



SWISS GLASCOAT EQUIPMENTS LIMITED

**18th ANNUAL REPORT
2008 - 2009**



Board of Directors :

Kanubhai K. Patel
Chairman

Sudarshan P. Amin
Managing Director

Ambalal P. Patel

Paresh S. Shah

Shashikant P. Patel

Bhanubhai B. Patel

Jagrut H. Bhatt

Kaushik R. Shah

Bharat R. Patel

Dharmesh J. Patel

Company Secretary :

Ms. Dhwani Shah

Statutory Auditors :

Darji & Associates

Chartered Accountants

S-403, Kavita Shopping Centre,

Opp. G.P.O., Anand.

Company Law Consultant :

D. G. Bhimani & Associates

Company Secretaries

Anand

Bankers :

State Bank of India.

Axis Bank Ltd.

Registered Office & Works :

H – 106, Phase – IV, G.I.D.C. Estate,

Vitthal Udyognagar – 388121.

Dist. Anand, Gujarat



NOTICE

NOTICE is hereby given that 18th Annual General Meeting of **SWISS GLASCOAT EQUIPMENTS LIMITED** will be held on September 26, 2009 at 10.00 a.m. at the Registered Office of the Company at H-106, G.I.D.C. Estate, Vitthal Udyognagar – 388 121 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 and the Profit & Loss Account for the even date together with the Reports of Auditors and Directors' Report thereon.
2. To declare dividend on Equity Shares of the Company for the year ended 31st March, 2009.
3. To appoint a Director in place of Shri Shashikant P. Patel, Director, who retires by rotation and being eligible, has offered himself for reappointment.
4. To appoint a Director in place of Shri Paresh S. Shah, Director, who retires by rotation and being eligible, has offered himself for reappointment.
5. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution.
"RESOLVED THAT Shri Kaushik R. Shah, Additional Director of the Company, who holds office upto this Annual General Meeting and in respect of whom a notice has been received under Section 257 of the Companies Act, 1956 proposing his candidature as a Director of the Company liable to retire by rotation, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
7. To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution.
"RESOLVED THAT Shri Jagrut H. Bhatt, Additional Director of the Company, who holds office upto this Annual General Meeting and in respect of whom a notice has been received under Section 257 of the Companies Act, 1956 proposing his candidature as a Director of the Company liable to retire by rotation, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
8. To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution.
"RESOLVED THAT Shri Bharat R. Patel, Additional Director of the Company, who holds office upto this Annual General Meeting and in respect of whom a notice has been received under Section 257 of the Companies Act, 1956 proposing his candidature as a Director of the Company liable to retire by rotation, be and is hereby appointed as a Director of the Company, liable to retire by rotation."
9. To consider and if thought fit, to pass with or without modification, following resolution as an ordinary resolution.
"RESOLVED THAT Shri Dharmesh J. Patel, Additional Director of the Company, who holds office upto this Annual General Meeting and in respect of whom a notice has been received under Section 257 of the Companies Act, 1956 proposing his candidature as a Director of the Company liable to retire by rotation, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

BY ORDER OF THE BOARD OF DIRECTORS
 For, **SWISS GLASCOAT EQUIPMENTS LTD.**

Place : Vitthal Udyognagar
 Date : July 25, 2009

Dhwani Shah
 Company Secretary

**NOTES :**

- (A) The relative explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 attached herewith and form part of this Notice.
- (B) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER. A PROXY IN ORDER TO BE EFFECTIVE, MUST BE LOGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING.**
- (C) Members / proxies should bring Attendance Slips duly filled in for attending the Meeting.
- (D) Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
- (E) Register of Members and Share Transfer Books of the Company will remain closed from 20/09/2009 to 27/09/2009 (both days inclusive) for the purpose of payment of Dividend, subject to the approval by the shareholders in the ensuing Annual General Meeting.

Dividend on equity shares, as recommended by the Board of Directors, if declared at the Annual General Meeting, will be payable to those Members, whose names appear on the Register of Members of the Company, after giving effect to valid share transfers in physical form lodged with the Company at the close of business hours on Saturday, September 19, 2009, to their registered addresses and the respective Beneficial Owners as per the list provided by the National Securities Depository Ltd and Central depository Services Ltd at the close of business hours on Saturday, September 19, 2009.

