

ADITYA INTERNATIONAL LIMITED

NOTICE

NOTICE is hereby given that the Annual General Meeting of ADITYA INTERNATIONAL LIMITED. Will be held on 25th August, 2006 at 11.00 AM. Registered Office 402, Vyapar Bhavan, 368/70, Narshi Natha Street, Masjid (w), Mumbai - 400 009 to consider the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Profit & Loss account for the period ended 31st March, 2006 and the Balance Sheet as at the date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri. Aditya R. Agarwal who retires by rotation and is eligible for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

For ADITYA INTERNATIONAL LTD.


RAMSIGH M. AGARWAL
(Director)

PLACE : MUMBAI
DATE : 28.7.2006

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member.
2. Proxy in order to be effective, must reach before 48 hours of meeting.

ADITYA INTERNATIONAL LIMITED

DIRECTOR'S REPORT

At the close of satisfying year, your Directors have pleasure in presenting their Annual Report and Audited Accounts for the period ended 31st March, 2006.

OPERATION

During the year under review, the Company has made Profit after tax of Rs. 887.35 lakhs.

DIRECTORS

Shri. Aditya R. Agarwal retire by rotation but being eligible offer themselves for re-appointment.

AUDITORS

Your company's auditors M/s. B. MAHESHWARI & ASSOCIATES, retire at the conclusion of the forthcoming Annual General Meeting, and have offered themselves for re-appointment.

DEPOSITS

The Company has not accepted any deposits from Public and shareholders during the period under review.

HUMAN RESOURCES

The company had no employees drawing remuneration in excess of the limits prescribed by the provisions of section 217 (2A) of the Companies Act, 1956, and as such the particulars of employees required to be furnished under section 217 (2A) read with the Companies (particulars of Employees) Rules 1975. As amended, is not annexed herewith.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the listing agreement report on corporate governance is separately given in this report.

DIRECTORS' RESPONSIBILITY STATEMENT

The directors hereby state :

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures therefrom.

2. That the directors had selected such accounting policies and applied them consistently and made judgements & estimates that are reasonable & prudent so as to give a true and fair view of the state of affairs of the company as at the end of the financial year on 31.03.2006 and of the profit of the company for the year ended on that date;
3. That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with provisions of this Act and for safeguarding the assets of the company and for preventing and detecting fraud and another irregularities;
4. That the directors had prepared the annual accounts on a going concern basis.

STOCK EXCHANGE

The company has been delisted from The Ahmedabad Stock Exchange Ltd. w.e.f. March 03, 2006

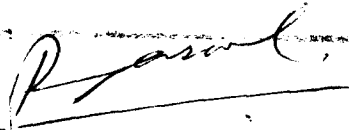
The share holders in the Extra Ordinary General Meeting held on May 08, 2006 have through special resolution approved for delisting of the securities of the company from The Bombay stock Exchange Ltd. and The National Stock Exchange of India Ltd.

ACKNOWLEDGEMENT

The Board wishes to thank the Shareholders for their faith and confidence reposed in the Company and also the support given by the Banks during the year.

The Board also record their appreciation of the sincere efforts and work put in by the employees at all levels during the year.

For ADITYA INTERNATIONAL LTD.



DIRECTOR

PLACE : MUMBAI

DATE : 28.07.06.

B. MAHESHWARI & ASSOCIATES
Chartered Accountants

Bungalow No. 4, Ground Floor,
 Kia Park, Prathamesh Complex,
 Veera Desai Road,
 Andheri (W), Mumbai-55
 Tel: 2676 0780, Fax: 2679 0440
Email ID: j240166@iscindia.com

AUDITOR'S REPORT

To,
 The Members,
ADITYA INTERNATIONAL LIMITED,
 Mumbai.

We have audited the attached Balance Sheet of **ADITYA INTERNATIONAL LIMITED.**, as at 31st March, 2007, and also Profit & Loss Account of the Company for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

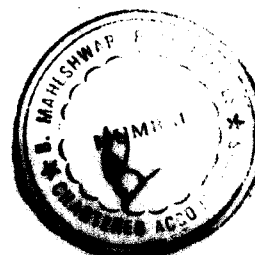
We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides the reasonable basis for our opinion.

