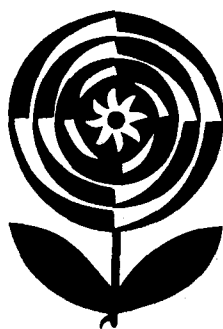


# **17<sup>th</sup> Annual Report 2008- 2009**

Report  junction.com



**INDRAYANI BIOTECH LIMITED.**

Village Markal, Taluka Khed, Dist. Pune - 412 105

**Indrayani Biotech Ltd.**

<b>DIRECTORS</b>	:	Mr. Vivek V. Malpani, Chairman Mrs. Manjula V. Malpani, Managing Director Dr. A. D. Karve Mr. Vishwanath D. Malpani Prof. Anand Chougule
<b>COMPANY SECRETARY</b>	:	Mr. R. K. Suvama
<b>BANKERS</b>	:	HDFC Bank UCO Bank
<b>AUDITORS</b>	:	M/s G. V. Madane and Company, Pune.
<b>REGISTERED OFFICE</b>	:	Village Markai, Near Alandi, Taluka Khed, Dist. Pune - 412105
<b>ADMINISTRATIVE OFFICE</b>	:	8, Peninsula, Near Baner Telephone Exchange, Baner, Pune - 411 045.
<b>SHARE TRANSFER AGENT</b>	:	Intime Spectrum Registry Pvt Ltd, Mumbai. (for demat shares)

**NOTICE**

Notice is hereby given that the Seventeenth Annual General Meeting of INDRAYANI BIOTECH LIMITED will be held at the Registered Office of the Company, Village Markai, Taluka Khed, Dist. Pune 412 105, on Wednesday the 24th June, 2009 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, 2009 and Profit and Loss Account for the year ended on that date and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Dr. Anand Karve who retire by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors and to authorize the Board to fix their remuneration.

**SPECIAL BUSINESS**

4. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution

**"RESOLVED THAT** Dr. Anand Chougule who was appointed as an Additional Director by the Board under Section 260 of the Companies Act, 1956 and Articles of Association of the Company and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received notice, in writing, under Section 257 of the Companies Act, 1956 from a member signifying his intention to propose him as a candidate for the office of a Director of the Company be and is hereby appointed as a Director of the Company."

5. To consider and if thought fit to pass with or without modification, the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 310, Schedule XIII to the Companies Act, 1956 and any other applicable provisions, if any, Mrs. Manjula Malpani be and is hereby re-appointed as Managing Director of the Company for the period of three years with effect from 1st October 2008 and that she shall not be entitled to and draw any remuneration till the date which may be decided by the Board.

**FURTHER RESOLVED THAT** the Board of Directors be and are hereby authorised to review and/or revise the terms, conditions, remuneration including minimum remuneration and other benefits being given or to be given to Mrs. Manjula Malpani in line/ conformity with any amendment to the relevant provisions in the Companies Act and /or the Rules and Regulations made thereunder and /or the guidelines as may be announced by the appropriate authorities from time to time and in accordance with the limits specified in Schedule XIII of the Companies Act, 1956 or any amendment thereto as may be agreed between the Board of Directors and Mrs. Manjula Malpani

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

**ITEM NO. 4**

In pursuance of section 260 of the Companies Act, 1956 and Articles of Association of the Company, the Board of Directors co-opted Dr. Anand Chougule as an additional director with effect from 30th January 2009. As per provisions of section 260 of the Companies Act, 1956 he holds office only upto the date of this annual general meeting. The Company has received notice alongwith deposit from a member proposing to appoint Dr. Anand Chougule as director of the Company. The Directors therefore recommend the resolution for your approval. Dr. Anand Chougule be concerned or interested in the said resolution

**ITEM NO. 5**

At the Board Meeting held on 26th September 2008 Mrs. Manjula Malpani was re-appointed as the Managing Director of the Company for a period of three years subject to the approval of the Members at the forthcoming Annual General Meeting of the Company. Mrs. Manjula Malpani is 48 years old and has done technical diploma. The Resolutions set out in Item No. 5 and the Explanatory Statement thereof may be treated as a Memorandum of Understanding under Section 302 of the Companies Act, 1956. The Board recommends the resolution for your approval. Mrs. Manjula Malpani, Vivek Malpani and Vishwanath Malpani are concerned or interested in the said resolution.

