

**ADINATH EXIM RESOURCES LIMITED**

**AHMEDABAD**

**12th Annual Report**

**2005-2006**

For, ADINATH EXIM RESOURCES LTD,

  
Director

**NOTICE**

**NOTICE** is hereby given that the 12th Annual General Meeting of the members of Adinath Exim Resources Limited will be held on Saturday, 30th September, 2006, at 10.00 a.m., at the Registered Office of the Company at 1, Super Bazar, Naranpura Cross Roads, Naranpura, Ahmedabad-380 013, at the Registered Office of the Company for transacting the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2006 and Profit and Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mukesh Savla and Mr. Paras Savla who retires by rotation and being eligible offer themselves for re-appointment.
3. To appoint Auditors and 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** Shri Jigar Shah, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the company liable to retire by rotation."

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

**"RESOLVED THAT** Shri Hitesh Vanvari, who was appointed as an additional director of the Company by the Board of Directors and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the company has received a notice in writing proposing his candidature for the office of director, be and is hereby appointed as a director of the company liable to retire by rotation."

**BY ORDER OF THE BOARD OF DIRECTORS**

**Place: Ahmedabad**

**Paras Savla**

**Date: 25.08.2006**

*Chairman*

**NOTES:**

1. The relevant Explanatory Statement, pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Special Business at Item Nos. 4 & 5 set out in the Notice dated 25th August, 2006 is annexed hereto.
2. Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member. In order to be effective, proxy must be received by the Company not less than 48 hours before the time of the meeting.
3. Members are requested to notify immediately the change, if any, in their registered address.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 25th September, 2006 to Saturday, the 30th September, 2006 (both days inclusive) as required pursuant to the provisions of section 154 of the Companies Act, 1956.

**ANNEXURE TO THE NOTICE:****Explanatory Statement Pursuant to Section 173(2) of the Companies Act, 1956:**

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the Special Business mentioned at Item Nos. 4 & 5 in the accompanying Notice dated 25th August 2006 and should be taken as forming part of the notice.

In respect of Item No. 4:

The Board of Directors had appointed Mr. Jigar Shah as Additional Director at their meeting held on 07-11-2005. According to Section 260 of the Companies Act, 1956 the term of appointment of Additional Director is upto the Annual General Meeting. Therefore, term of Mr. Jigar Shah as Additional Director expires at the ensuing 12th Annual General Meeting of the Company.

As required by Section 257 of the Act, a notice has been received from members signifying their intention to propose appointment of Mr. Jigar Shah as a director along with a deposit of Rs.500. The Board considers it desirable that the company should continue to avail itself of his services.

None of the Directors, except Mr. Jigar Shah, is in any way concerned or interested in the resolution.

In respect of Item No. 5:

The Board of Directors had appointed Mr. Hitesh Vanvari as Additional Director at their meeting held on 07-11-2005. According to Section 260 of the Companies Act, 1956 the term of appointment of Additional Director is upto the Annual General Meeting. Therefore, term of Mr. Hitesh Vanvari as Additional Director expires at the ensuing 12th Annual General Meeting of the Company.

As required by Section 257 of the Act, a notice has been received from members signifying their intention to propose appointment of Mr. Hitesh Vanvari as a director along with a deposit of Rs. 500. The Board considers it desirable that the company should continue to avail itself of his services.

None of the Directors, except Mr. Hitesh Vanvari, is in any way concerned or interested in the resolution.

**BY ORDER OF THE BOARD OF DIRECTORS**

Place: Ahmedabad

- Paras Savla

Date: 25.08.2006

Chairman

## DIRECTORS REPORT

To,  
The Members  
Adinath Exim Resources Limited  
Ahmedabad

Your Directors are pleased to present the Annual Report of your Company together with the Audited Statement of accounts for the year ended on 31st March, 2006.

**(1) FINANCIAL RESULTS**

	<b>2005-06</b> <b>(Rs. in Lacs)</b>	<b>2004-2005</b> <b>(Rs. in Lacs)</b>
Total Income	96.61	22.66
Expenditure	6.41	6.32
Profit Before Interest and Depreciation	90.2	16.34
Less: Depreciation	0.40	0.49
Profit Before Interest	89.8	15.85
Less: Interest	0.004	Nil
Profit Before Tax	89.80	15.85
Less: Provision for: Current Taxation	8.84	1.47
Deferred Taxation	0.00	0.03
Profit after Taxation	80.96	14.35

**2. PERFORMANCE :**

During the period under review the Company has earned Gross Income of Rs. 96.61 Lacs and earned Net Profit of RS. 80.96 lacs. The performance of the Company is quite satisfactory. The Company expects to perform better in the current year.

**3. DIVIDEND:**

Looking to the current money market stringency, higher cost of funds and slumpness in the capital market your directors think it better to plough back entire profit

**4. DIRECTORS:**

Pursuant to provisions of Section 256 of the Companies Act, 1956 Mr Mukesh Savla retire by rotation and being eligible offers himself for re-appointment.

Mr. Jigar Shah & Mr. Hitesh Vanvari were appointed as Additional Directors by the Board at its meeting held on 07-11-2005. The Company has received notice from members under section 257 signifying their intention to appoint them as Director of the company.

**5. DIRECTOR'S RESPONSIBILITY STATEMENT:**

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

- That in the preparation of the Annual Accounts, all the applicable accounting standards have been followed
- That the accounting policies are adopted and consistently followed and the judgments and estimates made are 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 Profit of the Company for the Financial Year
- That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing/detecting fraud and irregularities
- That the Directors have prepared the Annual Accounts on going concern basis.

**6. CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Company is not required to give information relating to conservation of energy and technology absorption as the Company is not engaged in any activities referred to in Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988.

**7. FOREIGN EXCHANGE EARNINGS / OUTGO:**

The Company does not have any foreign exchange earnings / outgo during the year under review and

therefore the information in respect of Foreign Exchange Earnings and Outgo as required by Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not provided.

