

WHITE HALL COMMERCIAL COMPANY LTD.

REGD. OFFICE : 5, Kamdar Shopping Centre, 1st Floor, V. S. Khandekar Marg,
Vile Parle (East), Mumbai - 400 057.

DIRECTORS' REPORT

To,
THE MEMBERS OF
WHITE HALL COMMERCIAL COMPANY LTD.

Your Directors have pleasure in presenting their 20th Annual Report, together with the Audited Accounts of the Company for the year ended 31st March, 2006.

FINANCIAL RESULTS:

PARTICULARS	(In Rupees)	
	CURRENT YEAR 2005 - 06	PREVIOUS YEAR 2004 - 05
Profit / (Loss) Before Tax	(1,57,532)	2,39,586
Less : Provision for Taxation	3,249	90,000
Profit / (Loss) after Tax	(1,60,781)	1,49,586
Less : Prior Years' adjustments	14,608	97,164
Profit / (Loss) Account after Prior Years' adjustments	(1,46,173)	2,46,750
Add : Balance of Profit & Loss Account	43,08,429	40,61,679
Balance of Profit & Loss Account carried to subsequent year	41,62,256	43,08,429

DEPOSITS:

During the year, the Company has not accepted any deposits from the public except from the exempted categories.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Sec. 217 (2AA) of The Companies (Amendment) Act, 2000, the Directors confirm that

1. In the preparation of the annual accounts, the applicable accounting standards have been followed;
2. Appropriate accounting policies have been selected and applied consistently, and have made judgements 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 at 31st March, 2006 and of the Profit of the Company for the year ended on 31st March, 2006;
3. Proper and sufficient care has been taken for the maintenance of the 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;
4. The annual accounts have been prepared on going concern basis.

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DIVIDEND:

Directors do not recommend any equity dividend at the Annual General Meeting.

DIRECTORS:

Shri Rohit P. Shah, Director & Shri Ketan D. Kapasi, Director, retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

As the Company is trading in shares and as it has not carried out any manufacturing activities, prescribed information regarding compliance of rules relating to conservation of energy, technology absorption and foreign exchange earning and outgo are not applicable to the Company.

EMPLOYEES:

None of the employees are in receipt of remuneration exceeding the limits prescribed u/s.217(2A) of the companies Act, 1956 and rules made thereunder, during the year.

AUDITORS:

The M/s. G. P. Kapadia & Co., Chartered Accountants, the Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting, but, being eligible, offer themselves for reappointment. In this connection, the Company has received the requisite certificate U/S. 224 (1B) of the Companies Act, 1956.

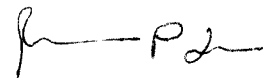
SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to the proviso to Section 383A(1) of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rules 2001, Secretarial Compliance Certificate from M/s Rathil & Associates, Company Secretaries in Whole-time Practice, is attached to the Report.

ACKNOWLEDGEMENTS:

The Directors greatly value the support and co-operation received during the year from the Company's Bankers, Statutory Authorities and all organisations connected with its business. The Directors also take pleasure in commending the valuable contributions made by the Company's employees at all levels during the year under review.

FOR AND ON BEHALF OF THE BOARD



SHRI ROHIT P. SHAH
DIRECTOR

MUMBAI,

DATED: 24 AUG 2006

G. P. KAPADIA & CO.

Chartered Accountants

Phones : 91-22-22884701 / 02
 Fax : 22836087 / 0475
 e-mail : kmehta@bom3.vsnl.net.in

61- A, Mittal Tower,

Nariman Point,

Mumbai - 400 021.

Auditors' Report

To,
 The Members of
 WHITEHALL COMMERCIAL COMPANY LTD.

We have audited the attached Balance Sheet of WHITEHALL COMMERCIAL COMPANY LTD., as at 31st March, 2006 and also the Profit & Loss Account of the Company for the year ended on that date annexed thereto, and the cash flow statement 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 the financial statements based on our audit.