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND & VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 22nd June, 2009 to Wednesday, 24th June, 2009 (both days inclusive).

3. The relative Explanatory Statements, pursuant to Section 173(2) of the Companies Act, 1956 in respect of special business set out under item no. 4, 5 is annexed hereto.

**ANNEXURE TO THE NOTICE**

Details of Directors seeking reappointment at the forthcoming Annual General Meeting  
(Pursuant to Clause 49 of the Listing Agreement)

Name of Director	Dr. Anand Karve	Manjula Malpani	Prof. Anand Chougule
Date of Birth	07.08.1936	03.10.1961	14.12.1961
Date of appointment	09.03.1992	01.10.2005	30.01.2009
Expertise in specific functional areas	Research & Plant Tissue Culture	Management	Irrigation & Control Climate & Agriculture
Qualifications	BSC & PHD	Technical Diploma	B. Tech (Agri Engg.)
Directorships in other Indian Companies	Nil	Nil	Nil
Membership of committees in other Indian Public Companies	Nil	Nil	Nil
Equity Shareholding in Indrayani Biotech Limited	2100	152100	-

By order of the Board Of Directors,  
for Indrayani Biotech Limited

R K Suvama  
Company Secretary.  
Place: Pune  
Date: 30th April, 2009.

**DIRECTORS' REPORT**

Your Directors present herewith the Seventeenth Annual Report and the Audited Accounts for the year ended 31st March, 2009.

**FINANCIAL RESULTS**

The income during the year from all sources amounted to Rs.25,81,747/- and the total expenditure including depreciation of Rs 7,21,334/- amounted to Rs.38,41,529/-. The Company has incurred a net loss of Rs.12,67,021/- after making provision for Fringe benefit tax of Rs.7239/- during the year as against loss of Rs.1,00,00,570/- in the previous year.

**OPERATIONS**

The Company continued to progress in Tissue Culture. There is a continued demand for the Banana Tissue Culture plants from the niche regions catered to by your company. We expect further increase in demand for the next year.

The Scheme of Arrangement was submitted to Hon'ble High Court and Hon'ble High Court has directed Company to conduct Extraordinary General Meeting and report the opinion of shareholders. The Scheme of Arrangement is attached separately to Annual Report.

**DIRECTORS**

In accordance with the provisions of the Companies Act 1956 and the Company's Article of Association, Dr. Anand Karve, Director retire by rotation and being eligible, offers himself for reappointment.

Mr. Vasant Hinge ceased to be directors (death) of the company on 13th May 2008. Board expressed its sincere appreciation for the services rendered by him during his tenure as director of the company.

Prof. Anand Chougule was appointed as additional director with effect from 30th January 2009. He holds office till the ensuing Annual General Meeting and being eligible offers himself for appointment as a director.

The Board of Directors, subject to your approval, have also re-appointed Mrs. Manjula Malpani as Managing Director of the Company for a further period a three years with effect from 1st October 2008.

The details of directors who are being appointed or reappointed, their expertise in functional areas, the names of companies in which they hold office of director and / or Chairman and / or membership of committees of the Board is enclosed to the notice of ensuing annual general meeting.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- That in the preparation of the accounts for the financial year ended 31st March, 2009, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for the year under review and of the loss of the company for that period.
- 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 fraud and other irregularities;
- That the Directors have prepared the accounts for the financial year ended 31st March, 2009 on a "going concern" basis.

**DEPOSITS**

The Company has not accepted any deposits from public.

**PARTICULARS OF EMPLOYEES**

None of the employee details is required to be furnished under Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975, as amended.

**AUDITORS**

M/s G V Madane and Company, Chartered Accountants, Pune auditors of the Company retire and are eligible for reappointment.

**RESEARCH AND DEVELOPMENT, ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION, AND FOREIGN EARNINGS AND OUTGO**

Particulars with respect to conservation of energy etc. required as per Section 217(1) of the Companies Act, 1956 are annexed hereto and form a part of the report.

For and on behalf of the Board of Directors

Manjula V. Malpani  
Managing Director

Vishwanath D. Malpani  
Director

**CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE:**

The Company is committed to good Corporate Governance and has in all material respects complied with the Listing Agreement. The company's plant location is at Village Markal Taluka Khed Dist Pune and at Karve Nagar, Pune. The compliance certificate from the auditors is as per the report enclosed.