**8. AUDITORS:**

The present Auditors of the Company M/s. Shailesh C. Parikh & Co., Chartered Accountants, Ahmedabad will retire at the ensuing Annual General Meeting of the Company. They have submitted Certificate for their eligibility for re-appointment under Section 224(1-B) of the Companies Act, 1956.

**9. INSURANCE:**

All movable properties as owned by the Company continued to be adequately insured against risks such as fire, riot, strikes etc.

**10. PARTICULARS OF EMPLOYEES:**

There is no employee drawing remuneration for which information is required to be submitted under Section 217(2-A) of the companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

**11. NBFC COMPLIANCE WITH RBI :**

Your Company has been registered as a Non-Banking Financial Company with the Reserve Bank of India and the Company has complied with all the necessary formalities.

**12. PUBLIC DEPOSIT :**

During the year under review your Company has not accepted any deposits from the public.

**13. CORPORATE GOVERNANCE:**

As per Clause 49 of the Listing Agreement, the Corporate Governance report and Auditors' certificate in respect thereof form part to this report

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT :****INTERNAL CONTROL SYSTEM :**

The company has adequate internal control system commensurate with its size and nature of business and suitable internal control procedures, optimum resource utilization and compliance with the various statutes is ensured.

**HUMAN RESOURCES :**

The company firmly believes that intellectual capital and human resources is the backbone of the company's success.

The company constantly reviews its organization structure and carries out changes to make it learn and flexible. Industrial relations climate continue to be cordial and the company believes in resolving any outstanding issues through discussions.

**INDUSTRIAL STRUCTURE AND DEVELOPMENT :**

The NBFC sector in India is represented by mix of few large companies with nationwide presence and large number of small and medium sized companies with regional focus. The Reserve Bank of India regulates the operations of NBFC's. In recent years NBFCs are facing strong competition from Banks and financial institutions as they are providing funds at lower cost. Hence, NBFCs are under pressure to cut cost and to develop focus marketing approach by offering more personalize services. Entries of strong NBFCs in insurance and banking sector have been some of the major development in this sector.

**OPPORTUNITY & THREATS :**

The economy is expected to achieve 6% - 7% GDP growth rate this year which will provide excellent investment opportunity in the future. NBFCs registered with RBI have also now been allowed to take up insurance agency business on fee basis and without risk participation, without the approval of RBI.

**RISK AND CONCERNS :**

Company is exposed to specific risk that are particular to its business and the environment within which it operates including economic cycle, market risk and credit risks. The Company will manage this risk by risk management practices.

**14. ACKNOWLEDGEMENT:**

Your Directors are pleased to take opportunity to express sincere gratitude for assistance and continued co-operation extended by Promoters, Banks, Government Authorities, Shareholders and employees of the Company.

**FOR AND ON BEHALF OF THE BOARD**

**For Adinath Exim Resources Limited**

**Place: Ahmedabad**  
**Date: 25.08.2006**

**Paras Savla**  
**Chairman**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE :**  
(Annexure to Directors' Report)

Pursuant to clause 49 of Listing Agreement your directors present below a complete report on corporate governance :

**1. CORPORATE GOVERNANCE:**

The principal characteristics of corporate governance are Transparency, Independence, Accountability, Responsibility, Fairness, and Social Responsibility. Corporate Governance pertains to system of blending law, regulations and voluntary practices, which enable the company to attract financial and human capital, perform efficiently and thereby perpetuate it into generating long-term economic value for its shareholders, while respecting interests of other stakeholders and the society as a whole.

**2. COMPANY'S PHILOSOPHY:**

Your Company is committed to good Corporate Governance and has adhered to the prescribed standards. The Company's philosophy on code of Governance is aimed at efficient conduct of business in compliance with the prescribed Acts and Rules on Corporate Governance.

**2. BOARD OF DIRECTORS :**

**Composition of Board of Directors**

Name of Directors	Executive/ Non-executive/ Independent	No. of other Directorship in public Ltd. Companies	No. of other Board Committee of which member/Chairman
Paras Savla	Non Executive - Non independent	1	Nil
Manoj Savla	Non-executive Non independent	1	Nil
Mukesh Savla	Non-executive Non independent	Nil	Nil
Mr. Jigar Shah	Non-executive Non independent	Nil	Nil
Mr. Hitesh Vanvari	Non-executive Non independent	Nil	Nil

**ATTENDANCE OF EACH DIRECTORS AS BOARD MEETING AND LAST ANNUAL GENERAL MEETING**

Sr. No.	Name of Director	Category of Directorship	No. of Board Meeting Held	No. of Board Meeting attended	Attendance at last AGM
1.	Paras Savla	Chairman	6	6	Yes
2.	Manoj Savla	Director	6	6	Yes
3.	Mukesh Savla	Director	6	6	Yes
4.	Mr. Jigar Shah	Director	7	2	N.A.
5.	Mr. Hitesh Vanvari	Director	7	2	N.A.

**Number of Board meetings held during the financial year and dates of Board meetings :**

Board Meeting	Date	Board Meeting	Date
1	29/04/2005	2	25/06/2005
3	29/07/2005	4	20/08/2005
5	31/10/2005	6	25/11/2005
7.	31/01/2006	-	-

**3. AUDIT COMMITTEE :**

**A) Constitution :**

The current Audit Committee comprises of Mr. Jigar Shah and Mr. Hitesh Vanvari, Non Executive – Independent Directors and Mr. Manoj Savla, Non Executive – Non Independent Director. Mr. Paras Savla, Non Executive Director and the internal auditor shall be the invitee to the meetings of the Audit Committee.

Mr. Jigar Shah, who is a Chartered Accountant, shall in addition to be the Chairman of the Committee

shall act as Secretary to the Committee.

