



# **INDRAYANI BIOTECH LIMITED**

---

20<sup>th</sup> Annual Report

**2011-12**

---

THIS PAGE  
IS LEFT  
INTENTIONALLY  
BLANK

**INDRAYANI BIOTECH LIMITED****Board of Directors**

**Mr. Prakash Bang** - Managing Director

**Mr. Ruchir Bang** - Director

**Mr. Rajesh Vaishnav** - Director

**Mr. Umesh Lahoti** - Director

**Mr. Vivek Malpani** - Director

**Mrs. Manjula Malpani** - Director

**Statutory Auditors**

G V Madane & Co.

Chartered Accountants, Pune.

**Bankers**

HDFC Bank Ltd.

ICICI Bank Ltd.

**Registrar & Share Transfer Agents**

Link Intime India Pvt. Ltd.

Block No. 202, 2nd Floor, Akshay Complex,

Off Dhole Patil Road,

Pune - 411 001.

Ph. : 020-26160084

**Registered Office**

1133/5, F C Road,

Opp. Police Grounds, Shivajinagar,

Pune - 411 016.

**ANNUAL GENERAL MEETING ON SATURDAY, SEPTEMBER 29, 2012  
AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY.**

**Members are requested to inform their e-mail IDs to the company  
on [info@indrayani.com](mailto:info@indrayani.com)**



THIS PAGE  
IS LEFT  
INTENTIONALLY  
BLANK



**DIRECTORS REPORT**

To the Members,

The Directors present the Twentieth Annual Report and audited statements of accounts of the Company for year ended March 31, 2012.

**1) FINANCIAL RESULTS:**

(Rs. in Lacs)

PARTICULARS	Year ended March 31, 2012	Year ended March 31, 2011
Sales and other income	0.008	Nil
Gross Profit /(Loss) before Depreciation	(7.83)	(5.54)
Depreciation	0.43	0.58
Profit /(Loss) before Non operative items and Tax	(8.26)	(6.12)
Less : Provision for Taxation	Nil	Nil
Prior Period Items	Nil	Nil
Profit /(Loss) after Non operative items and Tax	(8.26)	(6.12)

As the members are aware that, during previous financial year, the Company has entered into a Scheme of Arrangement between its Members & Unsecured Creditors, and pursuant to the Scheme of Arrangement, the equity share capital of the Company would be reduced by 88%, conversion of unsecured loan into the equity shares of the Company, demerging the entire business of the Company into Indrayani Tissue Culture Pvt. Ltd., merging the YoGoYo Division of Webservice Technologies Ltd. into the Company, alteration of main objects of the Company and ultimately changing the name of the Company.

Accordingly, the Company has completed all the procedures in compliance with the Scheme of Arrangement. The Company has also complied with the provisions for the listing of securities with Bombay Stock Exchange, Mumbai and the listing permission from the Exchange is awaited.

Your Directors are confident that the scenario post implementation of the Scheme of Arrangement, will be satisfactory and will create value for the shareholders.

**2) MANAGEMENT DISCUSSION AND ANALYSIS REPORT (MDA):**

Pursuant to Clause 49 of the Listing Agreement, MDA forms part of this report and is as follows:

**A. Industry Structure and Development:**

The Company has discontinued its existing business of bio-technology and is in process to commence the new activity of Travel Technology and Solutions to Travel Industry.

**B. FUTURE OUTLOOK:****a) Sales & Marketing:**

The Company continues with its existing contacts to develop travel technology business and deals directly with corporates and institutions.

**b) Service Terminals:**

The Company shall provide the travel technology services from its registered office situated at 1133/5, F C Road, Shivajinagar, Pune – 411 016. The Company is having a full-fledged infrastructure to provide such services.

**c) Cost Saving:**

The Company continues to focus on reducing the cost of goods sold, as well as, the non-product costs.

**C. Segment wise, Product wise Performance:**

The Company continues to operate in a single business segment of Travel Technology and Solutions. Therefore, there are no reportable businesses or geographical segments.

**D. Internal Control Systems and their adequacy:**

The Company has adequate Internal Control system to safeguard all assets of the Company and detect fraud or irregularities, if any. The Internal Control systems are designed to ensure reliability in financial records and other records for preparing financial information.

