

VOLTAIRE LEASING & FINANCE LIMITED

NOTICE

Notice is hereby given that the Annual General Meeting of the Company will be held on Friday, the 30th September, 2005 at 11.30 a.m. at its Registered office of the Company at 226, Veena Beena Centre, Guru Nanak Road, Bandra (W), Mumbai - 400 050 to transact the following business:

ORDINARY BUSINESS :

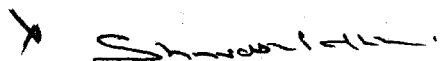
1. To receive, consider and adopt the Directors' Report, Balance Sheet as at 31st March, 2005 and the Profit and Loss Account for the year ended on that date and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Shrivallabh P. Mundhra retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Mahendra Doshi & Associates, Chartered Accountants as Statutory Auditors of the Company and fixed their remuneration

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification(s), the following resolutions as Ordinary Resolutions:-

"RESOLVED THAT pursuant to provision of Section 383A (1) of the Companies Act, 1956 M/s. S. S. Rauthan & Associates, Company Secretaries, who retire from the office on the date of this Annual General Meeting, be and are hereby re-appointed as Practising Company Secretary of the Company at a remuneration to be fixed by the Board of Directors and they shall hold the office upto the date of next Annual General Meeting."

By Order of the Board of Directors



REGISTERED OFFICE :

226, Veena Beena Centre,
Guru Nanak Road, Bandra (W)
Mumbai - 400 050.

Chairman

30th August, 2005

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed on 29th September, 2005 and 30th September, 2005.
3. The relative Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business set out above is annexed hereto.

VOLTAIRE LEASING & FINANCE LIMITED

ANNEXURE TO NOTICE

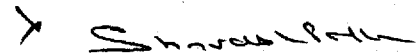
EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

ITEM NO. 4

In terms of Section 383A (1) of the Companies Act, 1956 M/s. S. S. Rauthan & Associates, Practising Company Secretaries, who were appointed as Practising Company Secretary of the Company in the last Annual General Meeting hold the office upto the date of this Annual General Meeting. Considering the professional services rendered by them the Board recommended their re-appointment at the Annual General Meeting of the Company.

None of the Directors are interested in the resolution.

By Order of the Board of Directors

X 

REGISTERED OFFICE :

226, Veena Beena Centre,
Guru Nanak Road, Bandra (W)
Mumbai - 400 050.

Chairman

30th August, 2005

VOLTAIRE LEASING & FINANCE LIMITED

DIRECTORS' REPORT

To the Members of
Voltaire Leasing & Finance Limited
Mumbai.

Your Directors are pleased to present their Annual Report and the Audited statements of accounts for the year ended 31st March, 2005.

FINANCIAL RESULTS :

	2005 Rs.	2004 Rs.
Profit/ (Loss) for the year	(1,83,250.34)	5,69,926.50
Less: Provision for Taxes	0.00	1,90,000.00
Profit/ (Loss) After Tax	(1,83,250.34)	3,79,926.50
Less : Short/Excess of prior year of Income Tax	0.00	0.00
Balance brought forward from last year	16,16,060.90	12,36,134.40
Profit/ (Loss) carried forward	14,32,810.56	16,16,060.90

DIVIDEND :

To conserve the resources of the Company, the directors do not recommend declaration of any dividend.

DEPOSITS :

The Company has not accepted any loans or deposits from public in contravention of Sec. 58A of the Companies Act, 1956 and rules framed under the Companies (Acceptance of Deposits) Rules, 1975.

DIRECTORS :

Mr. Shrivallabh P. Mundhra, Director of the Company is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT :

The Directors confirm that:

1. in preparation of annual accounts, the applicable accounting standards has been followed and there was no material deviation therefrom;
2. such accounting policies had been selected and applied consistently and such judgements and estimates had been made that there were reasonable and prudent so as to give a true and fair view, in the case of Balance Sheet, of the state affairs of the Company as at 31st March 2005 and in the case of Profit & Loss Account, the loss of the Company for the year ended on that date;

VOLTAIRE LEASING & FINANCE LIMITED

DIRECTORS' REPORT (CONT.)

3. proper and sufficient care had been taken for 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;
4. the annual account had been prepared on a going concerns basis.

AUDITORS:

M/s. Mahendra Doshi & Associates, Chartered Accountants, were appointed as a auditor of the Company at the Extra Ordinary General Meeting of the Company in place of M/s. Jignesh Parikh & Co., Chartered Accountants, who resigned as the auditor of the Company. M/s. Mahendra Doshi & Associates, Chartered Accountants, auditor of the Company retire at the conclusion of this Annual General Meeting. The members are requested to appoint auditors and fix their remuneration.