**B) Number of Meetings and attendance during the year :**

Four Meetings were held during the Financial Year 2005-06 on 25/06/2005, 20/08/2005, 25/10/2005 and 30/01/2006.

Name of Director	Designation	Category	No. of Meetings Attended
Mr. Jigar Shah	Chairman cum Secretary	Independent & Non-Executive	2
Mr. Hitesh Vanvari	Member	Independent & Non-Executive	2
Mr. Manoj Savla	Member	Non- Independent & Non-Executive	4
Mr. Paras Savla	Member	Non- Independent & Non-Executive	2
Mr. Mukesh Savla	Member	Non- Independent & Non-Executive	2

**C) Brief Description and terms of reference are :**

1. To look into the adequacy and compliance of internal control system.
2. To review the quarterly, half-yearly and annual financial statements before submission to the Board.
3. To recommend the appointment and removal of external auditors, fixation of audit fee and also approval for payment to the external auditors for any other services.
4. To undertake the periodical review of internal control system and appraise and update the range and scope of Internal Audit Programme from time to time.
5. To interact actively with the External Auditors from time to time and discuss about finalization of annual financial statements.
6. To look into any other matter which may be referred to it by the Board.

**4. SHAREHOLDERS' COMMITTEE :**

- a) The Board of Directors constituted a shareholders' committee consisting of Mr. Paras Savla, Mr. Manoj Savla and Mr. Mukesh Savla, as the Chairman of the committee.
- b) The Company did not received any complaint during the year under review.
- c) The name of the Compliance officer is Mr. Anoop Belani.
- d) There were no pending share transfers as on 20th August, 2004 which were received more than one month prior to that date.

**5. SHAREHOLDERS / INVESTOR GREVIENCE COMMITTEE:**

The Board of the Company has constituted a shareholder'/Investors' Grievance Committee, comprising of following Members:

Name	Designation	Non-executive/Independent	Committee meeting attended
Mr. Jigar Shah	Chairman	Independent & Non-Executive	2
Mr. Hitesh Vanvari	Member	Independent & Non-Executive	2
Mr. Manoj Savla	Member	Non-Independent & Non-Executive	4
Mr. Paras Savla	Member	Non-Independent & Non-Executive	2
Mr. Mukesh Savla	Member	Non-Independent & Non-Executive	2

The Committee, inter alia, approves issue of duplicate certificates and oversees and reviews all matters connected with the securities transfers. The Committee also looks into redressing of shareholders' complaints like transfers of shares, non-receipt of balance sheet, non-receipt of declared dividends, etc. the committee note down that during the year all the complaints have disposed timely and up to the satisfaction of the shareholders.

- a) The Board of Directors constituted shareholders' committee consisting of Mr. Jigar Shah, who is a Chartered Accountant, acts as the Chairman of the committee.

- b) The Company did not received any complaint during the year under review.
- c) The name of the Compliance officer is Mr. Anoop Belani.
- d) There were no pending share transfers as on 25/08/2006 which were received more than one month prior to that date.

#### 6. GENERAL BODY MEETING :

- a) The details of the location and time of the last three Annual General Meeting of the Company :

Financial year	Date	Time	Venue
2004-05	30-09-2005	11.00 a.m.	1, Super Bazar, Naranpura, Cross Roads, Ahmedabad-13.
2003-04			
2002-03	29-09-2004	11.00 a.m.	1, Super Bazar, Naranpura, Cross Roads, Ahmedabad-13.

#### 7. DISCLOSURES :

- a) Disclosures on materially significant related party transaction. i.e. transactions of the Company of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc., that may have potential conflict with the interest of the company at large

None of the transactions with any of the related parties were in conflict with the interest of the Company.

- b) Details of non-compliance by the Company, penalties strictures imposed on the Company by stock exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years.

Trading of Company's securities has been suspended by the Bombay Stock Exchange Ltd. due to non-compliances of certain listing compliances.

#### 8. MEANS OF COMMUNICATION:

- a) Management discussion and Analysis Report is a part of the Director Report.
- b) The Company does not have website.

#### 9. SHAREHOLDERS INFORMATION:

##### 1. Annual General Meeting date, time & Venue :

30/09/2006

at 10.00 a.m.

ADINATH EXIM RESOURCES LTD.

1, Super Bazar, Naranpura Cross Roads, Ahmedabad-380 013.

##### 2. Financial calander :

End of July, 2005.

Financial reporting for the quarter ending June, 2006

For the quarter ending September, 2006

For the quarter ending December, 2006

For the quarter ending March, 2007

AGM for the year ended March, 31, 2007

End of July, 2006.

End of October, 2006

End of January, 2007

End of April, 2007

End of September, 2007

##### 3. Dates of Book Closure (Both days inclusive)

25/09/2006 to 30/09/2006

##### 4. Listing on Stock Exchange

- 1. The Stock Exchange, Ahmedabad.
- 2. The Stock Exchange, Mumbai.

##### 5. Listing Fees

Paid to all stock exchanges up to financial year 2004-05.

##### 6. Scrip Code

532056

##### 7. ISIN

INE398H01015

##### 8. Investors Correspondence for transfer/ dematerialization of shares, change of address, change in status of investors,

Magnum Limited  
3rd Floor, Smit Complex,  
Choice Lane, Off C.G.



payment of dividend on shares and other query relating to the shares of the company.