**E. Risk & Concerns:**

The Company proposes to institutionalize a Risk Management framework to effectively identify, assess & manage risk through an appropriately designed and strictly enforced system of risk controls.



## DIRECTORS REPORT

These controls would promote efficiency and reduce risk of losses & also provide a reasonable assurance on the reliability of financial statements and compliance with laws and regulations.

### F. Material Development in Human Resources:

The Company is maintaining cordial relations with its employees.

### G. Financial & Operational Performance:

During the year, the Company has not achieved any income, due to divesting of its existing business of bio-technology. The Company is in process of commencing new business of Travel Technology and Solutions. Hence, during the year, the Company has not earned any income from operations. However, your directors are confident to achieve excellent results, with the commencement of new activity.

Corporate Tax: Since the Company has not generated any taxable income for the period, no provision for taxation has been made in the books of accounts.

### 3) DIRECTORS:

During the financial year there were no changes in the constitution of Board of Directors. Mr. Prakash Bang, Managing Director, is looking after entire functions of the Company.

According to the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Vivek Malpani, Director and Mr. Rajesh Vaishnav, Director of the Company are liable to retire by rotation at the forthcoming Annual General Meeting and being eligible have offered themselves for re-appointment as directors of the Company. The Board recommends their reappointment.

The Company has duly complied with the provisions of Clause 49 of the Listing Agreement relating to constitution of the Directors.

### 4) CORPORATE GOVERNANCE:

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's Statutory Auditors confirming the Compliance of conditions on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

### 5) DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, it is hereby confirmed:

- (i) that in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2012, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) that the directors have taken proper and sufficient care for the 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;
- (iv) that the Directors have prepared the Annual Accounts for the financial year ended 31<sup>st</sup> March 2012 on a 'going concern' basis.

### 6) SCHEME OF ARRANGEMENT:

As the members are aware that the Company had filed a petition with the Hon'ble High Court of Judicature at Bombay, for sanctioning the Scheme of Arrangement, which seeks the permission to reduce the equity share capital of the Company by 88%, conversion of unsecured loan into the equity shares, demerging the entire business into Indrayani Tissue Culture Pvt. Ltd., merging YoGoYo Division of Websource Technologies Ltd., alteration in the main objects in the Memorandum of Association of the Company and ultimately changing the name of the Company which will be in consonance with new business activity of the Company.

Accordingly, the Company has obtained the sanction of the High Court, Bombay and has forwarded the papers to the Bombay Stock Exchange, Mumbai and Pune Stock Exchange, Pune to list the newly allotted equity shares to the shareholders and is in process to get the shares listed on such stock exchanges.

### 7) AUDITORS:

M/s. G V Madane & Co., Chartered Accountants, Pune, statutory auditors of the Company, retire at the forthcoming Annual General Meeting and are eligible for re-appointment. The Company has received a certificate under Section 224(1B) of the Companies Act, 1956, from them to the effect that their appointment, if made, will be in accordance with the limits as specified in the said Section. The Board recommends their appointment.

### 8) COMPLIANCE CERTIFICATE:

As the Company's paid-up capital is Rs. 364.65 lakhs and falling within the limits prescribed under the Section 383A of the Companies Act, 1956. The Company has availed the Compliance Certificate, pursuant to the said Section, from M/s. Ravi Sabnis & Associates, Company Secretaries, Pune, and is attached and forms a part of this report.



## DIRECTORS REPORT

### 9) SUBSIDIARY COMPANY:

The Company has made investments in roomsXML Solutions Ltd; making it a 100% Subsidiary Company with a view that the future prospects of developments in Travel Technology would be beneficial to the Company. The audited accounts for the year ended March 31, 2012 and other particulars pursuant to Section 212(1) of the Companies Act, 1956 relating to M/s. roomsXML Solutions Ltd. are appended to this Report.

### 10) FIXED DEPOSITS:

Pursuant to Section 58A of the Companies Act, 1956 and The Companies (Acceptance of Deposits) Rules, 1975, the Company has not accepted any deposit from the public.

### 11) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, regarding conservation of energy and technology absorption is not applicable to your Company.