COMPLIANCE CERTIFICATE FROM PRACTISING COMPANY SECRETARY UNDER SECTION 383A(1) :

In terms of Section 383A(1) of the Companies Act, 1956 the Compliance Certificate issued by M/s. S. S. Rauthan & Associates, the Practising Company Secretary is annexed, hereto this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION :

In view of the nature of business activities of the Company, the directors have nothing to report on conservation of energy, technology absorption.

FOREIGN EXCHANGE EARNING AND OUTGO :

	Year ended on	
	31.03.2005	31.03.2004
Foreign Exchange Earning	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

PARTICULARS OF EMPLOYEES :

None of the employees of the Company is in receipt of remuneration of Rs.24,00,000/- or more per annum if employed for whole of the year or Rs.2,00,000/- or more per month if employed for a part of the year.

VOLTAIRE LEASING & FINANCE LIMITED

DIRECTORS' REPORT (CONT.)

APPRECIATION :

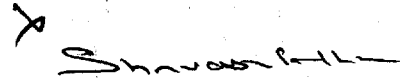
The Directors place on record their appreciation for the services by the Employees of the Company and are grateful to the Company's Bankers and the Suppliers, Customers and Local Authorities for their continued valuable support and co-operation.

By Order of the Board of Directors

REGISTERED OFFICE :

226, Veena Beena Centre,
Guru Nanak Road, Bandra (W)
Mumbai - 400 050.

30th August, 2005



Chairman



S. S. Rauthan & Associates

Company Secretaries

Surjan Singh Rauthan

B.Com., J.C.S.

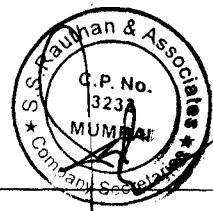
COMPLIANCE CERTIFICATE

To,
The Members,
VOLTAIRE LEASING & FINANCE LIMITED
MUMBAI.

Company Registration No.	Authorised Capital	Paid Up Capital
11 - 33920	Rs.40.00 Lacs	Rs.40.00 Lacs

We have examined the registers, records, books and papers of **VOLTAIRE LEASING & FINANCE LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March, 2005 (financial year). In our opinion, and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met Six times respectively on 30th April, 2004, 31st July, 2004, 2nd September 2004, 30th October 2004, 31st January 2005 and 30th March, 2005 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Members and/or Debenture holders see as on 30th September, 2004 and necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March 2004 was held on 30th September, 2004 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.



3/703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008

Tel : 5633 4110 • Telefax : 2309 1275 • Mobile : 9869270880 • E-mail : rauthan_associatescosec@yahoo.com



S. S. Rauthan & Associates

Company Secretaries

Surjan Singh Rauthan

B.Com., F.C.S.

7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loan to its Directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. During the financial year under review the Company was not required to make any entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government, as the case may be.
12. The Company has not issued any duplicate certificates during the financial year.
13. During the financial year;
 - a. There was no allotment/ transfer/ transmission of securities.
 - b. The Company has not deposited any amount in a separate bank account as no dividend was declared.
 - c. The Company has not posted warrants to any member of the Company as no dividend was declared.
 - d. There was no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued which have remained unclaimed or unpaid for a period of seven years be transferred to Investor Education and Protection Fund.
 - e. The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. Mr. Satish Amlani retired by rotation and re-appointed at the Annual General Meeting of the Company held on 30th September, 2004.
15. The Company has not appointed any Managing Director/ Whole Time Director/ Manager during the financial year.
16. The Company has not appointed any sole selling agents during the financial year.





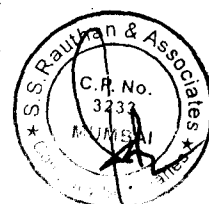
S. S. Rauthan & Associates

Company Secretaries

Surjan Singh Rauthan

B.Com., F.C.S.

17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar of Companies and/or such authorities prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/ companies to the Board of Directors pursuant to the provisions of the Act and the rules made thereunder.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended 31st March, 2005.
25. The Company has not made loans and investments, or given guarantees or provided securities to other bodies corporate during the year.
26. The Company has not altered the provisions of the Memorandum of Association with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the year under review.
28. The Company has not altered the provisions of the Memorandum of Association with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to share capital of the company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.





S. S. Rauthan & Associates

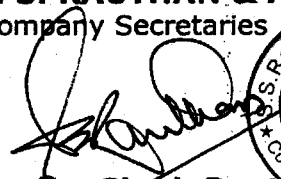
Company Secretaries

Surjan Singh Rauthan

B.Com., F.C.S.

