appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting for 5 (five) consecutive years for a term up to conclusion of the 36th Annual General Meeting of the Company in the calendar year 2019, subject to the approval of members at the ensuing AGM.

The company has also received Certificate from them under section 141 of the Companies Act, 2013.

7. PARTICULARS OF EMPLOYEES:

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

8. CORPORATE GOVERNANCE:

Your Company has complied with the requirements of Clause 49 of the listing agreement regarding Corporate Governance.

A report on the Corporate Governance practice followed by the Company, the Auditors' Certificate on compliance of mandatory requirements thereof and Management Discussion and Analysis are given as annexure to this report.

9. CODE OF CONDUCT:

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

10. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of annual accounts, the applicable Accounting Standards have been followed and that no material departures have been made from the same;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2014 and of the profit of the company for the year ended on that date;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis.

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

i. CONSERVATION OF ENERGY:

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

ii. TECHNOLOGY ABSORPTION:

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

iii. FOREIGN EXCHANGE EARNINGS / OUTGO:

(a) Earnings in Foreign Exchange:

Export of Sales (FOB)	: ₹	25,89,71,940/-
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(b) Expenditure in Foreign

Exchange:

Import of Raw Material	: ₹	1,97,85,74,937/-
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Travelling Expenses	: ₹	15,47,905/-
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Royalty	: ₹	1,66,770/-
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Commission on Export Sales	: ₹	12,17,872/-
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Sales Promotion Expenses	: ₹	24,150/-
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Interest Charges	: ₹	1,41,33,761/-
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Others	: ₹	99,524/-
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13. INDUSTRIAL RELATIONS:

Industrial Relations continued to remain cordial and peaceful.

14. ACKNOWLEDGEMENT:

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

On behalf of the Board

Place: Mumbai
Date: 14th August, 2014

Thangapandian Srinivasalu
Director

CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY

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

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

2. BOARD OF DIRECTORS

2.1. Composition

The Board of Directors as at 31st March, 2014 comprises of following Twelve Directors, out of which six are the Independent, Non Executive Directors. None of the Non-Executive Directors have any material pecuniary relationship or transactions with the company.

Name of the Director	Position
Mr. Rajendra Sah*	Chairman
Mr. Vivek Sah*	Managing Director
Mr. Aditya Sah*	Joint Managing Director
Mr. Bruno P.Y.G. Seghin*	Director
Mr. Ashish Agarwal *	Director
Mr. Aditya Arora *	Director
Mr. Noshir B. Dubash*	Independent, Non Executive Director
Mr. Ravi Kamal Bhargava *	Independent, Non Executive Director
Mr. Rajan Singh *	Independent, Non Executive Director
Mr. Ashish Dinesh Gandhi *	Independent, Non Executive Director
Mr. Ramesh Chander Razdan	Independent, Non Executive Director
Mr. Pradip C. Shah	Independent, Non Executive Director
Mr. Ayush Goel**	Director
Mr. Thangapandian Srinivasalu**	Director
Mr. Brij Mohan Bansal***	Director
Mr. Narotamkumar Girdharilal Puri***	Independent, Non Executive Director

Note: * 10 Directors Resigned w.e.f. 31st July, 2014; ** Appointed as additional directors w.e.f. 31st July, 2014; *** Appointed as additional directors w.e.f. 14th August, 2014.

2.2. Meetings and attendance record of each Director

Sah Petroleums Limited held Eight Board Meetings during the year ended 31st March, 2014. These were as under:

24th May, 2013, 30th May, 2013, 28th June, 2013, 12th July, 2013, 13th August, 2013, 9th October, 2013, 14th November, 2013 and 13th February, 2014.

Director's attendance record and directorships held:

Name of the Director	Attendance Particulars		No. of Other		
	Board Meetings	Last AGM	Director-ships	Committee Memberships	Committee Chairmanships
Mr. Rajendra Sah*	8	Yes	Nil	Nil	1
Mr. Vivek Sah*	5	Yes	Nil	Nil	Nil
Mr. Aditya Sah*	7	Yes	Nil	1	Nil
Mr. Bruno P.Y.G. Seghin*	Nil	No	5	Nil	Nil
Mr. N. B. Dubash*	8	Yes	Nil	2	1
Mr. Pradip C. Shah	6	Yes	Nil	2	1
Mr. Ashish Agarwal *	4	Yes	5	Nil	Nil
Mr. Aditya Arora *	4	No	3	Nil	Nil
Mr. Ravi Kamal Bhargava *	2	No	2	Nil	Nil
Mr. Ashish Dinesh Gandhi *	5	No	Nil	Nil	Nil
Mr. Ramesh Chander Razdan	4	No	Nil	Nil	Nil
Mr. Rajan Singh *	2	No	Nil	1	Nil

Note: * Directors resigned due to change in control of Management w.e.f. 31st July, 2014.

2.3. Directors proposed to be reappointed

The brief particulars of the Directors of the Company proposed to be reappointed for the period of one year as an Independent Directors at the ensuing Annual General Meeting are as under:

Mr. Ramesh Chander Razdan, Masters in Marketing Management from Jamnalal Bajaj Institute of Management Studies, Mumbai, aged 63 years and possesses rich experience in the Company Law, Administration and Legal matters for more than 30 years. He is inducted as the member of the Stakeholder Relationship Committee and Audit Committee of the Company w.e.f. 14th August, 2014.

Mr. Pradip C. Shah, Practicing Company Secretary and possesses very rich experience in the Legal, Accounts and Company Law matters for more than 34 years. He is 58 years old and is a Chairman of the Audit Committee of the Company.

3. BOARD COMMITTEES:

(a) AUDIT COMMITTEE

- The Audit Committee comprises of three independent non-executive directors, Mr. Pradip C. Shah, *Mr. Noshir B. Dubash, and *Mr. Ashish D. Gandhi. Mr. Pradip C. Shah is a Chairman of the Audit Committee.