

RATNI INVESTMENTS CO. LIMITED

ANNUAL REPORT AND ACCOUNTS



31ST MARCH, 2005

RATNI INVESTMENTS CO.LTD

Registered Office

Block No. 19, 1st Fl, Dhanraj Mill Compound, S.J. Marg, Lower Parel, Mumbai-400 013.

Phone: 2493 8987/88

NOTICE

NOTICE is hereby given that the **TWENTYFIFTH** Annual General Meeting of the members of M/s. **RATNI INVESTMENTS COMPANY LIMITED** will be held on Thursday, the 30th September, 2005 at 11.30 a.m. at the registered office of the Company at Block 19, Dhanraj Mill Compound, S.J. Marg, Lower Parel, Mumbai - 400013 to transact the following business:

- 1 To receive, consider and adopt the Directors' Report and Audited statement of Accounts for the year ended 31st March, 2005.
- 2 To appoint retiring Auditors as Auditors to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.
- 3 To appoint a Director in place of Shri. B. D. Jadhav, who retires by rotation, and being eligible, offers himself for re-appointment.

BY ORDER OF THE BOARD,

Sd/-

N. C. DANGARWALA

DIRECTOR

PLACE : MUMBAI

DATE : 5th September 2005.

NOTE:

4. A member, entitled to attend and vote at the meeting, is also entitled to appoint a proxy to attend and vote, instead of himself and the proxy need not be a member of the Company.

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DIRECTORS' REPORT

Yours Directors take pleasure in presenting **TWENTYFIFTH** Annual Report and Audited Statement of Accounts of M/s. Ratni Investments Company Ltd. for the year ended 31st March 2005 showing loss of RS. 45,291/- during the year after Deferred Tax Assets RS 157/- and Depreciation of RS. 3,853/- bringing the total loss to RS 1,57,13,746/-

ACCOUNTS:

Regarding non-provisional of interest for the year ended 31st March 2005 payable to M/s. Dhanraj Mills Pvt. Ltd, the Directors have no comments to offer as Note no: 6 is self-explanatory. Note no. 3,7, and 9 regarding non provision of I.Tax, valuation of stock of un-quoted equity shares and non-provision of diminution in value are self explanatory and need no other comments.

GENERAL

The Company continues to be a holding Company of M/s. Suchindram Investments Pvt Limited and have reviewed the affairs of the subsidiary Company.

DEPOSIT

The Company has not taken/invited any deposits from the public and hence the outstanding amount is NIL as on 31st March, 2005.

Particulars of Employees u/s 217(2A):

None of the employees of the Company was in receipt of remuneration of RS. 24,00,000/- or more per annum during the year under review, or if employed for a part of the year, in receipt of RS. 2,00,000/- per month.

Particulars u/s 217 (1) (c):

The Company being an investment Company, the question of import technology, energy conservation or technical absorption measures does not arise. There are no dealings in foreign exchange, nor are there any exports.

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Directors' Responsibility Statement

Your Directors' confirm:

- e) That in the preparation of Annual Accounts, the applicable accounting standards have been followed.
- f) That the Directors have selected such accounting policies and applies them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the Financial year ended 31st March 2005 and of the loss of the Company.
- g) That the Directors 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 the fraud and other irregularities.
- h) That the Directors have prepared the Annual Accounts on a going concern basis.

AUDITORS:

You are requested to appoint Auditors for the current year and to fix their remuneration. M/s. Jagtiani & Nank, Chartered Accountants, Mumbai, being eligible, offer themselves for reappointment.

BY ORDER OF THE BOARD,
Sd/- Sd/-

N. C. DANGARWALA B. D. JADHAV

DIRECTOR DIRECTOR

PLACE : MUMBAI

DATED : 5th September 2005.

**V. V. CHAKRADEO & CO.,
COMPANY SECRETARIES,
B-301, MATOSHREE RESIDENCY, F P NO. 65. T P S V,
PRATHANA SAMAJ ROAD, VILE PARLE (EAST),
MUMBAI 400 057.**

TEL NO. 26116821

Email Address: vvchakra@vsnl.net

COMPLIANCE CERTIFICATE

The Members
Ratni Investments Company Limited
Mumbai.

We have examined the registers, records, books and papers of Ratni Investments Company Limited (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2005. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. the company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. the company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. the company being limited company has the minimum prescribed paid-up capital and its maximum number of members during the said financial year was Eleven excluding its present and past employees and the company during the year under scrutiny:
 - (i) has not invited public to subscribe for its shares or debentures; and
 - (ii) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. the Board of Directors duly met six times in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. the company has closed its Register of Members from 25/09/2004 to 28/09/2004 and necessary compliance of section 154 of the Act has been made.
6. the annual general meeting for the financial year ended on 31/3/2004 was held on 30/9/2004 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. NO extra ordinary meeting(s) was held during the financial year ending 31/03/2005.
8. the company has not advanced loan to its directors and/or persons or firms or companies referred in the section 295 of the Act.