31. There was no prosecutions initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The total number of employees employed by the Company is below than the prescribed limit of number of employees. Hence the Company has not deducted any contribution towards Provident Fund during the financial year in terms of Section 418 of the Companies Act, 1956.

For **S. S. RAUTHAN & ASSOCIATES,**
Company Secretaries


Surjan Singh Rauthan
(Proprietor)



C.P. No.3233

Place : Mumbai

Date : 30.08.2005



S. S. Rauthan & Associates

Company Secretaries

Surjan Singh Rauthan

B.Com., F.C.S.

Annexure - A

Registers as maintained by the Company

1. Register of members under Section 150 and Index of Members under Section 151.
2. Register of Transfers
3. Register of particulars of contracts in which directors are interested under Section 301.
4. Register of directors, managing director, manager and secretary under Section 303.
5. Register of director's shareholding under Section 307
6. Register of Postal Ballot.

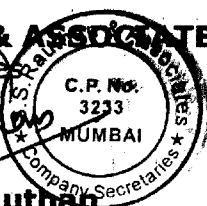
Annexure - B

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ended 31st March 2005.

- | | | |
|------------------------------------|--------------------------|---------------------|
| 1. Annual Return | - AGM held on 30.09.2004 | - Filed u/s 159 |
| 2. Balance Sheet & Profit and Loss | - Year Ended 31.03.2004 | - Filed u/s 220 |
| 3. Compliance Certificate | - Year Ended 31.03.2004 | - Filed u/s 383A(1) |

For **S. S. RAUTHAN & ASSOCIATES,**
Company Secretaries


Surjan Singh Rauthan
(Proprietor)



C.P. No.3233

Place : Mumbai

Date : 30.08.2005

MAHENDRA DOSHI & ASSOCIATES
CHARTERED ACCOUNTANTS

MAHENDRA DOSHI
B.Com (Hons) F.C.A.

45, BHAGWAN BHUVAN, 4TH FLOOR,
196/198, SAMUEL STREET,
MASJID BUNDER ROAD,
MUMBAI - 400 009.
TEL NO. 2346 5683.

AUDITOR'S REPORT

To

The Members of
VOLTAIRE LEASING & FINANCE LIMITED
226, Veena Beena Centre,
Guru Nanak Road,
Bandra West,
Mumbai - 400 050.

We have audited the attached Balance Sheet of VOLTAIRE LEASING & FINANCE LIMITED, as at 31st March, 2005 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 subsection (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.

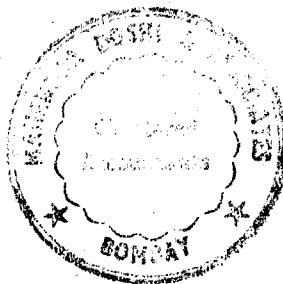
Contd...2..

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 purposes 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 books.
- (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- (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:
- (v) On the basis of written representations received from the directors, as on 31st March, 2005 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2005 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 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, 2005 and
 - (b) in the case of the Profit and Loss Account, of the "LOSS" for the year ended on that date.
 - (c) in the case of the cash flow statements of the cash flows of the company for the year ended on that date.

Place : Mumbai.

Date : 30th August, 2005.



For MAHENDRA DOSHI & ASSOCIATES
CHARTERED ACCOUNTANTS

Mahendra Doshi

(Mahendra Doshi)
Proprietor

Membership No. 41216.

CERTIFIED TRUE COPY

For Voltare Leasing & Finance Ltd.

Shivraj Doshi
Director.

VOLTAIRE LEASING & FINANCE LIMITED

ANNEXURE TO THE AUDITORS REPORT

(Referred to in paragraph 3 of our report of even date.)

01. (a) The Company is not having any Fixed Assets and hence Para (01)-(a),(b) and (c) are not applicable.
02. (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) The procedure of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
physically verified
3. (a) The Company had neither granted nor taken any loans. Secured or Unsecured to / from any companies, firm or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

(b) Sub-clause is not applicable to the company.

(c) Sub-clause is not applicable to the company.

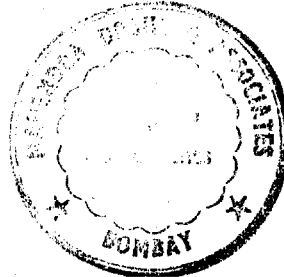
(d) Sub-clause is not applicable to the company.
04. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
5. (a) According to information and explanations given to us, the transaction that need to be entered into the register maintained under section 301 of the income tax act, 1956 has been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made 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 lakhs in respect of the party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
06. The Company has not accepted deposits from the public, hence this clause is not applicable.
07. The Company has paid up capital and reserve exceeding Rs. 50 lakhs. Company has an internal audit system commensurate with its size & nature of business.
08. According to the information and explanations given to us, the central government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 in respect of the activities of the company.

