
IND-AGIV COMMERCE LTD.

(Formerly known as Vishal Electro-mech (India) Ltd.)

**20th ANNUAL REPORT
2005 - 2006**

BOARD OF DIRECTORS : MR. VASHDEV B. RUPANI - CHAIRMAN
MR. ISHWARLAL B. RUPANI
MR. S. C. OBEROI
MR. KISHIN D. MULCHANDANI
MS. SUSHILA B. RUPANI
MR. VIJAY G. DEVNANI

REGISTERED OFFICE : 85, V. N. PURAV MARG,
SION-CHUNABHATTI ROAD,
MUMBAI 400 022.

BANKERS : UNION BANK OF INDIA
ZAVERI BAZAR,
MUMBAI 400 003.
ABN AMRO BANK NV
NARIMAN POINT,
MUMBAI - 400 021.

AUDITORS : M/s. T. MONTEIRO & ASSOCIATES
CHARTERED ACCOUNTANTS
MUMBAI.

REGISTRAR & SHARE
TRANSFER AGENTS : M/S. MONDKAR COMPUTERS PVT. LTD.
21, SHAKIL NIWAS, MAHAKALI CAVES ROAD,
NEAR SATYA SAIBABA TEMPLE,
ANDHERI (EAST),
MUMBAI 400 093.

IND-AGIV COMMERCE LTD.

NOTICE

NOTICE is hereby given that the Twentieth Annual General Meeting of the members of **IND AGIV-COMMERCE LTD.** will be held at the Registered office of the company at 85, V. N. Purav Marg, Sion - Chunabhatti Road, Mumbai 400022 on Saturday the 30th September, 2006 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Vashdev B. Rupani, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Ms. Sushila B Rupani, who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors M/s. Rasiklal Shah & Associates. Chartered Accountants as Auditors of the Company in place of M/s. Monteiro & Associates Chartered Accountants and fix their remuneration.

Regd. Office :
85, V. N. Purav Marg,
Sion-Chunabhatti Road,
Mumbai 400 022.

By Order of the Board

Dated : 18th August, 2006

S. C. Oberoi
(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 OF THE COMPANY.
2. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
3. MEMBERS ARE REQUESTED TO NOTIFY TO THE COMPANY IMMEDIATELY ANY CHANGE IN THEIR ADDRESS.
4. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL REMAIN CLOSED FROM SATURDAY THE 23RD SEPTEMBER, 2006 TO SATURDAY THE 30TH SEPTEMBER, 2006 (BOTH DAYS INCLUSIVE)

20th Annual Report 2005-2006**DIRECTORS' REPORT****TOTHE MEMBERS**

Ind-Agri Commerce Limited

Your Directors hereby present their Twentieth Annual Report and Audited Accounts for the year ended 31st March, 2006.

1. FINANCIAL HIGHLIGHTS :

| Particulars | 2005-06 Rs. | 2004-05 Rs. |
|--|----------------|-----------------|
| Sales | 2361490 | 19095616 |
| Commission on Consignment Sales | 490043 | 0 |
| Other Income | 1628897 | 983351 |
| Total Income | 4480430 | 20078967 |
| Profit Before Taxation | 598049 | 963352 |
| Less : provision For Taxation | 242200 | 352500 |
| Net Profit For The Year | 355849 | 610852 |
| Less : Short Prov of It (FY-2004-05) | 18515 | 0 |
| Balance B/f From Last Year | 1976452 | 1365600 |
| Amount Carried To Balance Sheet | 2313786 | 1976452 |

2. REVIEW OF OPERATIONS AND FUTURE PLANS:

The company did not carry out any major business activity during the year except import of paints and selling the same on High Sea Sale basis. During the previous year, the company had commenced its trading activities in paints at its Bangalore Branch. However during the year under review, the company switched over to sell paints at its Bangalore Branch received for sale on consignment basis and earned a commission of Rs. 4,90,043/-. Consequently, the total Sales was only Rs. 23,61,490/- as against Rs. 1,90,95,616/- during the previous year. The profit before tax during the year was also declined to Rs. 5,98,049/- as against Rs. 9,63,352/- in the previous year. Barring unforeseen circumstances, the management is hopeful of achieving better results during the current year.

3. DIVIDEND :

Your Directors decided not to recommend any dividend in view of inadequacy of profits and conserve funds for the future business plans of the company.

4. DEPOSITS :

The Company has accepted a fixed deposit during the year, which is not due for repayment.

5. DIRECTORS :

Mr. V. B. Rupani and Ms. Sushila B. Rupani retire by rotation and being eligible offer themselves for re-appointment as Directors.

6. DIRECTORS RESPONSIBILITY STATEMENT :NT.

Your Directors state that :

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- while preparing the annual accounts the policies selected are consistent and the judgments and estimates applied are reasonable and prudent so as to give a true and fair view of the state of affairs of the company for the year and of the financial results of the Company for the year ended on 31st March, 2006.
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, and
- the directors have prepared the annual accounts on a going concern basis.

7. LISTING ON STOCK EXCHANGE :

Your Company's Shares are listed in Bombay Stock Exchange and Annual Listing Fee for the year 2006-2007 has been paid.

The company has already entered into an agreement with CDSL & NSDL for holding its share in dematerialized form. The ISIN code allocated for company's Equity shares is INE 115E01010.