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9. the company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. the company has made necessary entries in the register maintained under section 301 of the Act.
11. the company has obtained necessary approvals from the Board of Directors, members and previous approval of the Central Government pursuant to section 314 of the Act wherever applicable.
12. the Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.
13. the Company has:
 - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) deposited the amount of dividend declared including interim dividend in a separate bank _____ which is within five days from the date of declaration of such dividend.
NOT APPLICABLE
 - (iii) paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with NIL Bank on NIL. NOT APPLICABLE
 - (iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund. NOT APPLICABLE.
 - (v) duly complied with the requirements of section 217 of the Act.
14. the Board of Directors of the company is duly constituted and the appointment of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made.
15. the appointment of Managing Director has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act and approval of the Central Government has been obtained in respect of appointment of NIL not being in terms of Schedule XIII.
NOT APPLICABLE
16. the appointment of sole-selling agents was made in compliance of the provisions of the Act. NOT APPLICABLE

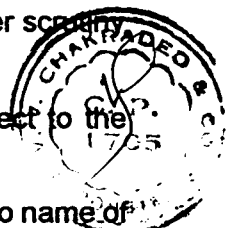


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17. the company has obtained all necessary approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. the company has not issued any shares/debentures/other securities during the financial year ended 31/03/2005.
20. the company has not bought back shares during the financial year ending 31/3/2005.
21. the company has not redeemed preference shares/debentures during the financial year ended 31/03/2005.
22. the company wherever necessary has kept in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. the company has complied with the provisions of sections 58A and 58AA read with Companies (Acceptance of Deposit) Rules, 1975/ the applicable directions issued by the Reserve Bank of India/ any other authority in respect of deposits accepted including unsecured loans taken, amounting to Rs. NIL raised by the company during the year and the company has filed the copy of Advertisement/Statement in lieu of Advertisement/ necessary particulars as required with the Registrar of Companies NIL on NIL. The company has also filed return of deposit with the Registrar of Companies/Reserve Bank of India/other authorities. NOT APPLICABLE.
24. the amount borrowed by the Company from directors, members, public, financial institutions, banks and others during the financial year ending 31/3/2003 are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in duly convened annual/extraordinary general meeting.
25. the company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. the company has altered the provisions of the memorandum with respect to situation of the company's registered office from one state to another during the year under scrutiny after complying with the provisions of the Act. NOT APPLICABLE
27. the company has NOT altered the provisions of the memorandum with respect to the objects of the company during the year under scrutiny.
28. the company has NOT altered the provisions of the memorandum with respect to name of the company during the year under scrutiny.



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29. the company has NOT altered the provisions of the memorandum with respect to share capital of the company during the year under scrutiny.
30. the company has NOT altered its articles of association after obtaining approval of members in the general meeting held.
31. a list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also the fines and penalties or any other punishment imposed on the company in such cases is attached. NOT APPLICABLE.
32. the company has received Rs. NIL as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act.
33. the company has no employee's and the provisions of the Provident Fund act are not applicable.

Place: MUMBAI

Signature :



Date : 5th September 2005

Name of Company Secretary : V. V. Chakradeo



C. P. No. : 1705

Annexure A Registers as maintained by the Company

1. Register of Directors.
2. Register of Members.
3. Register of Charges.
4. Board Minutes
5. Minutes of the meeting of the shareholders.

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on 31st March, 2005.

1. Annual Return for AGM held on 30/9/2004 u/s 159 filed on 08/11/2004.
2. Balance Sheet for the year ended 31/3/2004 u/s. 220 filed on 28/10/2004
3. Compliance Certificate for the year ended 31/3/2004 u/s. 220 filed on 28/10/2004



JAGTIANI & NAIK (Regd.)
CHARTERED ACCOUNTANTS12-13 ESPLANADE 3RD FLOOR, 3, AMRIT KESHAV NAYAK MARG,
FORT, MUMBAI - 400 001.**AUDITOR'S REPORT TO THE MEMBERS OF**
RATNI INVESTMENTS COMPANY LIMITED

1. We have audited the attached Balance Sheet of **RATNI INVESTMENTS COMPANY LIMITED**, as at 31st March, 2005 and also the Profit and Loss Account for the year ended on that date annexed thereto. (Collectively referred to as 'Financial Statements'). 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.
2. We have 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 as to 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.
3. As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (together the 'Order') issued by the Central Government of India in terms of sub-section (4A) of section 227 of "The Companies Act, 1956" of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) 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.
 - (ii) ***Subject to Note No. 6 regarding non provision of interest of Rs. 18,32,164/- on loan taken 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 those books

- (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- (iv) In our opinion, the Balance Sheet and Profit and 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.
- (v) On the basis of written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2005 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

5. Attention is invited to :

- a) **Note No. 6 of Schedule "J" regarding non provision of interest of Rs. 18,32,164/- on loan taken by the Company.**
- b) **Note No. 9 of Schedule "J" regarding non provision of diminution in value of Company's investments of aggregating to Rs. 74,71,083/- in unquoted equity shares. We are unable to form an opinion on the value of these investments in view of uncertainties involved.**
- c) **Note No. 3 of Schedule "J" regarding non provision of income tax demands Rs. 25,59,110/- for various years for which the Company has preferred appeals.**
- d) **Note No. 7 of Schedule "J" regarding valuation of stock of unquoted equity shares at Rs. 41,250/- instead of NIL.**

6. We further report that had the observations made by us in Paragraph 5 above been considered

- i) **The loss for the year would have been Rs. 1,19,49,055/- (as against the reported Loss figure of Rs. 45,448/-)**
- ii) **The debit balance in Profit and Loss Account would have been Rs. 2,76,17,353/- (as against the reported debit balance figure of Rs. 1,57,13,746/-)**

7. We are unable to express our opinion on the realisability of Rs. 7,34,182/- being unsecured loan given to Company, which is however considered good by the management.

8. Subject to the matters referred to in Paragraph 5 and its effects on the accounts of the Company as indicated in Paragraph 6 above, in our opinion and to the best of our information and according to the explanations given to us the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.