As required by the New Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the said order, to the extent applicable to the Company.

Further to our comments in the Annexure referred to in paragraph above, we state that:

We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.

- (a) In our opinion, proper Books of Accounts as required by law, have been kept by the Company so far as appears from our examination of such books.
- (b) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the Books of Accounts.
- (c) In our opinion, the Profit and Loss Account and Balance Sheet dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956.
- (d) Based on the representation made by all the Directors of the Company and the information and the explanation as made available, Directors of the Company do not prima facie have any disqualification as referred to in clause (g) of sub-section (1) of section 274 of the Act.



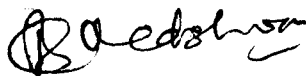
(c) In our opinion and to the best of our information and according to the explanations given to us, the accounts read together with notes, thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view :-

i. In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2006.

AND

ii. In the case of the Profit & Loss Account, of the Profit for the year ended on that date.

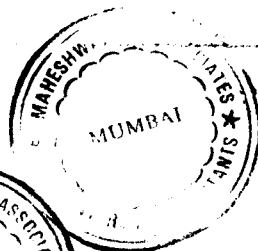
For **B. Maheshwari & Associates**
Chartered Accountants



(B. L. Maheshwari)
Partner.

MUMBAI.

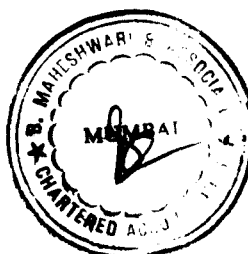
DATED: July 28, 2006



ANNEXURE TO AUDITOR'S REPORT

ANNEXURE REFERRED TO IN REPORT OF EVEN DATE

1.
 - a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b. We are informed that the fixed assets, have been physically verified by the management at reasonable intervals and no discrepancies have been noticed in respect of assets so verified during the year. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets.
 - c. During the year, the Company has not disposed off substantial part of its fixed assets.
2. In our opinion, based on the information and explanations given and records maintained :-
 - a. The inventories have been physically verified by the management at reasonable intervals.
 - b. The procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c. The Company has maintained proper records of inventory. No discrepancies were noticed on physical verification.
3.
 - a. The Loans taken by the Company from the parties listed in the register maintained under section 301 of the Companies Act, 1956, are not prima facie prejudicial to the interest of the company.
 - b. In respect of the Loans, given by the Company to the parties listed in the register maintained under section 301 of the Companies Act, 1956, generally rates and other terms and conditions are not stipulated, therefore we are unable to comment thereon.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to the purchase of inventory and fixed assets and for the sale of goods. No major weakness has been noticed in the internal controls.
5.
 - a. In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register maintained under section 301 have been so entered.
 - b. In respect of transaction with the parties listed in the register maintained under section 301, we are unable to offer any comments regarding reasonableness of the prices for such goods, material and services in view of the non availability of quotations from other parties for similar goods and services.
6. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 58A and 58AA of the Companies Act, 1956 and rules made there under.
7. The Company does not have an internal audit system commensurate with the size of the Company and the nature of its business.



8. According to the information and explanations given to us, the central Government has not Prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
9. According to the information and explanations given to us, no undisputed dues payable in respect of sales tax, income tax, custom duty, wealth tax, excise duty and cess were outstanding as at March 31, 2006 for a period of more than six months from the date they became payable.
10. According to the information and explanations given to us, the Company has not defaulted in Repayment of dues to a financial institution or bank. The Company has not issued any debentures.
11. The Company has not granted any loans or advances against security of pledge of shares, debentures and other securities.
12. According to the information and explanations given to us the Company has not granted any guarantee for loans taken by others from banks or financial institutions.
13. According to the information and explanations given to us, the term loans were applied for the purposes for which the loans were obtained.
14. According to the information and explanations given to us, the funds raised on short term basis have not been used for long term investment and vice versa.
15. The Company has not made any preferential allotment of shares during the year.
16. The Company has not issued any debentures during the year.
17. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

In our opinion and according to the information and explanations given to us, the other remaining clauses of the Companies (Auditor's Report) Order, 2003 are not Applicable to the Company for the year under report.

For **B. Maheshwari & Associates**
Chartered Accountants



(Signature)
(B. L. Maheshwari)
Partner.