09. (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employee's state insurance, income-tax, sales-tax, wealth-tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
- (b) According to the information and explanation given to us, no undisputed amount payable in respect of income-tax, wealth-tax, Sales-tax, customs duty, excise duty and cess were in arrears, as at 31st March, 2005 for a period of more than six months from the date they become payable.
- (c) According to the information and explanation given to us, there are no dues of sales-tax, income-tax, customs duty, wealth-tax, excise duty and cess which have not been deposited on account of any dispute.
10. The Company does not have any accumulated losses as on 31st March, 2005. Hence comments on accumulated losses exceeds not less than fifty percent of its net worth not applicable. However company has incurred cash losses during the financial year but not in immediately preceeding financial year.
11. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank and debenture holders.
12. The Company has not granted loans and advances on the basis of security by way of pledge of Shares, debentures and other securities, hence this clause is not applicable.
13. The company is not a chit fund or a nidhi mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
14. The company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
15. As informed to us by management of the company, the company has not given guarantees for loans taken by others from banks or financial institutions and hence comments on terms & conditions not prejudicial to the interest of the company is not required.
16. As the company has not taken term loan, Hence, comments on its application for which it has obtained is not required.
17. According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that the no funds raised on short-term basis have been used for long-term investment. No long-term funds have been used to finance short-term assets except permanent working capital.
18. Company has not made any issue of shares during the year, hence the question of preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Act does not arise.
19. The company has not issued any debentures and therefore creation of securities on its issue does not arise.
20. The company has not made any public issue of shares, hence we have no comments on end use of money.

21. According to the information and explanations given to us, no fraud or by the company has been noticed or reported during the course of our audit.

For MAHENDRA DOSHI & ASSOCIATES
CHARTERED ACCOUNTANTS



Mahendra Doshi

(MAHENDRA DOSHI)

Proprietor

Membership No. 41316.

Place : Mumbai.

Dated : 30th August, 2005.

VOLTAIRE LEASING & FINANCE LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2005.

	SCHEDULE	As at 31.03.2005	As at 31.03.2004
I. SOURCES OF FUNDS:-			
1. Share Holder's Fund:			
a) Share Capital	A	4000000.00	4000000.00
b) Reserve & Surplus	B	1432810.56	1616060.90
2. Loans Funds:			
a) Secured Loans		NIL	793784.05
b) Unsecured Loans		NIL	NIL
		-----	-----
		5432810.56	6409844.95
		=====	=====
II. APPLICATION OF FUNDS:-			
1. Investments		55850.00	55850.00
2. Current Assets, Loans and Advances	D	7672224.45	
Less: Current Liabilities & Provision	E	2295263.89	5376960.56
		-----	-----
			6353994.95
NOTES ON ACCOUNTS	H	5432810.56	6409844.95
		=====	=====

AS PER OUR REPORT OF EVEN DATE ATTACHED.

FOR MAHENDRA DOSHI & ASSOCIATES
CHARTERED ACCOUNTANTS

Mahendra Doshi

(MAHENDRA DOSHI)

Proprietor

Membership No. 41316.

MUMBAI, 30TH AUGUST, 2005.

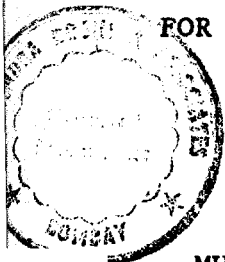
FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

X Har Mundhe

S M X S

(DIRECTORS)

MUMBAI, 30TH AUGUST, 2005.



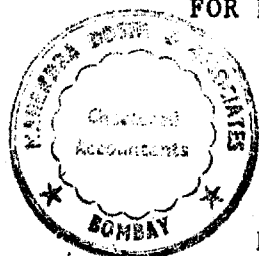
VOLTAIRE LEASING & FINANCE LIMITED

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH. 2005.

