

ARAMUSK INFRASTRUCTURE INVESTMENTS LIMITED,
Regd. Off.:146 (Old No. 207) First Floor,
R.K.Mutt Road, Mandaveli,
Chennai 600 028.

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Company will be held on 30th September, 2005 at the Registered Office of the Company at 146(Old No.207) First Floor, R.K.Mutt Road, Mandaveli, Chennai 600 028 at 10.00 A.M., to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as on 31st March, 2005 together with the Directors' and Auditors Report thereon.
2. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and fix their remuneration. The retiring Auditors M/s. P. Chandrasekar, Chartered Accountants, Chennai are eligible for reappointment.

Special Business:

3. To appoint Mr V.Gopal as Director of the Company who was appointed as a Director by the Board of Directors on 01.08.2005 who ceases to be Director at the Annual General Meeting. Notice has been received from a member along with the required deposit amount proposing him to be appointed as Director in pursuance of Sec 257 of the Companies Act, 1956 and he is eligible for appointment.
4. To appoint Mr V.Kunjithapatham as Director of the Company who was appointed as a Director by the Board of Directors on 01.08.2005 who ceases to be Director at the Annual General Meeting. Notice has been received from a member along with the required deposit amount proposing him to be appointed as Director in pursuance of Sec 257 of the Companies Act, 1956 and he is eligible for appointment.

BY ORDER OF THE BOARD
for ARAMUSK INFRASTRUCTURE INVESTMENTS LTD,
-sd-

Place: Chennai

Date : August 27, 2005

DIRECTOR.

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 the Proxy need not be a member.
2. The instrument appointing a proxy to be effective should be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.

3. The Register of Members and the Share Transfer Books of the Company will be closed from September 23, 2005 to September 30, 2005 (both days inclusive).

BY ORDER OF THE BOARD
for ARAMUSK INFRASTRUCTURE INVESTMENTS LTD,
-sd-

Place: Chennai

Date : August 27, 2005

DIRECTOR.

EXPLANATORY STATEMENT PURSUANT TO SEC 173(2) OF THE COMPANIES ACT, 1956 SETTING OUT MATERIAL FACTS RELATING TO SPECIAL BUSINESS SET OUT IN THE ABOVE NOTICE TO MEMBERS:

For Item Nos.3 & 4.

Mr. V.Gopal and Mr V.Kunjithapatham were co-opted as Directors on 01.08.2005. They cease to be Directors at this Annual General Meeting. Notice has been received from members along with the required deposit amount proposing them to be appointed as Directors in pursuance of Sec.257 of the Companies Act, 1956 and they are eligible for appointment. The Directors commend the resolutions in the interest of the Company.

Except Mr.V.Gopal/Mr.V.Kunjithapatham, none of the Directors is interested in the resolution.

BY ORDER OF THE BOARD
for ARAMUSK INFRASTRUCTURE INVESTMENTS LTD,
-sd-

Place: Chennai

Date : August 27, 2005.

DIRECTOR.

ARAMUSK INFRASTRUCTURE INVESTMENTS LIMITED,
Regd. Off.: 4/35, SWAMINATHAN NAGAR EXTENSION,
KOTTIVAKKAM, MADRAS 600 041

DIRECTORS REPORT

The Directors have pleasure in presenting their Ninth Report on the business and operations of the Company and the Financial Accounts for the year ending 31st March, 2005.

OPERATIONS:

During the year, the company has earned a pre & post tax profit of Rs.73,685/- and Rs. 67,907/- respectively.

DIRECTORS:

Mr V.Gopal and Mr V.Kunjithapatham were co-opted as Directors of the Company on 01.08.2005. Their term of office expire with this Annual General Meeting. In pursuance of the provisions of Sec.257 of the Companies Act 1956, their names are being proposed as Directors at the meeting.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to sub-section (2AA) of Section 217 of the Companies Act, 1956, the Board of Directors of the Company hereby state and confirm that :

(i) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.

(ii) the Directors had selected such accounting policies and applied them consistently and made judgements and estimates 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 loss of the company for that period;

(iii) the Directors had 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) the Directors had prepared the annual accounts on a going concern basis.

-2-

AUDIT COMMITTEE

The Audit Committee consists of Mr.K.Balasubramanian (Chairman), Mr.R.Mohan and Mr.R.S.Mani.

CORPORATE GOVERNANCE:

A report on Corporate Governance has been enclosed in the Annual Report.

AUDITORS:

The retiring Auditors M/s. P. Chandrasekar, Chartered Accountants, Chennai are eligible for reappointment and their remuneration has to be fixed.

FIXED DEPOSITS:

The Company has not accepted any Fixed Deposits from the Public during the financial year.

PERSONNEL:

The particulars of employees as required under section 217(2A) of the Companies Act, 1956 and the Companies (Particulars of Employees) Rules, 1975 are not applicable as the Company has not employed anyone drawing more than the prescribed amount of remuneration.

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

Information required under sec.217(1)e of the Companies Act 1956 read with the Companies (Disclosure of Particular in the Report Directors) Rules 1988.

A) Conservation of Energy	: Nil
B) Technology Absorption	: Nil
C) Research & Development	: Nil
D) Foreign Exchange Earnings Outgo	: Nil

for ARAMUSK INFRASTRUCTURE INVESTMENTS LTD,

-sd-

K.BALASUBRAMANIAN R.S.MANI
DIRECTORS.

Place: Chennai

Date : August 27, 2005.

Report on Corporate Governance

Report on the Corporate Governance of the Company for the financial year ended 31.3.2005 is submitted herewith:

BOARD OF DIRECTORS:

All the Directors are non executive independant Directors.

5 Board Meetings on 28.04.2004; 28.06.2004; 31.07.2004; 27.10.2004 and 28.01.2005 were held during the year. All the Directors attended all the meetings.

AUDIT COMMITTEE:

Audit Committee consists of 3 Directors with Mr K.Balasubramanian as Chairman.

It oversees the financial reporting process of the Company including compliance with the accounting standards and disclosure requirements.

The committee recommends the appointment/re-appointment and fixing of remuneration of the Auditors.

The committee met 2 times on 28.06.2004 and on 28.01.2005 during the year.

SHAREHOLDERS/INVESTORS GRIEVANCES COMMITTEE:

The committee consists of 2 Directors. It oversees matters relating to the shareholders' interests and redressal of investor grievances.

Mr R.S. Mani	-	Chairman
Mr K.Balasubramanian	-	Member

The company had not received any complaints during the year.

LOCATION AND TIME WHERE LAST THREE AGMS & EGMS HELD:**LAST 3 AGMS:**

Year	Date	Location	Time
31.3.2004	30.09.2004	4/35, Swaminathan Nagar Extn., Kottivakkam, Chennai 600 041.	10.30 a.m
31.3.2003	29.9.2003	-do-	10.30 a.m
31.3.2002	27.9.2002	-do-	"