### 12) FOREIGN EXCHANGE EARNINGS & OUTGO:

PARTICULARS	For the year ended as on 31 <sup>st</sup> March 2012	For the year ended as on 31 <sup>st</sup> March 2011
(A) Total Foreign Exchange earned	Nil	Nil
(B) Total Foreign Exchange used	Nil	Nil

### 13) INTERNAL CONTROL SYSTEMS AND AUDIT:

The internal audit function is carried out by practicing professionals having domain expertise in internal audit. The scope and extent of internal audit encompasses audit and review of transactions.

The Internal Auditor furnishes a report to the Company and in turn an executive summary of observations and Company's comments are made available to the Audit Committee.

### 14) FORFEITURE OF SHARES:

The capital structure of the Company was consisted of 2,664 equity shares (after implementation of Scheme of Arrangement), which were partly paid-up at Rs. 5/- per share.

The Board of Directors of the Company, in their meeting held on July 25, 2011, have decided to make those partly paid-up equity shares into fully paid-up equity shares and accordingly the Company has sent the call letters to those shareholders whose shares are partly paid-up, to pay the first and final call of Rs. 5/- per share.

Consequently, some shareholders have paid their call amount and those shares were made fully paid-up.

The Board of Directors have resolved in their meeting held on September 08, 2011, to forfeit the shares of those shareholder who have not paid their call amount and in aggregate the Company has forfeited 2,640 equity shares. Such forfeited shares are subject to re-issue in due course and as per the resolution of Board of Directors of the Company.

### 15) AUDITORS' OBSERVATION:

The statutory Auditors M/s. G V Madane & Co., Chartered Accountants, Pune, has not made any qualification / adverse remarks in their Audit Report. The Company has complied with all the rules and regulations applicable to the Company.

### 16) LISTING:

The shares of your Company are listed on the Bombay Stock Exchange, Mumbai and Pune Stock Exchange, Pune and the Company has complied with the provisions related to listing agreement with these Exchanges.

### 17) PARTICULARS OF EMPLOYEES:

As required under the provisions of Section 217(2A) of the Companies Act 1956, read with Companies (Particulars of employees) Rules, 1975 during the year under report, no employee of the Company, throughout the year or part of the year was in receipt of remuneration of Rs. 24,00,000/- per annum or Rs. 2,00,000/- per month or in excess thereof respectively.

The Directors wish to place on record their appreciation for the positive co-operation received from its customers, suppliers, bankers and Government of India.

### FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Date : August 13, 2012

Place : Pune

Prakash Bang

Managing Director



**COMPLIANCE CERTIFICATE**

CIN : L24231PN1992PLC065801

Authorised Capital : Rs. 11,00,00,000/-

Paid-up Capital : Rs. 3,64,38,600/-

**COMPLIANCE CERTIFICATE**

To,  
The Members,  
M/s. INDRAYANI BIOTECH LIMITED,  
Registered Office: 1133/5, F C Road,  
Opp. Police Grounds, Pune – 411 016.  
Maharashtra.

I have examined the registers, records, books and papers of M/s. INDRAYANI BIOTECH LIMITED 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 on March 31, 2012. In my opinion and to the best of my information and according to the examination carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year;

1. The company had kept and maintained Registers as stated in annexure 'A' to this Certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The company had filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director - Department of Company Affairs, Central Government, Company Law Board or other authorities under the Act and the rules made thereunder.
3. The company, being a public limited company, comments is not required.
4. The Board of Directors duly met **Seven (7)** times on April 04, 2011, May 30, 2011, July 25, 2011, August 12, 2011, September 08, 2011, November 14, 2011, and February 13, 2012 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minute Books maintained for the purpose.
5. The company closed its Register of Members from December 26, 2011 to December 31, 2011 and the necessary compliance of Section 154 of the Act has been made.
6. The Annual General Meeting of the company for the financial year 2010-11 was held on December 31, 2011, after giving notices to the members of the company and the resolutions passed thereat were duly recorded in the minute book maintained for the purpose.
7. **No** Extra-ordinary General Meeting held during the financial year under review.
8. The company has not advanced any loans 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 with the related parties pursuant to Section 297 of the Act.
10. The company has made entries, if any, 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.
12. The company has not issued any duplicate Share Certificates during the financial year.
13. The company:
  - i) not delivered all the certificates on allotment of securities and on lodgment, thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act; due to Scheme of Arrangement is in process.