	SCHEDULE	As at 31.03.2005	As at 31.03.2004
I. INCOME:-			
1) Sales		1720630.00	27750336.00
2) Interest Income		125589.00	75566.00
3) Software Development Charges		-	2400000.00
4) Consultancy Charges		-	700000.00
5) Increase (Decrease) in Stock		-	-2246545.50
		1846219.00	28679356.50
II. EXPENDITURE:-			
1) Purchases		1702148.00	27064858.00
2) Payment to & Provision for employees	F	240667.00	638091.00
3) Administrative & Other Operating expenses	G	86654.34	406481.00
NOTES ON ACCOUNTS	H	2029469.34	28109430.00
Profit (Loss) for the Year		-183250.34	569926.50
Provision for taxation for the year		0.00	190000.00
Profit (Loss) after tax		-183250.34	379926.50
Less: Short/Excess of Prior year of Income-tax		NIL	NIL
		-183250.34	379926.50
Balance B/f. from last year		1616060.90	1236134.40
Balance C/f. to Balance Sheet		1432810.56	1616060.90

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR MAHENDRA DOSHI & ASSOCIATES
CHARTERED ACCOUNTANTS



Mahendra Doshi
(MAHENDRA DOSHI)
Proprietor

Membership No. 41316.
MUMBAI. 30TH AUGUST. 2005.

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS.

Him X Hari Mundhe
Sm X Suresh
(DIRECTORS)

MUMBAI. 30TH AUGUST. 2005.

CERTIFIED TRUE COPY
For Voltaire Leasing & Finance Ltd.

Suresh
Director.

VOLTAIRE LEASING & FINANCE LIMITED
SCHEDULE FORMING PART OF THE ACCOUNTS
=====

	As at 31.03.2005 =====	As at 31.03.2004 =====
SCHEDULE - A		
CAPITAL:-		
Authorised:		
- 400000 Equity Shares of Rs. 10/- each	4000000.00 =====	4000000.00 =====
Issued, Subscribed & paid up:		
- 400000 Equity Shares of Rs. 10/- each	4000000.00 =====	4000000.00 =====
SCHEDULE - B		
RESERVE & SURPLUS:-		
- PROFIT & LOSS ACCOUNT	1616060.90	1236134.40
Profit / (Loss) during the year	-183250.34	379926.50
	----- 1432810.56 =====	----- 1616060.90 =====
SCHEDULE - C		
INVESTMENTS:		
Quoted Investments at Cost :		
- Welspun Industries Ltd. - 500 Shares	55850.00	55850.00
	----- 55850.00 =====	----- 55850.00 =====

VOLTAIRE LEASING & FINANCE LIMITED
SCHEDULE FORMING PART OF THE ACCOUNTS
=====

	As at 31.03.2005 =====	As at 31.03.2004 =====
SCHEDULE - D		
CURRENT ASSETS, LOANS & ADVANCES:		
(A) Current Assets:		
a) Inventory (As taken valued and certified by Management)	25758.00	25758.00
b) Work in Progress Computer Software Product Development Expenses in Progress	1229778.50	-
c) Sundry Debtors: (Unsecured considered good)		5565178.95
- Outstanding for more than 6 month	3241984.95	
- Others	1764005.00	
d) Cash on hand	27674.00	19120.00
e) Bank balance with:		
a) F.D.R. with State Bank of India	726589.00	726589.00
b) F.D.R. with Syndicate Bank	5627.00	5627.00
c) Accrued F.D.R. Interest	125589.00	
	----- 7147005.45	----- 6342272.95
(B) Loans, Advances & Deposit:		
a) Loans, Advances & Deposit (Unsecured considered good)	200000.00	200000.00
b) Advance recoverable in cash or for value to be received	105721.00	68281.00
c) T.D.S. for:		
- A.Y. 2004-2005	159445.00	159445.00
- A.Y. 2005-2006	2948.00	-
d) Income-tax for:		
- A.Y. 2004-2005	17105.00	-
- A.Y. 2005-2006	40000.00	-
	----- 7672224.45 =====	----- 6769998.95 =====

VOLTAIRE LEASING & FINANCE LIMITED
SCHEDULE FORMING PART OF THE ACCOUNTS
=====

SCHEDULE - E

CURRENT LIABILITIES & PROVISIONS:

	As at 31.03.2005 =====	As at 31.03.2004 =====
(A) Current Liabilities:		
a) Sundry Creditors	106500.00	100000.00
b) Creditors for expenses	239597.00	119504.00
c) Advance from Customers	-	6500.00
d) Bank Balance as per Book with Syndicate Bank	1759166.89	793784.05
(B) Provision for Taxation:		
- Income-tax for A.Y. 2004-2005	190000.00	190000.00
- Income-tax for A.Y. 2005-2006	-	-
	----- 2295263.89 =====	----- 1209788.05 =====

