

32nd

**Annual Report
2005-2006**

WESTERN MINISTIL LIMITED

WESTERN MINISTIL LTD.

BOARD OF DIRECTORSK. Ramachandran – *Chairman*

Prithviraj S. Parikh

P.K.R.K. Menon

Rajendra Chaturvedi

AUDITORS

HARIBHAKTI & CO.

*Chartered Accountants***BANKERS**

DENA BANK

REGISTERED OFFICE

16th Floor,

Mittal Tower, 'A' Wing,

Nariman Point, Mumbai - 400 021.

PLANT

L. B. S. Marg, Mulund (West)

Mumbai - 400 080.

REGISTRARS &**SHARES TRANSFER AGENTS**

M.C.S. LIMITED

) From 02-05-2006

'Harmony', Plot No. 6

) till 31-07-2006

Sector - 1, Khanda Colony,

)

NEW PANVEL (W)

)

NAVI MUMBAI - 410 206

)

Changed to :

INTIME SPECTRUM REGISTRY LTD.) W.E.F. 01-08-2006

C-13, Pannalal Silk Mills Compound)

L.B.S. Marg, Bhandup (West))

MUMBAI - 400 078.)

NOTICE

Notice is hereby given that the Thirty-second Annual General Meeting of Western Ministil Limited will be held on Thursday, the 7th September 2006 at 10.00 a.m. at Kamalnayan Bajaj Hall, Bajaj Bhavan, Ground floor, Nariman Point, Mumbai-400021 to transact the following business:

ORDINARY BUSINESS:

1. To receive and adopt the Directors' Report and Audited Profit & Loss Account of the Company for the year ended 31st March 2006 and the Audited Balance Sheet as at that date.
2. To appoint a Director in place of Shri P.K.R.K. Menon, who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Auditors to hold office for the period commencing from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To Consider and, if thought fit to pass, with or without modification, the following Resolution as a Special Resolution:
 "RESOLVED THAT in supersession of earlier resolution in this regard and pursuant to the provisions of Section 163 and other applicable provisions, if any of the Companies Act, 1956, and subject to such approvals or permissions as may be necessary, approval of the members of the Company be and is hereby accorded to maintain the Register of members, the Index of Members, the Register and Index of debenture holders and copies of all annual returns prepared under Sections 159 and 160 together with the copies of certificates and documents required to be annexed thereto under Section 160 and 161 and other Registers and documents as are permissible, at the office of the Company's Registrar and Transfer Agents i.e. Intime Spectrum Registry Limited or any other Registrar and Transfer Agent appointed in lieu thereof."

By Order of the Board of Directors

Sd/-
P.K.R.K. MENON
 Director

NOTES:

- (i) A member entitled to attend and vote at the meeting is entitled to appoint Proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing Proxy should be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
- (ii) The Register of members and the Share Transfer Books of the Company will remain closed from 29-08-2006 to 07-09-2006 (both days inclusive). The relevant records of the Company are open for inspection by members on any working day.
- (iii) The members are required to notify the change in their address, if any to the Company immediately.
- (iv) Members are requested to bring their copies of the Annual Report to the meeting.

By Order of the Board of Directors

Sd/-
P.K.R.K. MENON
 Director

Place : Mumbai
 Dated : 27-07-2006

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

The Company has appointed Intime Spectrum Registry Limited as its Registrar and Transfer Agent in place of . M.C.S. Ltd. consequent to the divestment of Registrar and Share Transfer Business by M.C.S. Limited and accordingly the Register of Members, the index of Members, the Register and index of debenture holders and copies of all annual returns prepared under Sections 159 and 160 together with the copies of certificates and documents required to be annexed thereto under Section 160 and 161 including all records pertaining to the shares, share transfers etc., are being maintained by Intime Spectrum Registry Limited.

Pursuant to the provisions of Section 163 of the Companies Act, 1956, approval of the Members of the Company is required to keep the said Registers, documents and records at the Office of Intime Spectrum Registry Limited at C-13 Pannalal Silk Mills Compound, L.B.S Marg, Bhandup West, Mumbai 400 078 or any other Registrar and Transfer Agent appointed in lieu thereof. The Board commends the resolution for approval by the Members.

None of the Directors is, in any way, concerned or interested in this Resolution.