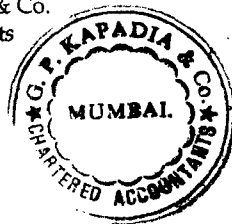
We have conducted the audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain a reasonable assurance about whether the financial statements are free of any material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and the significant estimates made by the 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 (Auditors Report) Order, 2003 read with the Companies (Auditors Report) (Amendment) Order, 2004 issued by the Central Government in terms of the sub section (4A) of section 227 of the Companies Act, 1956 we enclose in the annexure a statement on the matters specified in the paragraphs 4 & 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- 1) 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.
- 2) In our opinion, proper books of account, as required by law, have been kept by the Company. so far as it appears from our examination of the books.
- 3) The Balance Sheet, the Profit & Loss Account and the cash flow statement dealt with by this report, are in agreement with the Books of Account.
- 4) In our opinion, the Balance Sheet and the Profit & Loss Account and the cash flow statement are in compliance with the Accounting Standards referred to in section 211(3C) of the Companies Act, 1956.
- 5) On the basis of written representations received from the Directors and taken on record by the Board of Directors, we report that none of the Directors are disqualified as on 31st March, 2006 from being appointed as a Director of the Company under section 274(1)(g) of the Companies Act, 1956.
- 6) 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 appearing in schedules therein, 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 principles generally accepted in India:
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company, as at 31st March, 2006; and
 - (b) In the case of the Profit & Loss Account, of the loss for the year ended on that date.
 - (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For G. P. KAPADIA & Co.
 Chartered Accountants

Partner
 Mumbai.
 Dated :

24 AUG 2006

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Annexure to the Auditor's Report

To,
The Members of
WHITEHALL COMMERCIAL COMPAY LTD.

1. In respect of Fixed Assets :
 - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of its fixed assets on the basis of available information.
 - (b) As explained to us, all the fixed assets have been physically verified by the management at reasonable intervals having regard to the size of the company and nature of its assets and no material discrepancies have been noticed during such verification.
 - (c) As per information and explanations given to us, the company has not disposed off any of its fixed assets during the year.
2. In respect of inventories:
 - (a) As per information and explanations given to us, physical verification of inventories has been conducted by the management, at reasonable intervals during the year.
 - (b) In our opinion and as per information and explanations given to us, the procedures followed for physical verification of inventories, by the management, are reasonable and adequate, in relation to the size of the company and nature of its business.
 - (c) In our opinion and as per information and explanations given to us, the company is maintaining proper records of inventory. As explained to us, there are no material discrepancies noticed on physical verification of inventories, as compared to book records.
3. (a) According to information and explanations given to us, the company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Therefore the question of comment in pursuance of Para 4(iii)(b), Para 4(iii)(c) and Para 4(iii)(d) of the order does not arise.
3. (b) According to information and explanations given to us, the company has not taken any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956. Therefore the question of comment in pursuance of Para 4(iii)(f) and Para 4(iii)(g) of the order does not arise.
4. As explained to us, there are adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory, fixed assets and for sale of goods During the course of our audit, we have not observed any major weaknesses in internal control system.
5. In our opinion and according to information and explanations given to us, there are no transactions that need to be entered into a register in pursuance of section 301 of the Companies Act, 1956. Therefore the question of comment in pursuance of Para 4(v)(b) of the order does not arise.
6. In our opinion and according to information and explanations given to us, the company has not accepted any deposit from public to which the directives issued by Reserve Bank of India, the provisions of section 58A, section 58AA or any relevant provisions of the Companies Act, 1956 and rules thereunder, applies.
7. Since the paid-up capital and reserves of the company as at 1st April, 2005, exceeds Rs. 50 Lakhs but the average annual turnover for a period of 3 consecutive financial years immediately preceding the financial year concerned does not exceed Rs.5 Crores, the question of our comment on having internal audit system commensurate with the size of the company and the nature of its business, does not arise.