IND-AGIV COMMERCE LTD.**8. PARTICULARS REGARDING CONSERVATION OF ENERGY ETC :**

Your Company did not carry out any significant activity during the year requiring disclosure of particulars regarding conservation of Energy and Technology absorption.

**Foreign Exchange Earning and Outgo :-
Total Foreign Exchange earned and used**

Current Year Previous Year

| | | |
|---|---------------|-----------|
| (i) Foreign Exchange earned | Nil | 17,38,500 |
| (ii) Foreign Exchange outgo (value of imports-goods for Resale and other) | 1,81,79,058 * | 54,08,625 |
| (iii) Traveling and Subscription | Nil | 51,691 |

(* Includes Rs. 1,15,70,377/- outstanding as at 31st March, 2005 remitted during the year and also Rs. 30,13,063/- remitted in advance during the year)

9. PARTICULARS OF EMPLOYEES :

The particulars of employees as required under Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 as amended have not been given as there were no employees in the company drawing remuneration in excess of the limits specified by the section.

10. AUDITORS' REPORT :

As regards the remarks in the Auditors' Report, please refer to the notes on Accounts on Schedule-13 which are self explanatory.

11. AUDITORS OF THE COMPANY,

The Auditors M/s. T Monterio & Associates, retire at the forthcoming Annual General Meeting and have informed that they do not seek re-appointment. The company has thereafter received a proposal from a shareholder to appoint M/s. Rasiklal Shah & Associates, Chartered Accountants, Mumbai as the Statutory Auditors of the company. The directors recommended that M/s. Rasiklal Shah & Associates, Chartered Accountants be appointed at the forthcoming Annual General Meeting as the Statutory Auditors of the company.

12. COMPLIANCE CERTIFICATE:

A Compliance Certificate from a Secretary in whole-time practice under Section 383A of the Companies Act, 1956 in respect of the Financial Year ended on 31st March, 2006 is attached hereto.

13. ACKNOWLEDGMENT :

The Directors would like to thank the Bankers and all others for their co-operation received during the year.

For and behalf of the Board of Directors

Registered Office :
85, V. N. Purav Marg,
Sion-Chunabhatti Road,
Mumbai - 400 022.

Date:- 18th August, 2006

S. C. Oberoi
Director

Kishin D. Mulchandani
Director

20th Annual Report 2005-2006

Compliance Certificate

To,
The Members,
IND-AGIV COMMERCE LTD.
(Co.No 11-39004)
85, V.N.Purav Marg,
Sion-Chunabhati Road,
Mumbai 400 022.

We have examined the registers, records, books and papers of Ind-Agiv Commerce Ltd. ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2006. In our opinion and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, and to the best of our knowledge and belief, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and entries therein have been recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate with the Registrar of Companies Maharashtra, Mumbai under the Act and the rules made there under...
3. The Company being a public limited company, comments that a private limited company has minimum prescribed capital, maximum number of members, invitation to public to subscribe for shares and acceptance of deposits from persons other than its members, directors or their relatives, are not required.
4. The Board of Directors met five times respectively on 29th April, 2005, 30th July, 2005, 17th August, 2005, 31st October, 2005 and 30th January, 2006 and the proceedings were recorded and signed in the Minutes Book maintained for the purpose. The Company has not passed any board resolution by circulation.
5. The Company has closed its Register of Members from 24th September, 2005 to 30th September, 2005 and necessary compliance of section 154 of the Act has been made as regards to advertisement in newspapers.
6. The Annual General Meeting for the financial year ended on 31st March, 2005 was held on 30th September, 2005 after giving due notice to the members and the resolutions passed thereat were recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. The company has advanced loans as at 31st March, 2006 to a Director and to a proprietary Concern of a director of the company.
9. The Company has 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. There were no instances falling within the purview of Section 314 of the Act.
12. The Company has not issued any duplicate share certificates during the financial year.
13. (i) a) The Company has not made any allotment of securities during the financial year.
b) The Company has delivered all the certificates on lodgment thereof for transfer in accordance with the provisions of the Act.
(ii) The Company has not declared any dividend during the financial year.
(iii) There was no amount lying in the Books of Account in respect of unpaid dividend, application money due for refund, matured deposits; matured debentures and the interest accrued thereon which are due for transfer to the Investor Education and Protection Fund.
(iv) The Company has complied with the requirements of Section 217 of the Act.

IND-AGIV COMMERCE LTD.

14. During the year there were no Directors appointed by the Board.
15. The Company has not appointed any Managing Director/Whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. As per the information provided by the officer of the Company, the Company has obtained required approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act during the financial year.
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 there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There were no preference shares or debentures issued during the year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has accepted an unsecured loan falling within the purview of Section 58A of the Companies Act, 1956, without complying with the provisions regarding advertisement/filing of a statement in lieu of advertisement during the financial year.
24. The amount borrowed by the Company from Bank during the financial year ending 31st March, 2006 is within the borrowing limits of the company as per section 293(1)(d) of the Act.
25. The Company has not 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.
26. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
29. The Company has not altered its Articles of Association during the financial year.
30. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
31. The Company has not received any money as security from its employees during the financial year.
32. The Company has not constituted Provident Fund for its employees and as such, the provisions of Section 418 of the Act are not applicable to the Company.

For P. S. Ramnath
(Company Secretaries)

Place: Mumbai
Dated: 18th August, 2006.

P. S. Ramnath
Proprietor
C. P. No. 4159