EXPLANATORY STATEMENTS PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**Item Nos. 6 to 9**

Shri Kaushik R. Shah, Shri Dharmesh J. Patel, Shri Jagrut H. Bhatt and Shri Bharat R. Patel were appointed as Additional Directors of the Company on 7th April, 2009. As per the provisions of Section 260 of the companies Act, 1956, the Directors hold office only up to the date of the forthcoming Annual General Meeting of the Company, and are eligible for appointment as Directors. The Company has received a notices under Section 257 of the Companies Act, in respect of the candidates, proposing their appointment as Directors of the Company, along with the requisite deposit.

Details regarding the persons proposed to be appointed as Directors and their brief resume are as under :

Particulars	Mr. Kaushik Shah	Mr. Dharmesh Patel	Mr. Jagrut Bhatt	Mr. Bharat Patel
Date of Birth	February 22, 1956	May 10, 1966	October 25, 1955	January 15, 1953
Date of Appointment	April 7, 2009	April 7, 2009	April 7, 2009	April 7, 2009
Qualifications	B. Com	Under-graduate	M. E.	B. Com
Expertise	Finance and Income Tax	Administration	Management	Finance
Directorship held in other public co.	NIL	NIL	NIL	NIL
No. of Shares held in Co.	NIL	NIL	NIL	NIL

None except each of the four Directors may be interested in the resolution relating to his own appointment.

BY ORDER OF THE BOARD OF DIRECTORS
For, **SWISS GLASCOAT EQUIPMENTS LTD.**

Place : Vitthal Udyognagar
Date : July 25, 2009

Dhwani Shah
Company Secretary



DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting their Eighteenth Annual Report together with the Audited Statement of Accounts for the Financial Year ended on 31st March, 2009

(1) FINANCIAL AND WORKING RESULTS

(Rs. In Lacs)

Particulars	2008-2009	2007-2008
Profit/(Loss) Before Depreciation and Tax	369.55	477.03
Less : Depreciation	(92.80)	(88.96)
Profit/(Loss) Before Tax	276.75	388.07
Less : Provision for Tax	(100.81)	(140.84)
Profit/(Loss) After Tax	175.94	247.23
Add : Balance brought forward	141.38	139.35
Balance Available for Appropriation	317.32	386.58
Less: Appropriation		
Proposed Dividend	(60.00)	(60.00)
Tax on proposed dividend	(10.20)	(10.20)
General Reserve	(100.00)	(175.00)
NET PROFIT CARRIED FORWARD TO BALANCESHEET	147.12	141.38

(2) PERFORMANCE REVIEW

The year 2008-09 witnessed the worst Global Financial and Economic crisis in last many years. This crisis impacted Indian Economy too resulting into overall business slowdown. Even in this environment, the Company has achieved a good performance during the year.

The Company has reported an increase in turnover of Rs. 4238.42 lacs as against last year's turnover of Rs. 4140.14 lacs.

The Company achieved Profit Before Tax (PBT) of Rs. 276.75 lacs against last year's PBT of Rs. 388.07 lacs. This is despite the effects of global meltdown resulting into low sales realization and in the backdrop of twice the increase in the cost of raw materials.

(3) DIVIDEND

In view of the Company's profitable performance, the Directors are pleased to recommend a Final Dividend of Rs. 1.20 (i.e. @ 12%) per share for the financial year 2008-2009. The final Dividend, if declared as above, would involve an outflow of Rs.60 Lacs towards dividend and Rs. 10.20 Lacs towards dividend tax.

(4) DEPOSITS

The Company is not accepting any deposits from the public.

(5) DIRECTORS

Shri Shashikant P. Patel and Shri Paresh S. Shah are to retire by rotation and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting.



The Board on 07.04.2009 had appointed Mr. Kaushik R. Shah, Mr. Jagrut H. Bhatt, Mr. Dharmesh J. Patel and Mr. Bharat R. Patel as the Additional Director, who shall hold Directorship till the ensuing Annual General Meeting. Their appointment in the ensuing Annual General Meeting as the Directors of the Company shall be within the provisions of Section 252 and 257 of the Companies Act, 1956.

(6) CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS STATEMENT

A Report on Corporate Governance and also a Management Discussion & Analysis Statement are attached to this Report.

(7) PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Board of Directors) Rules, 1988 is annexed hereto and forms part of this Report.

(8) DIRECTORS RESPONSIBILITY STATEMENT

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

- (i) the applicable accounting standards along with proper explanations relating to material departure have been followed while preparing the annual accounts;
- (ii) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are 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 profit of the Company for that period;
- (iii) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the annual accounts have been prepared on a going concern basis.

(9) PARTICULARS OF EMPLOYEES

There was no employee drawing remuneration of Rs.24,00,000 or more per annum or Rs.2,00,000 per month or for any part of the year and hence no particulars have been furnished as required under section 217(2A) of the Companies Act, 1956.