SCHEDULE - F

PAYMENT TO AND PROVISION FOR EMPLOYEES:-

01. Salary & Bonus	214854.00	638091.00
02. Staff Welfare	725.00	-
03. Leave Pay	25088.00	-
	----- 240667.00 =====	----- 638091.00 =====

SCHEDULE - G

ADMINISTRATIVE & OTHER OPERATING EXPENSES:-

01. Advertisement	8604.00	8269.00
02. Telephone Expenses	5600.00	72800.00
03. Conveyance Expenses	2064.00	10088.50
04. Printing & Stationery	-	588.50
05. Accounting Charges	-	4970.00
06. General Expenses	-	7103.00
07. Bank Charges	872.34	1931.00
08. Audit fees	15000.00	14326.00
09. Professional Fees	20918.00	214380.00
10. Membership / Subscription	-	12500.00
11. Service Charges	-	50000.00
12. Profession Tax	1700.00	1700.00
13. Filing Fees	6896.00	7825.00
14. Donation	15000.00	-
15. Listing Charges	10000.00	-
	----- 86654.34 =====	----- 406481.00 =====

VOLTAIRE LEASING & FINANCE LIMITED

f) Additional information as required under Part IV of Schedule VI to the Companies Act, 1956.

A. Registration Details:-

(a) Registration No.	33920 of 1984.
(b) State Code	11
(c) Balance Sheet Date	31st March, 2005.

B. Capital raised during the year:-

(a) Public Issue	NIL
(b) Rights Issue	NIL
(c) Bonus Issue	NIL
(d) Private placement	NIL

C. Position of mobilisation and deployment of funds:

(a) Total Liabilities	5432810.56
(b) Total Assets	5432810.56
(c) Source of Funds:	
- Paid up Capital	4000000.00
- Reserves & Surplus	1432810.56
- Secured Loans	NIL
- Unsecured Loans	NIL
(d) Application of Funds:	
- Net Fixed assets	NIL
- Investments	55850.00
- Net Current Assets	5376960.56
- Miscellaneous Expenditure	NIL

D. Performance of Company

(a) Turnover & Other Income	1846219.00
(b) Total Expenditure	2029469.34
(c) Profit (Loss) before tax	-183250.34
(d) Profit (Loss) after tax	-183250.34
(e) Earnings per Share (Rs.)	-0.46
(f) Dividend Rate	NIL

E. Generic Names of principal products, service of the company:

(a) Item Code	
(b) Product Description	Dealing in computer wire & Computer Software Dev.

AS PER OUR REPORT OF EVEN DATE ATTACHED

For MAHENDRA DOSHI & ASSOCIATES
CHARTERED ACCOUNTANTS

Mahendra Doshi
(MAHENDRA DOSHI)
Proprietor
Membership No. 41316.
MUMBAI, 30TH AUGUST, 2005.

CERTIFIED TRUE COPY
For Voltaire Leasing & Finance Ltd.

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Harish Mundhra
(DIRECTORS)

MUMBAI, 30TH AUGUST, 2005.

VOLTAIRE LEASING & FINANCE LIMITED

SCHEDULE - I

A. NOTES ON ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2005.

- 1) Previous years figures are regrouped, re-arrange and re-classified wherever considered necessary.
- 2) In the opinion of the Board, adequate provision has been made for all known liabilities and the same is not in excess of amounts considered reasonably necessary.
- 3) The provision of Provident Fund Act and Gratuity Act are not applicable to the Company.
- 4) In the opinion of the Board the Loans and Advances are approximately of the value stated in the if realised in the ordinary course of business, loans and advances are subject to confirm from concerned parties.
- 5) Contingent Liabilities:
Contract on capital Account remaining to be executed amount is not ascertainable.

6) Advance given Rs. 2,00,000.00 (Previous year Rs. 2,00,000.00)

7) Auditors Remuneration

	2005-2006	2004-2005
- Audit Fees	10000.00	10000.00
- Tax Audit Fees	5000.00	3000.00
	<u>15000.00</u>	<u>13000.00</u>

- 8) Investment in Shares as shown in the Balance Sheet is held by the Company in it's own Name .
However charges if any in market value and book value is not material and hence changes in value not provided for in books of accounts.

- Quoted Shares	Name of Company	Quantity	Value Rs.
	Welspun Industries Ltd. (Market Value Rs	500	55850.00

09. Additional information pursuant to close 3 and 4C of part II of Schedule VI to the extent they are applicable to the company are given below:

Quantitative details of Turnover Stock etc.