**BOARD OF DIRECTORS**

The Board consists of 5 directors, of whom 4 are non-executive and one is Managing Director. Two out of 4 non-executive directors are independent. Mr. Vivek Malpani is non executive Chairman and one third of directors are independent. During this year, six Board meetings were held on 30th April 2008, 2nd June 2008, 31st July 2008, 26th September 2008, 27th October 2008 and 30th January 2009. Other details are given below:

Sr. No.	Name of Director	Category of Directorship	No. of Board meetings attended	Whether Attended Last AGM
1.	Manjula Malpani	Managing Director	3	Yes
2.	Vivek Malpani	Director	1	Yes
3.	Dr. A. D. Karve	Director	4	No
4.	V. D. Malpani	Director	6	Yes
5.	Prof. Anand Chougule	Director	0	No

Company's directors are not holding directorships in other Indian Limited Companies.

**CODE OF CONDUCT**

The Board has laid down a code of conduct for all Board Members. All the Board Members have affirmed compliance with the code for the year ended 31st March 2009. A declaration to this effect signed by the Managing Director is given elsewhere in this annual report.

**AUDIT COMMITTEE**

The terms of reference of the Audit Committee are in consonance with the Clause 49 of the Listing Agreement as well as Section 292 A of the Companies Act, 1956. The secretary acts as a secretary to the audit committee. Dr. Anand Karve is chairman of the Audit Committee.

Audit Committee comprises of the following Non Executive Directors: 1.Mr. Vishwanath D. Malpani. 2. Dr. A. D. Karve. 3.Prof. Anand Chougule.

Four meetings of the Audit Committee were held as under:

Name of the member	No. of meetings	Attended	Dates of meeting
Dr A D Karve	4	4	30th April, 2008
Mr. V D Malpani	4	4	25th July, 2008
Dr. Anand Chougule	4	0	27th October, 2008
			30th January, 2009

**REMUNERATION PAID TO THE DIRECTORS:**

The Managing Director's remuneration is shown in the notes to accounts. Other directors are paid only the sitting fee which is Rs.1000 per meeting.

**SHARE TRANSFER COMMITTEE AND INVESTOR'S GRIEVANCE COMMITTEE :**

The share transfer committee and investors grievance committee consists of two non executive directors. Mr. V.D.Malpani is chairman of Share Transfer Committee. It meets regularly. The company processes the physical share transfers internally and any defect is intimated to shareholders immediately by objection letter. The name of the compliance officer is Mr.R.K.Suvarna and his designation is Company Secretary. The number of complaints received during the year is 34. The number of complaints not solved is 0 and there were no shares pending transfer for more than 30 days as on 31st March 2009.

**MEANS OF COMMUNICATION**

The Unaudited quarterly results are taken on record by the directors and are communicated to the Stock Exchanges immediately thereafter.

**GENERAL BODY MEETINGS**

Venue and time of the last three Annual General Meetings is as follows: 20th September, 2006, 27th September, 2007 and 26th September, 2008 all at 9AM and all at the Registered Office of the company. No special resolution was carried out by postal ballot.

**DISCLOSURES**

The company has complied with the statutory provisions rules and regulations of the capital market during the last three years and no restrictions have been currently imposed by the Mumbai or Pune stock exchanges or by SEBI. The materially significant related party transactions and M. D's remuneration are as per note 2 to the accounts.

## • Indrayani Biotech Ltd. •

### GENERAL SHAREHOLDER INFORMATION

The Seventeenth annual general meeting will be held on Wednesday, 24th June, 2009 at 10 AM at Village Markal Taluka Khed Dist Pune.  
There is no resolution requiring postal ballot.

### THE COMPANY'S EQUITY SHARES ARE TRADED ON THE FOLLOWING STOCK EXCHANGES:

The Stock Exchange, Mumbai in Demat form. Code: 526445.  
The Pune Stock Exchange, Pune. in Demat form.

### DEMATERIALISATION OF SHARES AND LIQUIDITY:

The Company's shares are traded in Demat form. As on 31st March 2009, 57.21% shares were dematerialized.