(10) AUDITORS

M/s. Darji & Associates, Chartered Accountants, Anand, retires at the conclusion of this Annual General Meeting and are eligible for re-appointment.

(11) ACKNOWLEDGEMENTS

Your Directors thank the Company's customers, vendors, investors, business associates, bankers for their continued support. Your Directors also take this opportunity to applaud the contributions made by all the employees of the Company to the operations of the Company during the year.

On Behalf Of The Board Of Director
For, **SWISS GLASCOAT EQUIPMENTS LTD.**

Date : July 25, 2009

Place : Vitthal Udyognagar

Kanubhai K. Patel

Chairman

Sudarshan P. Amin

Managing Director



ANNEXURE TO DIRECTORS' REPORT

INFORMATION AS PER SECTION 217 (1) (e) READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31-03-2009.

CONSERVATION OF ENERGY

Company is aware of the importance of saving energy consumption at all levels and has endeavored to conserve energy wherever possible.

Total Electric Consumption

Units	:	Units 9383560
Rupees	:	Rs. 5,93,64,819/-
Rate per unit	:	Rs. 6.35
Total Fuel Consumption of Oil Gas and Lubricants	:	Rs. 71,04,389/-

Report Junction.com

FOREIGN EXCHANGE EARNINGS AND OUTGO :

a) . The Company exported its product during the year.

b). Total Foreign Exchange Used and Earned:

1) Total foreign exchange used	:	Import of goods Rs. 13,433/- Travelling Rs. 50,639/- Dividend Rs. 5,96,809/- Certification Fees Rs. 5,64,809/-
2) Total foreign exchange earned	:	Rs. 49,76,346/-

On Behalf Of The Board Of Director
For, **SWISS GLASCOAT EQUIPMENTS LTD.**

Date : July 25, 2009
Place : Vitthal Udyognagar

Kanubhai K. Patel **Sudarshan P. Amin**
Chairman Managing Director



CORPORATE GOVERNANCE REPORT

Company Philosophy

The Company has established good practice in Corporate Governance which is implemented by professional Board of Directors. The philosophy of your Company in relation to Corporate Governance is to ensure transparency in all its operations, make disclosure and enhance shareholder value without compromising in any way in compliance with laws and regulations. Your Company believes that good governance brings about sustained corporate growth and long term benefits for stakeholders.

Board of Directors

The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorship and Committee Membership held by them in other companies are given below :

Name of Directors	Category of Directorship	No. of Meetings Attended	Attended at Last AGM	Other Company		
				Directorship held	Members in Committee	Chairman in Committee
Kanubhai K. Patel	Independent Chairman	03	Yes	0	0	0
Sudarshan P. Amin	Managing Director	06	Yes	0	0	0
Ambalal P. Patel	Whole-Time Director	06	Yes	0	0	0
Shashikant P. Patel	Non Executive Director	04	Yes	1	0	0
Bhanubhai Patel	Independent Director	05	Yes	0	0	0
Paresh S. Shah	Non Executive Director	04	Yes	0	0	0

6 (six) Meetings of the Board were held during the year on 30.04.2008, 16.07.2008, 27.09.2008, 18.10.2008, 16.11.2008 & 25.01.2009.

The Board functions either as a full Board or through Committees. The Board of Directors and its Committees meet at regular intervals. Policy formulation, setting up of goals and evaluation of performance and control functions vest with the Board, while the Committees oversee operational issues.

Audit Committee

The Audit Committee was formed by the Board at their Meeting held on 27.01.2001. The Committee comprises of three Non Executive Directors.

The rules and terms of reference of Audit Committee covers the areas mentioned under Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of Directors.

The Committee met 4 (four) times during the year on 30.04.2008, 16.07.2008, 18.10.2008 and 25.01.2009 and the attendance of the Members at the Meetings was as follows :

Name of Member	Status	Category	No. of Meetings Attended
Kanubhai K. Patel	Chairman	Independent Director	3
Bhanubhai B. Patel	Member	Independent Director	4
Pareshbhai S. Shah	Member	Non-Executive Director	3



Further at the Board Meeting held on April 7, 2009, the Audit Committee was re-constituted as under:

Name of Member	Status	Category
Kaushik R. Shah	Chairman	Independent Director
Kanubhai K. Patel	Member	Independent Director
Bhanubhai B. Patel	Member	Independent Director
Bharat R. Patel	Member	Independent Director
Paresh S. Shah	Member	Non-Executive Director

SHARE TRANSFER COMMITTEE

The functions and powers of the Share Transfer Committee includes approval / allotment / rejection of transfer / transmission of equity share, issue of duplicate certificates, allotment of Shares and securities from time to time.