Road, Navrangpura,  
Ahmedabad- 380 009  
Phone No.:079-26423080  
Fax No. :079-26425142  
E-mail : [magnumltd@gmail.com](mailto:magnumltd@gmail.com)

#### 10. Shareholding Details:

##### a) Shareholding pattern as on 31/03/2006

No.		No. shares held	shareholding
1.	Promoters	2089200	50.91 %
2.	Mutual Fund	250000	6.09 %
3.	Banks, Financial Insti., Insu. Companies (Central/State Govt. Institution, Non-Government Institution)	NIL	NIL
4.	Foreign Institutional Investors	NIL	NIL
5.	Private Corporate Bodies	98900	2.41%
6.	Indian Public	1666000	40.59 %
7.	NRIs/OCB	NIL	NIL
8.	GDR	NIL	NIL
9.	Clearing Member	NIL	NIL
<b>GRAND TOTAL</b>		<b>4104100</b>	<b>100 %</b>

##### (B) DISTRIBUTION OF ALL (IN AMOUNT) AS ON 30-09-2006

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Up to 500	2043	88.10	6,67,600	16.27
501 to 1000	202	8.71	1,30,400	3.18
1001 to 2000	22	0.95	38,700	0.94
2001 to 3000	5	0.22	11,900	0.29
3001 to 4000	5	0.22	19,100	0.47
4001 to 5000	4	0.17	18,000	0.44
5001 to 10000	11	0.47	86,800	2.11
10001 & Above	27	1.16	31,31,600	76.30
<b>Grand Total</b>	<b>2319</b>	<b>100</b>	<b>41,04,100</b>	<b>100</b>

##### (c) Dematerialisation of shares and liquidity :

For physical transfer, the Board has delegated share transfer formalities to the share transfer committee. Mr. Anoop Belani, is designated as Compliance Officer.

#### 11. REGISTERED OFFICE & ADDRESS FOR CORRESPONDENCE :

ADINATH EXIM RESOURCES LTD.  
1, SUPER BAZAR,  
NEAR NARANPURA CROSS ROADS,  
NARANPURA, AHMEDABAD-13.

12. As required by Clause 49 of the Listing Agreement with the Stock Exchanges, the Auditors' Certificate is given as 'Annexure to this Report'.

**FOR AND ON BEHALF OF THE BOARD**  
For Adinath Exim Resources Limited

Place: Ahmedabad  
Date: 25.08.2006

**Mr. Paras Savla**  
Chairman

**Shailesh C. Parikh & Co.**  
**Chartered Accountants**

**AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members,  
**Adinath Exim Resources Limited**  
Ahmedabad

We have examined the compliance of the conditions of Corporate Governance Adinath Exim Resources Ltd. (the company) for the year ended on March 31st, 2006 as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchange in India.

The Compliance of the condition of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedure and implementation there of adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement. Except conditions of Board of Directors, composition of Audit Committee and appointment of common agency i.e. Registrar and share transfer agent.

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, Shailesh C. Parikh & Co.**  
**Chartered Accountants**

**Place : Ahmedabad**  
**Date : 25-08-2006**

**(Shailesh Parikh)**  
**Proprietor**

**Auditor's Report**

To,  
The Members,  
Adinath Exim Resources Ltd.,  
Ahmedabad.

We have audited the attached Balance Sheet of Adinath Exim Resources 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 explanation, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (ii) In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of those books.
- (iii) The balance sheet and profit and loss account dealt with by this report are in agreement with the books of account of the company;
- (iv) In our opinion, the balance sheet and profit & loss account dealt with by this report comply with the accounting standard referred to in section 211(3c) of the companies act, 1956 to the extent applicable.
- (v) On the basis of written representation received from directors and taken on record by the board of directors, we report that none of the directors is disqualified as on 31st March, 2006 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the companies act, 1956,
- (vi) In our opinion and to the best of our information and according to the explanations given to us the said accounts read 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 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 Profit and Loss Account of the Profit for the year ended on that date.
  - (c) in the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For, Shailesh C. Parikh & Co.  
Chartered Accountants

Place : Ahmedabad  
Date : 25-08-2006

(Shailesh Parikh)  
Proprietor

**Annexure referred to in paragraph 3 of our Auditor's Report of even date on the accounts of Adinath Exim Resources Limited, for the year ended on 31st March, 2006**

1. a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The assets have been physically verified by the management during the year. According to the information and explanations given to us, no discrepancy was noticed on such physical verification as compared to the book records.
- c) In our opinion and according to the information and explanations given to us, no substantial part of fixed assets has been disposed off by the Company during the year.
2. a) The company does not have inventories, so question of its physical verification and its frequency of verification does not arise.
- b) This clause is not applicable as the company does not have any inventories.
- c) This clause is not applicable as the company does not have any inventories.
3. a) The company has not taken any loans from Companies, firms and other parties covered in the register maintained under section 301 of the Companies Act, 1956. The company has given loans to the firms, companies and other parties covered in the register maintained under section 301 of the Companies Act, 1956. The details pertaining to number of parties and amount granted is given below.

<b>Name of the Party</b>	<b>Amount as on 31-03-2006</b>	<b>Maximum Balance</b>
1. Visat Automobile	Rs. 1047454	Rs. 1047454
2. Shree Saibaba Petroleum	Rs. 3791960	Rs. 3791960
3. Prabhavati Properties Ltd.	Rs. 5143658	Rs. 5180437
4. Deep Industries Ltd.	Rs. Nil	Rs. 3674720
5. Yash Organochem Pvt. Ltd.	Rs. 6600000	Rs. 6600000

- b) The rate of interest and other terms and conditions of loans given by the company are prima facie not prejudicial to the interest of the company.
- c) All to whom loans are granted by the company and covered in the register maintained under section 301 of the Act regular in interest payment and repayment of loan wherever stipulated.
- d) There is no overdue amount more than Rs. one lac, so question of taking reasonable steps for its recovery does not arise.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business before the purchase of inventory, fixed assets and for sale of goods. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weakness in the aforesaid internal control procedures.
5. a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register in pursuance to section 301 of the Companies Act, 1961 have been so entered.
- b) In our opinion and according to the information and explanations given to us, these transactions in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act 1956 and exceeding the value of Rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time; transaction made in pursuance of contracts or arrangements under section 301 and exceeding the value of rupees five lacs in respect of any party during the year have been made.
6. In our opinion and according to the information and explanations given to us, the company has not accepted any deposit within the meaning of the provisions of section 58A and 58AA of the companies Act, 1956 and the rules made there under.
7. In our opinion and as per the information and explanations given to us there is reasonable internal control procedure commensurate with the size and nature of its business.