### MARKET PRICE DATA: YEAR 2008-09.

Month	Price	
	High	Low
April	6.18	5.01
May	5.85	4.53
June	6.20	4.28
July	4.66	3.51
August	5.40	4.10
September	4.69	3.33
October	3.50	2.76
November	3.25	2.35
December	2.35	2.00
January	2.36	2.03
February	2.10	1.72
March	1.64	1.43

### Share Distribution Pattern As On 31<sup>st</sup> March 2009.

Share or Debenture Holding of nominal	Share / Debenture holders		Share / Debenture Amount	
Value of Rs.	No.	% of total	In Rs. (thousand)	% of total
1000 - 5000	18578	95.43	32017	54.55
5001 - 10000	466	2.39	4356	7.42
10001- 20000	213	1.09	4596	7.83
20001- 30000	68	0.35	1737	2.96
30001- 40000	28	0.13	1016	1.73
40001- 50000	37	0.20	2126	3.63
50001- 100000	52	0.27	4479	7.63
100001 and above	26	0.14	8362	14.25
<b>Total</b>	<b>19468</b>	<b>100</b>	<b>58689</b>	<b>100.00</b>

### DECLARATION ON CODE OF CONDUCT

As required by clause 49(1D) of the Listing Agreement with the Stock Exchanges, it is hereby declared that all the Board Members have affirmed compliance with the Code of Conduct of the Company.

### For and on behalf of the Board of Directors

**Manjula V. Malpani**  
Managing Director

**Vishwanath D. Malpani**  
Director

Place : Pune  
Date : 30th April, 2009

### ANNEXURE TO THE DIRECTORS' REPORT

Information with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo.

#### A & B: Conservation of Energy and Technology Absorption

The information as per provisions of Section 217(1)(e) of the Companies Act, 1956 in respect of conservation of energy and technology is Nil.

C : Foreign Exchange earnings and outgo : NIL for the current year and previous year.

### For on behalf of the Board of Directors

**Manjula V. Malpani**  
Managing Director

**Vishwanath D. Malapni**  
Director

Place: Pune  
Date: 30th April, 2009

### CERTIFICATE.

#### To the members of the Indrayani Biotech Ltd.

WE have examined the compliance of the conditions of corporate governance by Indrayani Biotech Ltd for the year ended 31st March 2009, as stipulated in Clause 49 of the listing agreement of the company with the Stock Exchange.

The compliance of the conditions of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof adopted by the company for ensuring the compliance of the corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

As required by the guidance note issued by the institute of Chartered Accountants of India, we state that no investor grievance is pending against the company as per the records maintained by the company.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

### For G. V. Madane and Company; Chartered Accountants.

**Mr. G. V. Madane.**  
Proprietor  
Membership Number: 14022



# Indrayani Biotech Ltd.

G.V.MADANE & CO.  
321, Patil Plaza, Parvat, Pune 411009

NDRAYANI BIOTECH LTD.

31-3-2009

## AUDITORS' REPORT

TO,  
THE MEMBERS OF  
INDRAYANI BIOTECH LIMITED.  
PUNE.

1. We have audited the attached Balance Sheet of INDRAYANI BIOTECH LTD as at March 31, 2009, Profit & Loss Account and Cash Flow Statement for the year ended on that date and 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.

2. 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 misstatements. 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 principals 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 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure 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:-

(iii) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(iv) 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;

(v) The Balance Sheet, Profit and Loss Account and Cash Flow Statement, dealt with by this report are in agreement with the books of account;

(vi) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

(vii) On the written representations received from the directors, as on 31st March, 2009 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31st March, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

(viii) 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 principals generally accepted in India:

(a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2009; and

(b) In the case of the Profit and Loss Account, of the Loss for the period ended on that date.

(c) In the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

**For G V Madane and Company;**  
**Chartered Accountants.**

**Mr. G V Madane**  
**Proprietor**

Place : Pune  
Date : 30th April, 2009

Annexure to the Auditor's Report  
Referred to in paragraph 3 of our report of even date.

(i)(a) The company has maintained memorandum of records showing full particulars, including quantitative details and situation of its fixed assets. However comprehensive Fixed Assets Register is being compiled.

(b) The fixed assets were physically verified by the management during the year and revealed no discrepancies.

(c) During the year the company has not disposed off substantial part of fixed assets.

(ii) (a) The inventory has been physically verified by the management and ; frequency of verification is reasonable. (b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by management is reasonable and adequate in relation to the size of the company and nature of its business.

(c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.

(iii)(a) According to information and explanations given to us, the company has not granted any loan secured or unsecured to the Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act. Thus paragraph 4(iii) - (b), (c) & (d) of the CARO, 2003 are not applicable. (e) The company has not taken loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under section 301 of the companies Act, 1956 and/or from the companies under the same management as defined under section 370 (1B) of the companies Act, 1956. Thus paragraph 4(iii) - (f) & (g) of the CARO, 2003 are not applicable.