The Share Transfer Committee comprises of Two Directors. 18 (Eighteen) Meetings of the Share Transfer Committee were held during the year on 05.04.2008, 21.04.2008, 05.05.2008, 20.05.2008, 05.06.2008, 05.07.2008, 15.07.2008, 05.08.2008, 05.09.2008, 24.09.2008, 20.10.2008, 05.11.2008, 05.12.2008, 05.01.2009, 05.02.2009, 20.02.2009, 05.03.2009 and 20.03.2009 and the attendance of the Members at the Meetings was as follows :

Name of Member	Status	Category	No. of Meetings Attendance
Paresh S. Shah	Chairman	Non-Executive Director	18
Ambalal P. Patel	Member	Whole time Director	18

Further at the Board Meeting held on April 7, 2009, the Share Transfer Committee was re-constituted as under:

Name of Member	Status	Category
Paresh S. Shah	Chairman	Non-Executive Director
Kaushik Shah	Member	Independent Director
Ambalal P. Patel	Member	Whole time Director

Again, at the Board Meeting held on April 29, 2009, the Share Transfer Committee has been re-constituted as under:

Name of Member	Status	Category
Shashikant P. Patel	Chairman	Non-Executive Director
Paresh S. Shah	Member	Non-Executive Director
Kaushik Shah	Member	Independent Director

During the year under review, the Company had received 57 service requests from the shareholders which were promptly responded and resolved to the satisfaction of the respective shareholders.

As on 31.03.2009, there were no pending service requests with the Company.

SHAREHOLDERS GRIEVANCE COMMITTEE

For shareholder grievances, the Board has constituted a Shareholders Grievance Committee on April 7, 2009, comprising of following Members:

Name of Member	Status	Category
Ambalal Patel	Chairman	Whole Time Director
Kaushik Shah	Member	Independent Director
Bharatbhai Patel	Member	Independent Director



During the year under review the Company has not received any complaints from the shareholders.

NON EXECUTIVE DIRECTORS' COMPENSATION AND DISCLOSURES:

There are no pecuniary relationships or transactions with the Non-Executive and Independent Directors.

CODE OF CONDUCT

The Board has laid down a Code of Conduct for all Board Members and senior management of the Company. All the Board Members and senior management personnel have affirmed their compliance with the Code of Conduct during the year.

GENERAL BODY MEETINGS

Details of last three Annual General Meetings of the Company are given below :

Financial Year	Date	Time	Type	Location
2005-06	30/09/2006	10.00 A.M.	ANNUAL GENERAL MEETING	AT THE REGISTERED OFFICE : AT H-106, G I D C ESTATE, VITTHAL UDYOGNAGAR - 388 121
2006-07	29/09/2007	10.00 A.M.	ANNUAL GENERAL MEETING	
2007-08	27/09/2007	10.00 A.M.	ANNUAL GENERAL MEETING	

POSTAL BALLOT

No Postal Ballots were used for voting at the aforesaid Meetings. At the forth coming Annual General Meeting there is no item on the agenda that needs approval by Postal Ballot.

DISCLOSURES

(A) Basis of Related Party Transactions:

There were no materially significant transaction with related parties i.e. Promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interest. All transactions with the related parties were put before the Board for their approval as and when required.

(B) Board Disclosures – Risk Management

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

(C) Remuneration of Directors

The Company pays remuneration to the Executive Directors within the limits as specified in the Schedule XIII and other applicable provisions of the Companies Act, 1956.

(D) Shareholders

The Explanatory Statement annexed to the Notice lays down before you the brief profile of the Directors which the Company desires to appoint in the ensuing Annual General Meeting.

(E) Compliance

There were no instances of non-compliance or any matter related to the capital markets during the last Three Years.

The Company has obtained a Certificate from the Statutory Auditors regarding compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and the same is annexed hereto.

CEO/CFO CERTIFICATION

The Managing Director (de-facto Chief Executive Officer and the Chief Financial Officer) of the Company have certified to the Board regarding review of financial statement for the year, compliance with the accounting standards, maintenance of internal control for financial reporting, accounting policies, etc.

MEANS OF COMMUNICATION

The Company believes that all stakeholders should have access to adequate information regarding the Company's position to enable them to accurately access its future potential. In accordance with the SEBI Guidelines, all information which could have a material bearing on Company's share price is released at the earliest through leading domestic agencies. Company has further strengthened its Web site to provide comprehensive information on its strategy, business segments, financial performance, operational performance, share price movements and press releases.