8. In our opinion this company being finance company, the maintenance of cost records have been not prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act.
9. a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including Income-Tax, Sales-Tax and other statutory dues applicable to it with the appropriate authorities. The provision of provided fund is not applicable to the Company.  
b) According to the information and explanations given to us and the records of the Company examined by us we are of the opinion that there are no disputed dues of Income-Tax, Sales- Tax, Wealth-Tax, Custom Duty, Excise Duty and cess as at 31st March, 2006 which have not been deposited on account of such a dispute.
10. The Company has no accumulated losses as at 31st March, 2006 and has not incurred any cash losses during the financial year ended on that date or in the immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given by the management, the Company has not taken any loans from financial institutions and banks so question of default in its repayment does not arise.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit fund/nidhi/mutual benefit fund/ societies are not applicable to the Company.
14. In our opinion, the Company has maintained proper records pertaining to its share trading transactions and contracts and timely entries have been made therein. The Company has held its investments in shares and securities in its own name.
13. As per the informations and explanations given to us the provident fund scheme is not applicable hence the question of reporting on deduction and payment there of does not arise.
14. In our opinion, the Company has maintained proper records pertaining to its share trading transactions and contracts and timely entries have been made therein. The Company has held its investments in shares and securities in its own name.
15. As per the information and explanations given to us the provident fund scheme is not applicable hence the question of reporting on deduction and payment there of does not arise.
16. The company has regularly deposited statutory dues with appropriate authorities during the year wherever applicable.
17. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial Institution.
18. The company has not taken any loans, so question of its proper application for the purpose for which it was taken does not arise.
19. Based on information and explanations given to us and on an overall examination of Balance Sheet of the company, in our opinion, funds raised on a long-term basis have not been used for short-term investments.
20. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
21. The company has not issued any debenture, so question of creation of security for the same does not arise.
22. The company has not raised any money by public issues during the year.
23. During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company notices or reported during the year, nor have we been informed of such case by the management.

For, Shailesh C. Parikh & Co.  
Chartered Accountants

Place : Ahmedabad  
Date : 25-08-2006

(Shailesh Parikh)  
Proprietor

## BALANCE SHEET AS AT 31ST MARCH, 2006

Particulars	Schedule	31/3/2006 Amount Rs.	31/3/2005 Amount Rs.
<b>SOURCES OF FUND :</b>			
1. A. Share Capital	1	45522500	45522500
B. Reserves & Surplus	2	14655307	6559898
		-	-
		60177807	52082398
<b>Loan Funds</b>			
A. Secured Loans		0	0
B. Unsecured Loans		0	0
		-	-
		0	0
		-	-
<b>TOTAL</b>		<b>60177807</b>	<b>52082398</b>
<b>Application of Funds</b>			
1. Fixed Assets	3		
A. Gross Block		1201442	1201442
B. Less : Depreciation		1012535	973015
		-	-
		188907	228427
<b>2. Investment</b>	4	<b>40064691</b>	<b>35218031</b>
3. Current Assets, Loans and Advances :	5		
A. Inventories		0	0
B. Cash & Bank Balances		172580	58201
C. Loans & Advances		20713683	17222412
		-	-
		20886263	17280613
Less : Current Liabilities & Provisions	6	994000	677257
		-	-
<b>Net Current Assets</b>		<b>19892263</b>	<b>16603356</b>
4. Net Deferred Tax Assets/Liability		31946	32584
5. Miscellaneous Expenditure to the extent not written off	7	0	0
		-	-
<b>TOTAL</b>		<b>60177807</b>	<b>52082398</b>

In terms of our attached report of even date For Adinath Exim Resources Limited

For, Shailesh C. Parikh & CO.,  
Chartered Accountant

Paras Savla  
Manoj Savla

CHAIRMAN  
DIRECTOR

(Shailesh Parikh)  
Proprietor

Date : 25-08-2006  
Place : Ahmedabad

Date : 25-08-2006  
Place : Ahmedabad

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2006.**

Particulars	Schedule	31/3/2006	31/3/2005
<b>A. INCOME</b>			
Interest from Bank,			
Bills Discounting, Deposits (Gross)		1076033	956643
Other Income	8	8584392	1309398
Excess Income Tax Provision w/off		158	0
<b>TOTAL</b>		<b>9660583</b>	<b>2266041</b>
<b>Expenditure</b>			
Advertisement Exps		3060	0
Staff Welfare		0	10794
Professional tax		1000	1000
Payment to and Provision for Employees		193000	151500
Electricity & Electrical Exp.		288422	35798
Insurance		695	1004
Stationery and Printing		28083	23000
Postage and Telephone Exp.		1167	0
Filing Fees		2000	1000
Office Lease Rent		47006	52207
DMAT/Share Transfer Expenses		9387	544
Office & Other Repairs Exp.		11206	102250
SEBI and Stock Exchange Fees		30000	30000
Bank Charges & Interest		384	138
Auditor's Remuneration : Audit Fees	9000		
Taxation Matters	1100		
Others	0		
		10100	9112
Depreciation		39519	48582
Preliminary and Public Issue Expenses W/Off		0	199436
Conveyance & Travelling Expenses		12880	14237
Fringe Benefit Tax		2695	0
<b>TOTAL</b>		<b>680604</b>	<b>680602</b>
Profit/(-)Loss Before Taxation		8979979	1585440
Less : Prior Period Expenses		308031	0
		<b>8671948</b>	<b>1585440</b>
Provision for Taxation		575000	146500
Provision for Deferred Tax Credit		638	3419
Provision for Fringe Benefit Tax		900	0
Profit/(-)Loss After Taxation		<b>8095410</b>	<b>1435521</b>
Balance profit/(Loss) brought forward		<b>5252902</b>	<b>4104486</b>
		<b>13348312</b>	<b>5540007</b>
Tax Adjustment of Previous year		0	0
Profit/(-)Loss Available for Appropriation		<b>13348312</b>	<b>5540007</b>
<b>APPROPRIATIONS</b>			
Profit Transferred to Reserve Fund		1619082	287104
Balance carried to Balance Sheet		11729230	5252902
Earning per Share		1.97	0.35