By Order of the Board of Directors

Sd/-
P.K.R.K. MENON
 Director

Place: Mumbai
 Dated: 27-07-2006

DIRECTORS' REPORT

1. Your Directors have pleasure in presenting their thirty-second Annual Report and the Audited Accounts of the Company for the year ended 31-03-2006.

2. FINANCIAL RESULTS

	Current year ended 31-03-2006 Rs. in lacs	Previous year ended 31-03-2005 Rs. in lacs
Miscellaneous Income	1.07	—
Administrative & other expenses	4.81	5.98
Net Profit/(Loss)	(3.74)	(5.98)
Net Loss brought forward	(954.73)	(948.75)
Net Balance carried to Balance Sheet	(958.47)	(954.73)

3. DIVIDEND

In view of the huge amount of carried forward loss of Rs.958.47 lacs as at 31-03-2006, the Board of Directors regret their inability to propose any dividend being declared for the year under review.

4. OPERATING RESULTS

The Company has not carried out any operations as the restructuring of the Company has to be undertaken before any plans for diversification of business can be contemplated. As of now, the activities continue to remain at a standstill.

5. FINANCE

No public deposits have been accepted during the year under review.

Unsecured loans amounting to Rs.478.36 lacs (Previous year Rs.474.83 lacs) represent money due to associate Companies which liability the Company has been unable to discharge for want of funds.

6. INDUSTRIAL RELATIONS

The Company has no employees and the affairs of management are conducted by the directors who have been authorised to this effect.

7. DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Shri P.K.R.K. Menon retires by rotation, but is eligible for reappointment.

The services of Mr. Menon shall continue to be available to the Company, by retaining him on the Board.

8. 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 2006, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss sustained by the Company;
- the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the Directors have prepared the annual accounts for the financial year ended 31st March 2006 with necessary changes having regard to the fact that the Company could no longer be considered as a going concern and that the efforts made for exploring/restructuring its activities into some related lines of business, have not yielded satisfactory results so far.

9. AUDITORS

The Company's Auditors, M/s. Haribhakti & Co., Chartered Accountants, Mumbai retire at the Annual General Meeting and being eligible, offer themselves for re-appointment.

10. DISCLOSURE OF SIGNIFICANCE

Bombay High Court has set aside the order dated 31-12-2004 passed by DRAT in O.A. Nos. 1808/2000 & 3202/2000 in the matter of Bank of Rajasthan Ltd. V/s. UCO Bank and passed order in Company's appeals on 21-07-2006 to remand the same back to DRAT Mumbai. Therefore, liability, if any, on this account has not been determined.

The Company has been informed by its Registrars & Transfer Agents - MCS Limited that they are in the process of finalising the modalities with regard to the sale of their Registry business to Intime Spectrum Registry Limited (ISRL). The cut off date has been set as 31-07-2006 and the effective date of switchover to ISRL has been fixed on 01-08-2006, subject to the approval of the members at Annual General Meeting. In the circumstances, the Company shall continue the R. & T. arrangements with ISRL once the compliances with regard to the procedure/permission have been completed/obtained.

11. TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE ETC.

As required under the Provisions of Section 217 (2A) and 217 (1)(E) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 and Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 respectively, the requisite particulars are set out in the annexures.

For and on behalf of the Board of Directors

P.K.R.K. MENON
Director

P.S. PARIKH
Director

Place : Mumbai
Dated : 27-07-2006

Particulars Under Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year April 2005 to March 2006.

Data with regard to conservation of energy, technical absorption etc. has not been furnished with this report as the Plant continues to remain closed since 01-12-1995.

FOREIGN EXCHANGE EARNINGS AND OUTGO :

- I) The Company has not earned any foreign exchange during the year under review as there have been no exports.

	April 2005 to March 2006 (Rs. in lacs)	April 2004 to March 2005 (Rs. in lacs)
II) Total foreign exchange used	NIL	NIL

Particulars of employees pursuant to Statement containing information as per Section 217 (2A) of the Companies Amendment Act, 1988 and forming part of Directors' Report for the year ended 31st March 2006

Since none of its employees have been in receipt of remuneration in the aggregate of not less than Rs.1,00,000/- p.a. during the year under review, this information has not been furnished by the Company.

For and on behalf of the Board of Directors

P.K.R.K. MENON
Director

P.S. PARIKH
Director

Place : Mumbai
Dated : 27-07-2006