

ARDI INVESTMENTS & TRADING COMPANY LTD.

136, Great Western Building, Nagindas Master Road Extension,
Fort, Mumbai 400 023

NOTICE

Notice is hereby given that Annual General Meeting of the Members of the Company will be held on Friday, 30th September, 2005 at 11.00 A.M. at Great Western Building, 136, Nagindas Master Road, Fort, Mumbai 400 023 to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2005 and the Profit & Loss Account for the year ended on that date and the Report of the Directors and that of the Auditors thereon.
2. To appoint a Director in place of retiring director, who retires by rotation but being eligible for reappointment, offers him for reappointment.
3. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be decided by the Board of Directors.

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead and a proxy need not be a member of the company.
2. The proxy form need to be deposited at the registered office of the Company not less then FORTY EIGHT HOURS before the time for holding the aforesaid meeting.
3. Register of Members / Share Transfer Books of the Company will remain closed during the period Saturday, September 24, 2005 to Thursday, September 30, 2005 (both days inclusive) for the purpose of Annual General Meeting (AGM)

**By Order of the Board
For Ardi Investments & Trading Company Ltd**

Place: Mumbai

Date: 1st September, 2005

Sd/-
Director

Ardi Investments & Trading Company Ltd.

DIRECTORS' REPORT

Members,

Your Directors have great pleasure to present the Annual Report together with Audited Financial Accountants for the year ended 31st March, 2005.

FINANCIAL HIGHLIGHTS:

Particulars	(Rs. In Lakhs)	
	2004-05	2003-04
Income from Operations	20.29	18.57
Other Income	602.00	Nil
Total Income	620.29	18.57
Total Expenditure	14.76	12.92
Operating Profits	607.52	5.65
Less: Interest	Nil	Nil
Gross Profits	607.52	5.65
Less: Depreciation	Nil	Nil
Profits Before Tax	607.52	5.65
Less: Provision for Taxation	2.04	Nil
Net Profits of the year	605.48	5.65

DIVIDEND:

No dividend is declared or recommended by the Board of Directors of the company during the year.

REVIEW & PROSPECTS:

There was great volatility in stock market. Sensex was touching high levels day after day breaking previous "All time High". Active continuous investments by Foreign Institutions, Foreign Institutional Investors from Japan and many more countries lead to this "Merry" situation. The company taking advantage of the same earned good profits from its investments. For the coming year also companies is bullish about market conditions and hope to raise its profits to highest possible limits.

DIRECTORS:

Directors liable to retire by rotation are eligible to be reappointed in the ensuing Annual General Meeting. Members are requested to kindly approve the same

Ardi Investments & Trading Company Ltd.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to provisions of Sec. 217(2AA) of the Companies Act, 1956, the Directors confirm:

- (i) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) that 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 at the end of the financial year ended March 31, 2005 and of the profit earned for that year.
- (iii) that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That they have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE:

Corporate Governance as per Clause 49 of Listing Agreement is not applicable to the company.

PARTICULARS OF EMPLOYEES:

The Company does not have any employee whose particulars are required to be given pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

(Information as per Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988.

(a) Energy Conservation Measures Taken:

Energy efficient motors are included in the purchase specifications and are put to use.

Ardi Investments & Trading Company Ltd.

- (b) Impact of measures taken for reduction of energy consumption and consequent impact on the cost of production of goods

Decrease in overall energy consumption due to adoption of energy efficient measures.

INDUSTRIAL RELATIONS

The industrial relations continue to be generally peaceful and cordial.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars on foreign exchange earnings and outgo have not been provided as the same is not applicable to the Company.

FIXED DEPOSITS

The Company has not accepted any fixed deposits and as such no amount of principal or interest was outstanding as of the balance sheet date.

AUDITORS

M/s S. Chandulal & Associates, Chartered Accountants, Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

AUDITORS' REPORT

The notes to the accounts referred to the Auditor's report are self-explanatory and therefore do not call for any further comment.

ACKNOWLEDGEMENTS

Yours Directors wish to place on record their deep appreciation for the services rendered by the officers, staff and workers at all level, and their dedication and loyalty.

For And On Behalf Of The Board

Place: Mumbai

Date: 1st September, 2005

S/-
Director

Ardi Investments & Trading Company Ltd.

S. Chandulal & Co.
Chartered Accountants

6/D/80, Sonawala Building,
Tardeo, Mumbai 400 007.

AUDITORS REPORT

To,
THE MEMBERS OF ARDI INVESTMENTS & TRADING COMPANY LIMITED

We have audited the attached Balance Sheet of **ARDI INVESTMENTS & TRADING COMPANY LIMITED** as at 31st March, 2005, and also the Profit & loss Account and the Cash Flow Statement 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 concluded 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003, issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.

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

- a) 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;
- b) in our opinion, proper books of account as required by law have been kept by the Company, so far as appears from our examination of the books;
- c) the Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of accounts;
- d) in our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- e) Directors of the Company do not, prima facie, have any disqualification as referred to clause (g) of sub section (1) of section 274 of the Companies Act 1956 which is based on written representation received from them.