As per our report of even date attached herewithFor **Adinath Exim Resources Limited****For, Shailesh C. Parikh & CO.,****Paras Savla****CHAIRMAN****Chartered Accountant****Manoj Savla****DIRECTOR****(Shailesh Parikh)****Proprietor****Date : 25-08-2006****Date : 25-08-2006****Place : Ahmedabad****Place : Ahmedabad**

## SCHEDULE ATTACHED TO &amp; FORMING PART OF BALANCE-SHEET

Particulars	31/3/2006	31/3/2005
<b>SCHEDULE : 1: SHARE CAPITAL</b>		
<b>A. Authorised :</b>		
55,00,000 Equity Shares each of Rs. 10/-	<u>55000000</u>	<u>55000000</u>
<b>B. Issued &amp; Subscribed :</b>		
50,00,400 Equity Shares of Each of Rs. 10/-	<u>50004000</u>	<u>50000000</u>
<b>C. Called up Share Capital :</b>		
50,00,400 Equity Shares of Each of Rs. 10/-	<u>50004000</u>	<u>50000000</u>
<b>D. Paid up Share Capital:</b>		
41,04,100 Equity Shares of Each of Rs. 10/- Each	41041000	41041000
Less : Calls in Arrears from Others	0	0
	<u>41041000</u>	<u>41041000</u>
Add : forfeited shares (Originally paid up)	4481500	4481500
Total	<u>45522500</u>	<u>45522500</u>

**SCHEDULE : 2: Reserve & Surplus****A. RESERVE FUND**

Opening Balance (Provision for Previous years)	1306995		1019891
Add : Appropriated from Profit & Loss	<u>1619082</u>	2926077	<u>287104</u>

**B. Profit & Loss Account**

As per account	11729230	5252902
	<u>14655307</u>	<u>6559898</u>

**SCHEDULE : 3 :**

Sr. No.	Particulars	Gross Block			Depreciation				Net Block		
		Op. Bal 1-4-05	Add. 04-06	Ded. 31-3-06	Total 31-3-06	Op. Bal. 1-4-05	Forthe Yr.	Ded. 31-3-06	Total 31-3-06	Asat 31-3-06	Asat 31-3-05
1	A.C. machine	96332	0	0	96332	68638	3849	0	72487	23845	27694
2.	Fax machine	24625	0	0	24625	19227	750	0	19977	4648	5398
3.	Refrigerator	6000	0	0	6000	4455	215	0	4670	1330	1545
4.	Furniture	755175	0	0	755175	601922	27739	0	629661	125514	153253
5.	Pager	11495	0	0	11495	8815	373	0	9188	2307	2680
6.	Motorcycle	0	0	0	0	0	0	0	0	0	0
7.	Computer	215315	0	0	215315	210213	2041	0	212254	3061	5102
9.	Water Cooler	17000	0	0	17000	12636	607	0	13243	3757	4364
9.	EPABX	75500	0	0	75500	47109	3946	0	51055	24445	28391
	<b>TOTAL.....</b>	<b>1201442</b>	<b>0</b>	<b>0</b>	<b>1201442</b>	<b>973015</b>	<b>39519</b>	<b>0</b>	<b>1012535</b>	<b>188907</b>	<b>228427</b>
	<b>Previous Year.....</b>	<b>1201442</b>	<b>0</b>	<b>0</b>	<b>1201442</b>	<b>924432</b>	<b>48582</b>	<b>0</b>	<b>973015</b>	<b>228427</b>	<b>277010</b>



## SCHEDULE ATTACHED TO &amp; FORMING PART OF BALANCE-SHEET

Particulars	31/3/2006	31/3/2005
<b>SCHEDULE : 4 : Investment</b>		
Equity Shares Unquoted Shares (Not Trade) (At Cost)		
A. 7,60,000 Shares of Rs. 10 Each fully paid up of Visat Oil Tech Ltd.	12160000	1775000
B. 16,00,500 Shares of Rs. Each Fully paid up of Deep Industries Ltd.	16005000	26105000
C. 0 Shares (PY 24000 shares) of Rs. 10/- Each Fully paid up of Yash Organics Pvt. Ltd.	0	240000
D. 21750 Fully Paid up of Savla Electronics Pvt. Ltd. Of Rs. 100/- each	2175000	5175000
E. 2500 Shares of Rs. 10/- each Fully Paid up of Saket Projects Ltd.	25000	25000
Investment in Mutual Funds	9699691	1898031
<b>Total</b>	<b>40064691</b>	<b>35218031</b>
<b>SCHEDULE : 5 : Current Assets &amp; Loan &amp; Advances:</b>		A.(a)
Cash Balance		
(b) Balance with Scheduled Banks :	68667	7998
In Current Accounrs		
In Fixed Deposit Accounts.	103913	50203
	0	0
	-	172580
Loans and Advances : (Unsecured Considered Good)		
(a) Advances Recoverable in Cash or in Kind or for value to be received	18173788	14784607
(b) Deposits	1858704	1858704
(c) Inter Corporate Deposits	0	0
(d) T.D.S. Receivables	681191	579101
	20713683	
<b>TOTAL</b>	<b>20886263</b>	<b>17280613</b>
<b>SCHEDULE : 6</b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS :</b>		
<b>Current Liabilities :</b>		
Sundry Creditors for Goods Expenses	11600	139257
<b>Provision</b>		
Provision for Taxation Acco. Year 2001-02	260000	260000
Provision for Taxation Acco. Year 2003-04	0	131500
Provision for Taxation Acco. Year 2004-05	146500	146500
Provision for Taxation Acco. Year 2005-06	575000	0
Provision for Fringe Benefit Tax	900	0
<b>TOTAL</b>	<b>994000</b>	<b>677257</b>