**COMPLIANCE CERTIFICATE**

- ii) has not deposited any amount in separate bank account as no dividend was declared during the financial year.
- iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
- iv) has not transferred the amount to Investors Education and Protection Fund, as there are no such amounts remaining unclaimed or unpaid for a period of seven years.
- v) has duly complied with the requirements of section 217 of the Act.

14. The Board of Directors of the company is duly constituted and there was no appointment of any additional director or alternate director or director to fill casual vacancy during the year under review.
15. The appointment of Managing Director has been made in compliance with the provisions of Section 269 read with Schedule XIII of the Act.
16. The company has not appointed any Sole Selling Agent during the financial year.
17. The company has obtained all necessary approvals from the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Act during the financial year, as detailed below:

Sr.	Particulars	Under Section	Authority	Date of approval
1.	Extension to hold AGM.	166	Registrar of Companies, Pune.	September 28, 2011

18. The Directors have disclosed their interests in other firms / companies to the Board of Directors pursuant to the provisions of the Act and 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. As informed to us, there were no transactions necessitating the company to keep in abeyance the rights to dividends, right shares and / or bonus shares pending registration of transfer of shares.
23. The company has not invited or accepted any deposits falling within the purview of section 58A or 58AA of the Act including Rules there under during the financial year.
24. The company has not made any borrowings during the financial year ended March 31, 2012.
25. The company has not given corporate guarantee to any other bodies corporate.
26. The company has not altered the provisions of the Memorandum with respect to the 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 with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to the name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to the Share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.



**COMPLIANCE CERTIFICATE**

31. As informed to us, there were/was no prosecutions initiated against or show cause notices received by the company and no fines or penalties of any other punishments imposed on 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 company has not constituted a separate Provident Fund Trust for its employees or class of its employees as contemplated under Section 418 of the Act.

Place: Pune  
Date: June 18, 2012.

**For Ravi Sabnis & Associates**  
Company Secretaries  
**CS Ravi Sabnis**  
Proprietor  
Mem. No. ACS : 21213;  
C.P. No. : 8151

**ANNEXURE – A**

Registers maintained by the M/s. Indrayani Biotech Limited, during the financial year ended March 31, 2011:

Sr.	Name of the Register	Under Section
1.	Minutes of Meeting of Board of Directors	193
2.	Minutes of General Meetings	193
3.	Register of Members (through its duly appointed Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd., Pune)	150
4.	Register of Directors, Managers, Secretaries etc.	303
5.	Register of Directors' Shareholdings	307
6.	Register of Charges	143
7.	Register of Contracts	301
8.	Books of Accounts	209
9.	Register of Loans and Investments	372A
9.	Attendance Register for Board & General Meetings	Optional
10.	Register of Transfer of Shares (through its duly appointed Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd., Pune)	Optional

**ANNEXURE – B**

Forms and Returns as filed by M/s. Indrayani Biotech Limited with the Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending on March 31, 2011:

Sr.	Form No./ Return	Purpose of the form	Under Section	SRN	Date of Event and Date of Filing	Whether filed in prescribed time (Y/N)	If delay, whether additional fees paid
1.	e-form No. 61	Application for extension in conducting AGM.	166	B20579090	08-09-2011/17-09-2011	Yes	No
2.	e-form No. 23AC-XBRL 23ACA-XBRL	Balance Sheet and Profit & Loss Account for the Financial Year ending March 31, 2011.	220	P87233532	31-12-2011/05-05-2011	No	Yes
3.	e-form No. 66	Compliance Certificate for the Financial Year ending March 31, 2011.	383A	P84402619	31-12-2011/05-01-2011	Yes	No



## CORPORATE GOVERNANCE REPORT

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

To provide the maximum returns and to increase the wealth of to the shareholders is the fundamental object of the Company. In this direction, the Company has a continuous endeavor to achieve the maximum wealth and returns to the shareholders. For this purpose, good investors' relations and good corporate governance practices are fundamental.

Keeping this in mind, Indrayani Biotech Ltd. (Indrayani) had established and continuously following good Corporate Governance practices with an established system of internal control regarding Corporate Governance. The established code of Corporate Governance aims and achieves, that each Director knows their corporate duties, responsibilities in relation to the direction of the company's affairs. The Directors of the Company are discharging their functions and responsibilities as per standards set in code of Corporate Governance in the best interests of the Company and ultimately the owners of the Company.