(iv) In our opinion and according to the information and explanations given to us, there exists an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of inventory and Fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.

(v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered. (b) According to the information and explanations given to us, there were no transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of Rs. five lacs in respect of each party during the year.

(vi) In our opinion and according to the information and explanations given to us, as the company has not accepted any deposits from Public, the directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Rules framed there under are not applicable. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal. (vii) As per the information and explanations given to us by the management, the company's internal control procedure together with the internal checks conducted by the management staff during the year can be considered as an internal audit system commensurate with the size and nature of its business.

(viii) The maintenance the cost records has not been prescribed by the central Government under section 209(1)(d) of the companies Act, 1956.

(ix) (a) The company is regular in depositing with appropriate authorities undisputed statutory dues. As represented to us, investor education protection fund, employees state insurance, sales Tax, Wealth Tax, service tax, excise duty & cess are not applicable to the company. The Company has not paid any Provident Fund as it is not due in the opinion of the management. The company is regular in depositing Income-tax and other material statutory dues applicable to it. (b) According to the information & explanation given to us, no undisputed amounts payable in respect of Income tax, wealth Tax, Sales Tax, service tax, customs duty, excise duty & cess were in arrears as at March 31, 2009 for a period of more than six months from the date they became payable.

(x) In our opinion, the accumulated losses of the company are more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(xi) In our opinion and according to the information and explanation given to us, the company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.

(xii) According to the information and explanations given to us, the Company has not granted Loans & advances on the basis of security, by way of pledge of shares, debentures and other securities.

(xiii) In our opinion, the company is not a chit fund or a nidhi/ mutual benefit fund / society. Therefore the provisions of clause 4(xiii) of the companies (Auditors Report) Order, 2003 are not applicable to the company.

(xiv) In our opinion, the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the companies (Auditors Report) Order, 2003 are not applicable to the company.

(xv) The company has not given Guarantees for loans taken by others from Banks or Financial institutions. Consequently provisions of clause (xv) of paragraph 4 of CARO 2003 are not applicable to the company.

(xvi) Based on our examination of the records and information and explanations given to us, during the year no term loan has been obtained. Consequently provisions of clause (xvi) of paragraph 4 of CARO 2003 are not applicable to the company.

(xvii) According to the information & explanations given to us and on an overall examination of the Balance Sheet of the company, we report that no funds raised on short term basis have been used for long term investment. No long term funds

have been used to finance short term assets except permanent working capital. (xviii) According to the information & explanations given to us the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Therefore the provisions of clause 4

(xviii) of the companies (Auditors Report) Order, 2003 are not applicable to the company.

(xix) According to the information & explanations given to us the during the period covered by our audit Report the company has not issued debentures therefore the provisions of clause 4

(xix) of the companies (Auditors Report) Order, 2003 are not applicable to the company.

(xx) According to the information & explanations given to us the during the period covered by our audit Report the company has not raised money by public issue therefore the provisions of clause 4(xx) of the companies (Auditors Report) Order, 2003 are not applicable to the company.

(xi) According to the information & explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

