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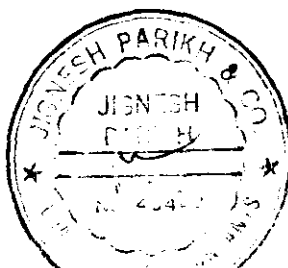
AUDITORS' REPORT

We have audited the attached Balance Sheet of VOLTAIRE LEASING & FINANCE LIMITED, Bombay as at 31st March, 2000 and also the annexed Profit and Loss Account for the year ended on that date and report that :-

- (a) 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;
- (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 and Loss Account referred to in this Report are in agreement with the books of account and comply with accounting standards as referred to in Section 211(3C) of the Companies Act, 1956.
- (d) in our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :-
  - (i) in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2000; and
  - (ii) in the case of the Profit and Loss Account of the PROFIT for the year ended on that date.

Further, as required by the Manufacturing and other Companies (Auditor's Report) Order, 1988 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks as are considered appropriate, we report that:-

- 1. As the Company does not have any Fixed Assets Clause 4(A) (i) and (ii) does not apply to Company.
- 2. The management has physically verified the stock held by it during the year at reasonable interval.
- 3. The procedure for physical verification followed by the management is reasonable in relation to the size and nature of it's business.



*Parikh & Co.*

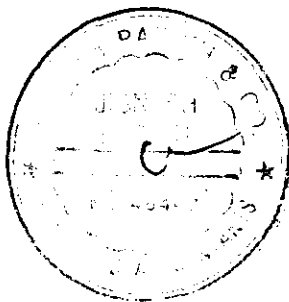
Accountants

*Jignesh J. Parikh*

B.Com., A.C.A.

ACHAL BHUVAN, 21/23 MODY STREET, FORT, MUMBAI - 400 001. PHONE : 261 4326, 262 2822 • FAX 265 1113

4. No material discrepancies have been noticed by the management on physical verification of stock as compared to the Book record.
5. The valuation of Stock, if any, is fair and proper and in accordance with generally, accepted accounting principles. This being the first year of dealing in goods the question of our commenting on the same method of valuation as compared to previous year does not arise.
6. The Company has not taken any loans from Companies, firms and other parties listed in the register maintained under section 301 of the Companies Act, 1956. There is no Company under the same management as defined under section 370(1B) of the Companies Act, 1956.
7. In our opinion and according to the information given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to its assets.
8. Loans and Advances granted to various parties is with interest but without stipulation as regard terms of payment and in our opinion the rate of interest is not prima facie prejudicial to the interest of the Company.
9. According to the information and explanation given to us the transaction for purchase of goods material and services and sale of goods material and services made in purchase and of contract register maintained U/s. 301 of the Companies Act, 1956 and aggregating during the period of Rs. 50,000/- are more in respect of each party have been made at market price which are reasonable having regard to prevailing market price for such goods material and services.
10. As explained to us company does not have any serviceable or damaged, store, raw material or finished goods.
11. The Company has not accepted from the public any deposit within the meaning of the provisions of Section 58A of the Companies Act, 1956 and the rules formed thereunder.
12. As the Company was not engaged in any Manufacturing, mining, or processing activity during the year, the question of maintaining any records for the sale and disposal of realisable by-product and scraps does not arise.



*Parikh & Co.*

Accountants

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13. The Company have its own internal audit system through personal supervision of managements and In our opinion, internal Audit system is commensurate with it's nature of business.
14. As the Company is not engaged in any Manufacturing, mining or processing activities, the question of maintenance of the cost records as required by section 209(1)(d) of the Companies Act, 1956 does not arise.
15. We are informed that the provisions of the Provident Fund Act, 1962 and Employees State Insurance Scheme were not applicable to the Company during the year and that the Company does not have its own Provident Fund. Hence, the question of regularise depositing the Provident Fund and Employees State Insurance dues with the appropriate authorities does not arise.
16. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income-Tax, Wealth-Tax, Sales Tax, Customs Duty and Excise Duty as at March 31, 2000 which were outstanding for a period of more than six months from the date they become payable.
17. In Our opinion and according to the information and explanations given to us, no personal expenses have been charged to revenue account other than those payable under contractual obligation or in accordance with generally accepted business practice.
18. The Company is not a sick industrial company with the meaning of clause (o) of sub-section (1) of section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.
19. The Company has not granted any loans and advances on the basis of security by way of shares, debentures and other securities, hence, the question of maintenance of adequate documents and records does not arise.
20. According to the information and and explanations given to us, the provisions of any special status applicable to Chit Fund, Nidhi or Mutual Benefit Society does not apply to the Company.

BOMBAY:



DATED : 29.5.2000

FOR JIGNESH PARIKH & CO.  
CHARTERED ACCOUNTANT*Jignesh J. Parikh*[JIGNESH J. PARIKH]  
PROPRIETOR