## SCHEDULE ATTACHED TO &amp; FORMING PART OF BALANCE-SHEET

Particulars	31/3/2006	31/3/2005
<b>SCHEDULE : 7</b>		
<b>MISC. EXPENDITURE</b>		
(TO THE EXTEND NOT WRITTEN OF OR ADJUSTED)		
(1) Public Issue Expenses	0	199436
Less : Written off During the year	0	199436
<b>TOTAL</b>	<b>0</b>	<b>398872</b>
<b>SCHEDULE : 8</b>		
<b>Other Income</b>		
Profit on sale of shares (Unquoted LTC)	6229000	0
Dividend Income	2350885	1132884
Profit on sale of shares (short term)	0	20315
Profit on sale of share (short term with STT)	0	35756
Long Term Capital Gain on Mutual Fund	0	120443
Kasar	4507	0
	<b>8584392</b>	<b>1309398</b>

**Schedule : 9**

Significant accounting policies and notes on accounts for the year ended on 31-03-2006

**1. Significant Accounting Policies :****(a) System of Accounting.**

The company adopts the accrual basis in the preparation of the accounts.

**(b) Income From Operations.**

Income from operations which comprises sales and other income are all accounted for on accrual basis.

**(c) Expenses :**

The Company provides for all expenses comprising of administrative and others on accrual basis.

**(d) Fixed Assets :**

Fixed Assets are capitalised at cost inclusive of expenses.

**(e) Depreciation:**

Depreciation on Fixed assets is provided as per Written Down Value method in terms of Section 350 of the Companies Act, 1956 at the rates prescribed under Schedule XIV of the said Act.

**(f) Investments :**

The Company values the investment at cost. The company adopts FIFO method for its investments.

**(g) Miscellaneous Expenditure:**

Preliminary and Public-Issue expenditure are written off over a period of 10 years.

**(h) Inventories :** Inventories are valued at cost.**(i) Taxes on Income :**

Tax on income for the current period is determined on the basis of the income tax act, 1961.

Deferred tax is recognised on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognised and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**2. Notes on Accounts :**

(a) Figures have been rounded off upto the nearest Rupee.

(b) Balances are subject to confirmation.

(c) None of the employees have completed five years of service and hence liability of gratuity does not arise.

(d) In the opinion of the Board, the Current Assets, Loans &amp; Advances are approximately of the value stated if realised in the ordinary course of business. Provisions of all known liabilities are adequate and not in excess of the amount reasonably necessary.

- (e) The previous year's figures have been regrouped and rearranged wherever necessary.
- (f) Details of Loans and Advances due by firms or private companies respectively in which any director is a partner or a director or other companies under the same management within the meaning of sub-section (1B) of section 370 is disclosed as under :

Name of Company/Firm	Nature of Loan	Amount Rs.
Shree Saibaba Petroleum	Advances	3791960
Visat Automobiles	Loan	1047454
Prabhavati Properties Ltd	Loan	5143658
Yash Organochem P Ltd.	Loan	6600000

- (g) Additional information pursuant to the provisions of paragraph 3 & 4 of Schedule VI of the Company Act, 1956 does not applicable to the company.
- (h) Expenses in Foreign Currency **Rs. Nil**
- (i) Earning in Foreign Exchange **Rs. Nil**
- (j) The significant component and classification of Deferred Tax Assets and Liabilities on account of Timing Differences are :

	AS AT 31ST MARCH, 2006 RS.	AS AT 31ST MARCH, 2005 RS.
<b>A. DEFERRED TAX ASSETS :</b>		
Diff. between Books & Tax Dep.	31946	32584
<b>B. DEFERRED TAX LIABILITIES :</b>	<b>NIL</b>	<b>NIL</b>
NET DEFERRED TAX ASSETS/LIABILITY	31946	32584

NET DEFERRED TAX DEBIT FOR THE YEAR 638

The market value of investments in mutual fund as on 31-03-2006 is as under :

Name	Book Value Cost	Units Nos.	NAV as on 31-03-2006	Market value as on 31-03-2006
DSP Merrill Lynch	25000	2702.70	48.30	130540
Grindley's Cash	7585800	716856	10.58	7585800
HDFC Equity Growth	50000	1936	127.15	246224
Kotal Opportunity	2038791	109079	18.17	1982403
Total	9699691			9944967

(I) Earning per Share:	31.03.2006	(Amount in Rs.) 31.03.2005
Profit/(Loss) after Tax [A]	8096310	1435521
Number of Equity Shares [B]	4104100	4104100
Earning per Share [A/B] (Face Value of Rs. 10 each)	1.97	0.35