**For G.V.Madane & Company**  
**Chartered Accountants**

**G.V.Madane**  
**Proprietor**

Place : Pune  
Date : 30th April, 2009

• **Indrayani Biotech Ltd.** •

**INDRAYANI BIOTECH LTD.**  
VILLAGE MARKAL, TAL-KHED, DIST. PUNE-412 105

**BALANCE SHEET AS AT 31ST MARCH 2009**

<b>SOURCES OF FUNDS</b>	<b>Sch. No.</b>	<b>2008-2009 Rupees</b>	<b>2007-2008 Rupees</b>
<b>1 Shareholders Funds</b>			
a) Capital	1	58689000	58689000
b) Reserves & Surplus		-	-
		<u>58689000</u>	<u>58689000</u>
<b>2 Loan Funds</b>			
a) Secured Loans		-	-
b) Unsecured Loans - from Directors		-	575947
- Intercompany Deposits		2625947	2050000
<b>Total</b>		<u><u>61314947</u></u>	<u><u>61314947</u></u>
<b>II APPLICATION OF FUNDS</b>			
<b>1 Fixed Assets</b>	2		
a) Gross Block		18101574	18067911
b) Less: Deprecation		9156510	8435176
c) Less: Capital Subsidy		<u>(3000000)</u>	-
d) Net Block		<u>5945064</u>	<u>9632735</u>
<b>2 Current Assets, Loans &amp; Advances</b>			
a) Inventories	3	465878	367286
b) Sundry Debtors	4	354482	197532
c) Cash & Bank Balance	5	2857154	1098081
d) Other Current Assets	6	35354	13073
e) Loans & Advances	7	<u>536156</u>	<u>476060</u>
		<u>4249024</u>	<u>2152032</u>
<b>Less:</b>			
<u>Current Liabilities &amp; Provisions</u>			
Current Liabilities	8	<u>10080802</u>	<u>10448226</u>
a) Advance received against orders		-	463200
b) Other Liabilities		10080802	9985026
<u>Provisions</u>			
Provision for Taxation - FBT		7239	2723
Other Provisions		<u>137000</u>	<u>97750</u>
		<u>10225041</u>	<u>10548699</u>
<b>Net Current Assets</b>		<u>-5976017</u>	<u>-8396667</u>
<b>3 b) Profit and Loss Account</b>		61345900	60078879
<b>Total</b>		<u><u>61314947</u></u>	<u><u>61314947</u></u>

**NOTES TO THE ACCOUNTS - SCHEDULE NO. 12**

As per our report of even date

**For G V Madane & Company**  
**Chartered Accountants**

**G V Madane**  
**Proprietor**

**R. K. Suvana**  
**Company Secretary**

For and on behalf of the Board of Directors

**M. V. Malpani**  
**Managing Director**

**V. D. Malpani**  
**Director**

**DRA. D. Karve**  
**Director**

Place : Pune

Date : 30th April, 2009

• **Indrayani Biotech Ltd.** •

**INDRAYANI BIOTECH LTD.**  
VILLAGE MARKAL, TAL-KHED, DIST. PUNE-412 105

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009**

<b>PARTICULARS</b>	<b>Sch. No.</b>	<b>2008-2009 Rupees</b>	<b>2007-2008 Rupees</b>
<b>INCOME</b>			
Sales and Other Income	9	2,581,747	4,095,761
<b>Total</b>		<b>2,581,747</b>	<b>4,095,761</b>
<b>EXPENSES</b>			
(Increase) / Decrease in Stocks	10	(98,592)	(61,456)
Expenses	11	3,218,787	3,899,281
Depreciation		721,334	719,558
Extraordinary Items		-	9,536,225
		<b>3,841,529</b>	<b>14,093,608</b>
Profit for the year before taxation		(1,259,782)	(9,997,847)
<u>Previous year's adjustments</u>			
Earlier Year's adjustments		-	-
Provision for Taxation - Normal - FBT		7,239	2,723
Profit after Taxation & Previous Year adjustment		(1,267,021)	(10,000,570)
Balance brought forward from previous year		(60,078,879)	(50,078,309)
Balance Carried to Balance Sheet		(61,345,900)	(60,078,879)
Earning per share ( Basic & Diluted)		(0.22)	(1.70)
<b>NOTES TO THE ACCOUNTS -</b>	<b>12</b>		

As per our report of even date

For and on behalf of the  
Board of Directors

**For G V Madane & Company**  
**Chartered Accountants**

M. V. Malpani  
Managing Director

**G V Madane**  
**Proprietor**

R. K. Suvarna  
Company Secretary

V.D. Malpani  
Director

DRAD Karve  
Director

Place : Pune  
Date : 30th April, 2009

• **Indrayani Biotech Ltd.** •**INDRAYANI BIOTECH LTD.**

VILLAGE MARKAL, TAL-KHED, DIST. PUNE-412 105

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH 2009**

2008-2009 Rupees	2007-2008 Rupees
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**SCHEDULE 1: SHARE CAPITAL**Authorised

110,00,000 Equity Shares of Rs.10/- each)	110000000	110000000
Issued, Subscribed and paid-up 5880000 Equity Shares of Rs. 10/- each fully paid up (Previous year 5880000 Equity Shares Of Rs.10/- Each)	58800000	58800000
Less: Allotment money in arrears	111000	111000
<b>Total</b>	<b>58689000</b>	<b>58689000</b>

**SCHEDULE 3: INVENTORIES**

2008-2009	2007-2008
-----------	-----------

Stock-in-trade :