The Directors are discharging their duties effectively and efficiently in the shareholders' interest to maximize their wealth. The code of Corporate Governance restrains the Directors from misusing the funds of the Company and any malpractice in the functioning of the Company. The code also prohibits the Directors and senior management from abusing their position in the Company.

The Company has complied with all the provisions as per clause 49 of Listing Agreement regarding Corporate Governance.

### 1. BOARD OF DIRECTORS:

#### 1.1 Composition of the Board:

The Company is being managed by a Board of Directors, which has an optimum combination of Executive and Non Executive Directors. The Board consists of total six Directors including Executive Chairman. This comprises of one Managing Director and Five other directors amongst which four are Non-executive Independent directors and one is Non-Independent director. The Company has no material/pecuniary relationships with the Non-Executive Directors during the year under review.

The day-to-day operations of the Company are managed by Mr. Prakash Bang, Managing Director.

The constitution of the Board as on August 12, 2011, is as under:

Sr.	Name of Director	Date of Appointment	Date of Cessation
1.	Mr. Prakash Bang	August 20, 2010	NA
2.	Mr. Ruchir Bang	August 20, 2010	NA
3.	Mr. Rajesh Vaishnav	August 20, 2010	NA
4.	Mr. Umesh Lahoti	August 20, 2010	NA
5.	Mr. Vivek Malpani	June 04, 1992	NA
6.	Mr. Manjula Malpani	October 01, 2005	NA

#### 1.2 The meetings of the Board:

The Company has complied with Sections 285 to 290 of the Companies Act, 1956, regarding convening, conducting and proceedings of the meeting of the Board of Directors. The meetings of the Board of Directors, during the Financial Year ended March 31, 2012, were held seven times detailed as under:

Date	Venue
April 04, 2011	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.
May 30, 2011	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.
July 25, 2011	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.
August 12, 2011	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.
September 08, 2011	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.
November 14, 2011	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.
February 13, 2012	Regd. Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune – 411 016.

The necessary and relevant information as specified under Annexure I of Clause 49 of Listing Agreement was being provided to the Board at these meetings. The attendance of each Director at those meetings and at the last Annual General Meeting along with the number of public limited companies (including this Company) and the committees where he is a Director/Member (including this Company) is tabulated below:



**CORPORATE GOVERNANCE REPORT**

Name	Category	Attendance Particulars		Number of Directorships in Public Limited Companies	
		Board Meetings	Last AGM	As Director	As Chairman/Member of the Committees
Mr. Prakash Bang	P, MD, ED	4	Yes	5	1
Mr. Ruchir Bang	P, N-INED	7	Yes	3	2
Mr. Rajesh Vaishnav	INED	7	Yes	1	2
Mr. Umesh Lahoti	INED	4	No	4	3
Mr. Vivek Malpani	INED	5	Yes	1	1
Mr. Manjula Malpani	INED	7	Yes	1	3

P: Promoter, MD: Managing Director, ED: Executive Director, INED: Independent Non Executive Director, N-INED: Non-Independent Non Executive Director.

None of the Directors on Board is a Member on more than 10 committees and Chairman of more than 5 Committees across all the Companies in which he is a Director.

**1.3 Re-appointment of Directors:**

Mr. Vivek Malpani, Director and Mr. Rajesh Vaishnav, Director are liable to retire by rotation, at the ensuing Annual General Meeting. Members may pass the ordinary resolution to re-appoint them as directors, liable to retire by rotation, which shall be in the benefit of the Company.

**2. COMMITTEES OF THE BOARD:**

The Board has constituted three committees, namely the Audit Committee, Investors/ Shareholders Grievances Committee and Remuneration Committee.

**2.1 Audit Committee:**

The Audit Committee, constituted by the Board, mainly deals with the Accounting and Financial matters of the Company. During the year Audit Committee met four times on May 30, 2011, August 12, 2011, November 14, 2011 and February 13, 2012.