As per our report of even date attached herewith

**Chartered Accountant**

**(Shailesh Parikh)**

**Date : 25-08-2006**

**Place : Ahmedabad**

**For, Shailesh C. Parikh & CO.,**

**Paras Savla**

**Manoj Savla**

**Proprietor**

**Date : 25-08-2006**

**Place : Ahmedabad**

**CHAIRMAN**

**DIRECTOR**

## CASH FLOW

	31-03-2006	31-03-2005
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax and Extra ordinary items	8096048	295666
Add: Adjustments for		
Depreciation	39519	75205
Miscellaneous Expenditure W/o	0	206805
	<u>39519</u>	<u>282010</u>
Less : Profit on Sale of Motor Cycle	0	1765
	<u>39519</u>	<u>280245</u>
Operating Profit Before working Capital Changes	<b>8135567</b>	<b>575911</b>
Add :Decrease in Working Capital		
Sundry Debtors Realised	0	0
Current Liabilities Increased	0	0
Loans & Advances Reduced	0	0
Inventories Decreased	0	0
Less : Increase in working capital		
Loans & Advances Given	3491271	490241
Debtors Increased	0	0
Inventories decreased	0	0
Current Liabilities Decreased	<u>-316743</u>	<u>139813</u>
	<u>-3174528</u>	<u>-630054</u>
Cash Generated from Operation	<u>4961039</u>	<u>-54143</u>
Less Misc., expenses Incurred	0	0
Net Cash Flow From Operating Activities (A)	<b>4961039</b>	<b>-54143</b>
Net Cash flow Investing Activities		
Inflows		
Sale of Fixed Assets	0	31500
Sale of Investments	0	500000
Interest Received	<u>0</u>	<u>0</u>
	0	531500
Out Flow		
Purchase of Fixed Assets	0	0
Purchase of Investments	4846660	0
Interest Paid	<u>0</u>	<u>0</u>
	<u>4846660</u>	<u>0</u>
Net Cash used in Investing Activities (B)	<b>-4846660</b>	<b>531500</b>
Cash Flow from financing Activities		
Proceed from Issue of Shares Capital	0	0
Increase in Secured Loans	<u>0</u>	<u>0</u>
	0	0
Less :		
Repayment of Secured Loan	0	0
Allotment of Application Money	<u>0</u>	<u>0</u>
Net Cash used in Financing Activities (C)	<u>0</u>	<u>0</u>
Net Decrease/Increase in cash & cash equivalents	114379	477358
cash & Cash equivalents (Opening Balance)	58201	26250
cash & Cash equivalents (Closing Balance)	<b>172580</b>	<b>503608</b>

As per our report of even date attached herewith

Chartered Accountant

(Shailesh Parikh)

Proprietor

Date : 25-08-2006

Place : Ahmedabad

For, Shailesh C. Parikh &amp; CO.,

Paras Savla

Manoj Savla

CHAIRMAN

DIRECTOR

Date : 25-08-2006

Place : Ahmedabad

## BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

## 1. Registration Details :

Registration No. : 24300 State Code : 04  
 Balance sheet Date : 31.03.2006

## 2. Capital revised during the year (amount in Rs.Thousands)

Public Issue	Rights issue
Nil	Nil
Bonus Issue	Private Placement
Nil	Nil

## 3. Position of Mobilisation and Deployment of Funds (Amount in Rs.Thousands )

Total Liabilities	Total Assets
60178	60178
Source of Funds	Reserves & Surplus
paid-up Capital	14655
45523	
Secured Loans	Unsecured Loans
Nil	Nil
Application of Funds	Investment
Net Fixed assets	40065
189	
Net Current Assets	Misc. Expenditure
19892	0
Accumulated Losses	Deferred Tax Assets
NIL	32

## 4. Performance of Company (Amount in Rs.Thousands)

Sale and other Income	Total Expenditure
9661	681
Profit / Loss before tax(+/-)	Profit / Loss after tax(+/-)
8980	8095
Earning Per Share in Rs.	Dividend %
1.97	Nil

## 5. Generic Names of three principal Products / Services of Company

Item Code : Product Description : Investment Company

As per our Attached report of even date

For Adinath Exim Resources Limited

For, Shailesh C. Parikh & CO.,

Paras Savla

CHAIRMAN

Chartered Accountant

Manoj Savla

DIRECTOR

(Shailesh Parikh)  
 Proprietor

Date : 25-08-2006

Place : Ahmedabad

Date : 25-08-2006

Place : Ahmedabad

## ADINATH EXIM RESOURCES LIMITED

### PROXY FORM

Members Folio No. \_\_\_\_\_

DP ID \_\_\_\_\_

Client ID \_\_\_\_\_

I/We \_\_\_\_\_ of \_\_\_\_\_  
being a Member/Members of ADINATH EXIM RESOURCES LIMITED, hereby appoint  
of \_\_\_\_\_ or failing him  
\_\_\_\_\_ of \_\_\_\_\_ or failing  
him \_\_\_\_\_ of \_\_\_\_\_ as my/our Proxy to attend and vote  
for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on  
30th day of September 2006 at any adjournment there of.

Signed this \_\_\_\_\_ Day of \_\_\_\_\_ 2006.

Signed by the said \_\_\_\_\_

of \_\_\_\_\_

Affix  
Rs. 1/-  
Revenue  
Stampe

Note : If a member is unable to attend the Meeting, he may sign this form and send it to  
the Company's Registered Office at : 1, Super Bazar, Naranpura Cross Road, Ahmedabad-380 013,  
so as to reach them not less than 48 hours before the Meeting

-----TERE HERE-----  
-----

## ADINATH EXIM RESOURCES LIMITED

1, Super Bazar, Naranpura Cross Road, Ahmedabad-380 013,

### ATTENDANCE SLIP

I hereby record my presence at the 12th Annual General Meeting convened at  
1, Super Bazar, Naranpura Cross Road, Ahmedabad-380 013, on 30th September'2006.

Members Folio No. \_\_\_\_\_

DP ID \_\_\_\_\_

Client ID \_\_\_\_\_

Name of the Member attending the Meeting

In case of proxy, Name of Proxy

(Signature of Member/Proxy)  
(To be signed at the time of  
handing over this slip)

Note : Members/Joint members are requested to bring the attendance slip with them.

Book Post

To, \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

If undelivered Please return to :  
**ADINATH EXIM RESOURCES LIMITED**  
1, Floor, Super Bazar,  
Naranpura Cross Road,  
**Ahmedabad-380013**