Trade Investments - listed -schedule3A	27830	27830
Stock of Banana Plants at cost	438048	339456
<b>Total</b>	<b>465878</b>	<b>367286</b>

**SCHEDULE 3A: TRADE INVESTMENTS - LISTED SECURITIES**(In the companies under the same management  
nil, Previous year nil)

2008-2009	2007-2008
-----------	-----------

a) Quoted - Market Value

i) 2700 Equity shares (previous year 2700 equity shares of Rs.10/- each in IOTA Ltd.	7290	7290
ii) 32000 Equity Shares Rs.1 each (previous year 32000 equity shares of Rs.1/- each in Datapro Ltd.	10240	10240
iii) 1500 Equity Shares (previous year 1500 equity shares of Rs.10/- each in Kabsons Ind. Ltd.	2250	2250
iv) 5000 Equity Shares (previous year 5000 equity shares of Rs.10/- each in Silcal Metal Ltd.	4800	4800
v) 325 Equity Shares (previous year 3400 equity shares of Rs.10/- each in Vijaya Laxmi Works Ltd.	3250	3250
<b>Total</b>	<b>27830</b>	<b>27830</b>

**INDRAYANI BIOTECH LTD.**

VILLAGE MARKAL, TAL-KHED, DIST. PUNE-412 105

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH 2009****SCHEDULE 4: SUNDRY DEBTORS**

2008-2009	2007-2008
-----------	-----------

(Unsecured &amp; Considered good)

Debts outstanding for period  
exceeding six months

Other Debts	354482	197532
<b>Total</b>	<b>354482</b>	<b>197532</b>

**SCHEDULE 5:****CASH AND BANK BALANCE**

2008-2009	2007-2008
-----------	-----------

Cash on hand	14598	430
Bank Balances with Scheduled Banks		
i) In Current Accounts	176176	42177
ii) In Deposit Accounts	2666381	1055474
<b>Total</b>	<b>2857154</b>	<b>1098081</b>

**SCHEDULE 6:****OTHER CURRENT ASSETS**

2008-2009	2007-2008
-----------	-----------

Other Receivable	35354	13073
<b>Total</b>	<b>35354</b>	<b>13073</b>

**SCHEDULE 7:****LOANS AND ADVANCES**

2008-2009	2007-2008
-----------	-----------

(Unsecured &amp; Considered Good)

Intercompany Deposits	157155	157155
Other Deposits	285230	288210
Other Advances recoverable in cash or in kind or for value to be received	93771	30695
<b>Total</b>	<b>536156</b>	<b>476060</b>

**SCHEDULE 8:****CURRENT LIABILITIES**

2008-2009	2007-2008
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Advance received against orders	-	463200
Sundry Creditors	120178	213479
a) Total outstanding dues To Micro enterprises and	-	-
(b) total outstanding dues to creditors other than Micro enterprises and Small Enterprises	120178	213479
Other Liabilities	9960624	9771547
<b>Total</b>	<b>10080802</b>	<b>10448226</b>



• **Indrayani Biotech Ltd.** •**INDRAYANI BIOTECH LTD.**

VILLAGE MARKAL, TAL-KHED, DIST. PUNE-412 105

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
PROFIT & LOSS ACCOUNT FOR  
THE YEAR ENDED 31ST MARCH 2009****SCHEDULE 9:****SALES AND OTHER INCOME**

	<b>2008-2009 Rupees</b>	<b>2007-2008 Rupees</b>
Sales	2354097	3872170
Sale of Shares	-	-
<b>Total</b>	<b>2354097</b>	<b>3872170</b>
Discount Received	-	400
Dividend	325	650
Misc. Income	153015	126180
Sale of Scrap	74310	95981
Liability no longer required	-	380
<b>Total</b>	<b>227650</b>	<b>223591</b>
<b>Total</b>	<b>2581747</b>	<b>4095761</b>

**SCHEDULE 10:****INCREASE/-DECREASE IN STOCKS**

Finished goods		
Opening Stock	367286	305830
Closing Stock	465878	367286
<b>Increase</b>	<b>98592</b>	<b>61456</b>