(I) Licenced and Installed capacity - Not Applicable

(ii) Traded Goods

Items - PVC Insulated Cable Wire	For 31.03.2005		For 31.03.2004	
	Qty. Mtrs	Amount Rs.	Qty. Mtrs.	Amount Rs.
- Opening Stock	537	25758	-	-
- Purchases	13182	1702148	383870	27064858
- Sales	13182	1720630	383333	27750336
- Closing Stock	537	25758	537	25758

(iii) Expenditure in Foreign Currency NIL

(iv) Earnings in Foreign Currency NIL

(v) Remittance of Dividends in Foreign Currency NIL

(vi) There were no employees who were in receipt of remuneration aggregating to Rs. 12,00,000/- or more per year. If, employed for full year or Rs. 1,00,000/- or more per month if employed for part of the year.

10. The Company has been advised that as there is no tax effect of timing difference based on estimated computation for reasonable period, there is no provision for deferred tax, in terms of Accounting Standard (AS 22) on "Accounting for Taxes on Income" issued by Institute of Chartered Accountants of India.

11. As of 31st March 2005 the company had no outstanding dues to small -scale Industrial Undertakings

12. Accounting Standard (AS-18) "Related party Disclosure"

Name of related parties and description of Relationship

1. Subsidiaries	NIL
2. Associates	NIL
3. Key Managerial Personal	Shri Harivallabh Mundhra Shri Shreevallabh Mundhra
4. Relatives of key Mangement Personnel	Smt. Kamladevi Mundhra (Mother of Directors) Smt. Kiran Mundhra (Wife of Director) Shri Brijnandan Mundhra (Son of Director) Miss Nupur Mundhra (Daughter of Director) Miss Supriya Mundhra (Daughter of Director) Sunaina Mundhra (Daughter of Director) Yashonandnan Mundhra (Son of Director)

Enterprise under significant influence of key management personal or their relatives.

Name of key managerial personnel & Relatives	Name of Enterprises	Nature of Relatives
Harivallabh Mundhra Chairman and Directors of Voltaire Leasing & Finance Ltd.	Shree N.M of Bombay	Directors HUF is Partner in Firm
	Nandan Holdings Pvt.Ltd.	Brother Shreevallbh Mundhra and self are Director
	Asian Engg. Corporation	Director is partner in firm
	Creative Lights Pvt. Ltd	Brother Shreevallbh & Self are Director in Co.
Shreevallabh Mundhra Director Voltaire Leasing & Finance Ltd.	Puja Electricals Pvt. Ltd.	Director in co.

6. Disclosures of Transaction between the group and related parties and status of outstanding Balance as at 31st March 2005 (Fig. In Braket are of Previous Year)

Name of Related Parties	Relationship	Nature of Transacti	Amount	O/S Balance as on Balancesheet Date
Shree N.M. Bombay	Directors HUF is Partner in Firm	Sales of Cable Wire	1720630	5005990
			(27750336)	Dr.Bal. (5565178)
		Software Development Chg.	-	Dr.Bal.
			(2400000)	
Asian Engg. Corporation	Directors are Partner in Firm	Consultancy Chg.Income	-	-
			(700000)	
		Service Charges paid	-	100000
			(50000)	Cr. Bal. 100000
				Cr. Bal.

13. Accounting Standard (As-20) on earning per shares

Earning per share as on	31.03.2005	31.03.2004
a) Profit/(Loss) after Tax as per Profit & Loss A/c	(183250.34)	379926.00
b) Weighted Average Number of Equity Share outstanding	400000	400000
c) Nominal Value per share	Rs.10/-	Rs.10/-
d) Basic and Diluted Earning per Share	(0.46)	0.95

VOLTAIRE LEASING & FINANCE LIMITED

14. Financial Information about business segment for the year ended on 31st March, 2005 is presented in the Table given below:

	FOR 31.03.2005			FOR 31.03.2004		
	Dealing in Cable Wire	Software Development & Services	Total Rs.	Dealing in Cable Wire	Software Development & Services	Total Rs.
(A) Segment Revenue	1720630.00	-	1720630.00	27750336.00	3100000.00	30850336.00
(B) Segment Result Profit/Loss before Tax	(308839.34)	-	(308839.34)	343189.50	151171.00	494360.50
Add: Interest	-	-	125589.00	-	-	75566.00
Less: Interest Expense	-	-	-	-	-	-
Profit before Extra Ordinary Items and Tax	-	-	(183250.34)	-	-	569926.50
Extra Ordinary Income	-	-	-	-	-	-
Less: Tax	-	-	-	-	-	(190000.00)
Net Profit after Tax	-	-	(183250.34)	-	-	379926.50
(C) Other Information						
1. Segment Asset	6498295.95	1229778.50	7728074.45	6825848.00	-	6825848.00
2. Segment Liabilities	7728074.45		7728074.45	6825848.00	-	6825848.00
3. Capital Expenditure	-	-	-	-	-	-
4. Depreciation and Amortisation	-	-	-	-	-	-
5. Significant non cash Expenses	-	-	-	-	-	-

