

INDSOYA LIMITED

DIRECTORS' REPORT

Your Directors' have pleasure in presenting herewith their 26th Annual Report together with the Audited Accounts for the financial year ended on 31st March, 2006.

FINANCIAL RESULTS

	Year ended 31 st March 2006	Year ended 31 st March 2005
Loss/Profit before Tax	(2,28,849)	39,844
Less:		
Provision for Tax	-	4,000
Provision of tax for earlier years	-	4,248
	<u>(2,28,849)</u>	<u>31,596</u>
Surplus brought from previous year	32,711	16,115
(Loss) /net profit	<u>(1,96,138)</u>	<u>47,711</u>

The loss of Rs.1,96,138/- has been set off against the general reserve of Rs.6,20,908/- resulting in the balance general reserve of Rs.4,24,770/-

DIVIDEND:

In view of the loss the Directors have not recommended any dividend for the financial year ended on 31st March, 2006.

DIRECTORS:

Mr. A. N. Rajani retires by rotation and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY :

Pursuant to Sections 217(2AA) of the Companies Act, 1956 your directors confirm that

- (i) in the preparation of the annual accounts the applicable accounting standards has been followed
- (ii) they had 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 as on 31st March, 2006 and of the loss of the company for the year ended on 31st March, 2006.
- (iii) they 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) they had prepared the accounts on " going concern basis"

TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT:

Since the company has not carried out any manufacturing activity, the information as required under section 217(1) (e) of the Companies Act, 1956 is not furnished. Like wise the question of environment and pollution control does not arise.

FOREIGN EXCHANGE:

There was no Foreign Exchange earning nor any foreign outgoings as such during the year under report.

PARTICULARS OF EMPLOYEES:-

The company had no employee of the category specified under section 217(2A) of the Companies Act, 1956.

AUDITORS:

The Auditors, M/s. Shankarlal Jain & Associates retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Mumbai
Date: 31.7.2006

A. N. Rajani
Director

Shankar Lal Jain & Associates

Chartered Accountants

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AUDITORS' REPORT**TO THE MEMBERS OF INDSOYA LTD (FORMERLY KNOWN AS KHEDAPATI INVESTMENTS LTD)**

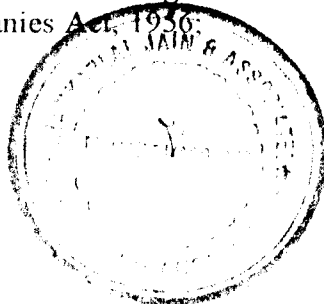
We have audited the attached Balance Sheet of **INDSOYA LTD (FORMERLY KNOWN AS KHEDAPATI INVESTMENTS LTD)**, as at 31st March, 2006 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We 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 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 enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

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 purpose of our audit;
- ii) 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;
- iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of;
- 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;



Contd....2/-

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