**SCHEDULE 11: EXPENSES**

Production Expenses	388876	1765835
Electricity, Power & Fuel	75804	10654
Repairs - others	204988	45115
Salary, Wages, PF and Bonus	958816	1017749
Vehicle Expenses	3515	1350
Audit Fees	20000	20000
Rent	341775	262000
Packing & Freight & forwarding	202934	20711
Professional Fees	140966	35500
Directors' Sitting Fees	4250	3750
Advertisement & Sales promotion	24000	30913
Fees & Subscription	16775	26125
Finance Charges	318313	13045
Traveling & Conveyance	56560	38355
Other Expenses	463215	608179
<b>Total</b>	<b>3218787</b>	<b>3899281</b>

**INDRAYANI BIOTECH LTD.****CASH FLOW STATEMENT FOR  
THE YEAR ENDED 31.03.2009**

<b>AMOUNT RS. 2008-2009</b>	<b>AMOUNT RS. 2007-2008</b>
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**A. CASH FLOW FROM OPERATING ACTIVITIES:**

Loss before tax and extraordinary items :	(1,259,782)	(461,622)
Adjustments for :		
Depreciation	721,334	719,558
Misc Expenses Written off	-	-
Interest Expenses	315,114	5,786
Interest & Dividend earned	(325)	(650)
Profit/(-) Loss on sale of Fixed Assets	-	-

Operating Loss before working capital changes	(223,659)	263,072
Adjustments for :		
Trade and other receivables	(239,327)	(179,930)

Inventories	(98,592)	(61,456)
Other Current Liabilities & Provisions	(330,898)	8,257,654
Trade Payables	-	-

Cash generated from operation	(892,476)	8,279,339
Interest Expenses	(315,114)	(5,786)

Cash flow before extraordinary items	(1,207,590)	8,273,553
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Extraordinary items & earlier year adjustments	-	(9,536,225)
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<b>NET CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(1,207,590)</b>	<b>(1,262,672)</b>
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**B. CASH FLOW FROM INVESTING ACTIVITIES :**

Sale of Fixed Assets	-	-
Purchase of fixed assets	(33,663)	(29,800)
Interest Income	-	-
Dividend received	325	650
Subsidy received	3,000,000	-

<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>2,966,662</b>	<b>(29,150)</b>
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**C. CASH FLOW FROM FINANCING ACTIVITIES :**

Long term borrowings	-	-
Unsecured Loan	-	1,990,000

<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>-</b>	<b>1,990,000</b>
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Net increase/(-)Decrease in cash and cash equivalents	1,759,072	698,178
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Cash and cash equivalents as at 1-4-2008	1,098,081	399,903
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Cash and cash equivalents as at 31-3-2009	2,857,153	1,098,081
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**For and on behalf of the Board of Directors**

**Manjula V. Malpani**  
Managing Director

**Vishwanath D. Malpani**  
Director

Place : Pune  
Date : 30th April, 2009

**INDRAYANI BIOTECH LTD.**  
VILLAGE MARKAL, TAL-KHED, DIST. PUNE-412 105

**SCHEDULES ANNEXED TO AND FORMING PART OF THE  
BALANCE SHEET AS AT 31ST MARCH 2009**

**SCHEDULE 2: FIXED ASSETS**

(FIGURES IN RUPEES)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	AS ON 1/4/2008	ADDITIONS/ DELETIONS (-) DURING THE YEAR	AS ON 31.3.2009	UPTO 31.3.2008	FOR THE YEAR	UPTO 31.3.2009	AS ON 31.3.2009	AS ON 31.3.2008
LAND ,LAND DEVELOPMENT & CIVIL CONSTRUCTION	7310315	-	7310315	901873	72858	974731	633584	6408442
FURNITURE & FIXTURES	416845	15,413	432258	347370	24448	371818	60440	69475
PLANT & MACHINERY	1896083	6,750	1902833	1249720	85089	1334809	568024	646363
GREEN HOUSES	7323797	-	7323797	5104043	507383	5611426	1712371	2219754
OFFICE EQUIPMENTS	1042879	11,500	1054379	754178	31556	785734	268645	288701
VEHICLES	77992	-	77992	77992	-	77992	-	-
<b>TOTAL</b>	<b>18067911</b>	<b>33,663</b>	<b>18101574</b>	<b>8435176</b>	<b>721334</b>	<b>9156510</b>	<b>8945064</b>	<b>9632735</b>
<b>PREVIOUS YEAR</b>	<b>18038111</b>	<b>29,800</b>	<b>18067911</b>	<b>7715618</b>	<b>719558</b>	<b>8435176</b>	<b>9632735</b>	<b>10322493</b>