- (a) The Company has disclosed business segment as primary segment. The Company operation predominantly relate to dealer of cable wire and other business segment reported is software development and services. In this segment company provide software development and services to enterprises which includes package implementation and support.
- (b) Segment have been identified taking into account the nature of products, differing risks and returns the organization structure and internal reporting system.
- (c) The company caters mainly to the needs of domestic market. The company does not have any export turnover. As such there are no reportable geographical segment.

B] STATEMENT ON SIGNIFICANT ACCOUNTING POLICIES

a) System of Accounting:

i) The Company follows Mercantile System of Accounting and recognises Income and Expenditure on accrual basis except those with significant uncertainties.

ii) Financial Statements are based on Historical Costs. These costs are not adjusted to reflect the impact of the changing value in the purchasing power of money.

iii) Taxes on Income:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognised subject to consideration of prudence in respect of deferred tax assets, on timing difference, being the difference between taxable income and accounting income that originate in one year and are capable of reversal in one or more subsequent year.

iv) Segment Accounting:

Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments.

v) Revenue:

1) Revenue recognition is in accordance with Accounting Standard 9. sale are accounted net of return claims etc.

2) Revenue from Software development on time and material contract is recognised based on software development and billed to clients as per the terms of specific contracts.

3) Income from Services is recognised upon rendering of services and Income from maintenance contract relating to the year is recognised when the contract is entered into on a time proportionate basis.

vi) Investments:

Investment is valued at cost.

vii) Valuation of Inventories:

a) Closing Stock is valued at cost or Market Value whichever is lower.

b) Work In Progress: Computer Software product development is in progress and all cost incurred related to the same till Balance Sheet date is transferred to work in Progress Account.

viii) Sundry Debtors and Loans & Advances:

Sundry Debtors and Loans & Advances are stated at the value of realised in the ordinary course of business. Irrecoverable amounts, if any, are accounted and /or provided for as per management's judgement or only upon final settlement of accounts with the parties.

ix) Fixed Assets & Depreciation:

Since company don't have any Fixed Assets at beginning or year end its Valuation and Depreciation thereon is not applicable.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2005.

	31.03.2005	31.03.2004
(A) CASH FLOW ARISING FROM OPERATING ACTIVITIES		
Net Profit before Tax	(183250.34)	569926.50
Add/(Less):		
Depreciation as per Profit & Loss A/c.		
Tax paid (Earlier years)		
Interest received/ Accrued	(125589.00)	(75566.00)
Operating Profit before Working Capital Changes	(308839.34)	494360.50
Adjustment for:		
a) Trade & Other Receivable	559189.00	(3005619.00)
b) Inventories	(1229778.50)	1809955.50
c) Loans & Advances	(37440.00)	15626.00
d) Trade Payable	120093.00	(524847.00)
	(587936.50)	(1704884.50)
Cash Generated from Operation	(896775.84)	(1210524.00)
Less: Direct Tax paid / (Refund)	60053.00	159445.00
Net Cash from operating Activities (A)	(956828.84)	(1369969.00)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
a) Purchase of Fixed Assets		
b) Sale of Fixed Assets		
c) Purchase of Investment:		
d) Fixed Deposit matured	0.00	432848.00
	0.00	432848.00
Add: Interest Received	0.00	75566.00
Net Cash from investing Activities (B)	0.00	508414.00
(C) CASH FLOW FROM FINANCIAL ACTIVITIES		
Issue of Equity Share at Premium		
Issue of Debenture		
Proceed from Borrowings		
Repayment of Secured Loans		
Interest / Dividend paid	0.00	0.00
Net Cash from Financial Activities (C)	0.00	0.00
NET INCREASE / DECREASE IN CASH AND CASH EQUIVALENTS (A) + (B) + ©	(956828.84)	(861555.00)
Add: Cash and Cash Equivalent at the Beginning of the year	(774664.05)	86890.95
Cash and Cash Equivalent at the close of the year	(1731492.89)	(774664.05)

As per our Report of Even Date
For Mahendra Doshi & Assoc

(Mahendra Doshi)
Proprietor
M.No.41316
Mumbai

For Voltaire Leasing & Finance Limited

Han Mundal
HMD
(Director)

S. M. D.
SMD
(Director)