The composition of the Committee as on March 31, 2011 and the details of meetings attended by the member are as under:

Name of Director	Position	No. of meetings attended
Mrs. Manjula Malpani	Chairman	4
Mr. Umesh Lahoti	Member	3
Mr. Rajesh Vaishnav	Member	4
Mr. Ruchir Bang	Member	4

The powers, role, responsibilities and review of information by audit committee are, as set out in the Listing Agreement and as prescribed under Section 292A of the Companies Act, 1956.

**2.2 Responsibilities of Audit Committee:**

1. Overview of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
  - ii) Changes, if any, in accounting policies and practices and reasons for the same.
  - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
  - iv) Significant adjustments made in the financial statements arising out of audit findings.
  - v) Compliance with listing and other legal requirements relating to financial statements.



## CORPORATE GOVERNANCE REPORT

- vi) Disclosure of any related party transactions.
- vii) Qualifications in the draft audit report.
- 5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- 6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
- 7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- 8. Discussion with internal auditors any significant findings and follow up thereon.
- 9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- 10. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 11. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- 12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### 2.3 Review of Information by Audit Committee:

Following information is reviewed by the Committee:

- 1. Management discussion and analysis of financial condition and results of operations;
- 2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
- 4. Internal audit reports relating to internal control weaknesses; and
- 5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

### 2.4 Investors' / Shareholders' Grievance Committee:

The committee formed by name "Investors' / Shareholders' Grievance Committee" consists of following members as on March 31, 2012:

- 1. Mrs. Manjula Malpani - Chairman
- 2. Mr. Prakash Bang - Member
- 3. Mr. Ruchir Bang - Member

The Committee deals with the following matters namely:

- 1. Transfer and transmission of shares.
- 2. Issue of Share certificates.
- 3. Dematerialization related issues.
- 4. Other related issues.

The committee meets twice in a month. The committee has met 24 times in the Financial Year 2011-2012.

The details of Shareholders complaints, received and redressed, are given in the General Shareholder Information section.

### 2.5 Remuneration Committee:

The Board has formed a committee called "Remuneration Committee" keeping in view of guidelines framed in Clause 49 of Listing Agreement and Schedule XIII of the Companies Act, 1956.

The Remuneration Committee of the Company comprises of non-Executive Independent Directors, as under:

- 1. Mrs. Manjula Malpani – Chairman
- 2. Mr. Vivek Malpani – Member
- 3. Mr. Rajesh Vaishnav – Member

The brief description of the terms of reference to the Remuneration Committee is as follows:

- i. To review and recommend the compensation payable to the Executive Directors
- ii. To Determine the Company's policy on remuneration packages for Executive Director including pension payable.
- iii. Determine the terms and conditions of remuneration packages including revision and decide on matters relating thereto.
- iv. To approve the remuneration payable to the Executive Director.
- v. Determine the commission, minimum remuneration payable to the Executive Director in event of inadequacy of profit.



## CORPORATE GOVERNANCE REPORT

During the financial year 2011-2012, Non-Executive Directors have waived the remuneration payable to them in the form of sitting fees for attending the Board Meeting and Committee Meetings and hence no remuneration was paid to the Non-Executive Directors.

No remuneration was paid to the Managing Director. There was no revision in remuneration of Managing Director or Executive Director, and hence the committee has not met during the year.

Details of Director's Remuneration paid or payable for the Financial Year ended March 31, 2012:

(In Rupees)

Name	Salary and Perquisites	Leave Encashment	Total
Mr. Prakash Bang (MD)	Nil	Nil	Nil

The Company does not have any Stock Option Scheme.

### 3. DETAILS OF GENERAL BODY MEETINGS HELD:

#### 3.1 Annual General Meetings:

Sr.	For the Financial Year	Location	Time	Date	Special Resolution Passed
1.	2008 – 2009	Village Markal, Tal. Khed, Dist. Pune – 412 205.	10.00 a.m.	June 24, 2009	Nil
2.	2009 – 2010	Village Markal, Tal. Khed, Dist. Pune – 412 205.	10.00 a.m.	Sept. 30, 2010	Nil
3.	2010 – 2011	1133/5, F C Road, Shivajinagar, Pune – 411 016.	11.30 a.m.	December 31, 2011	Nil

### 4. DISCLOSURES:

#### 4.1 Related Party Transactions:

During the year, the Company had not entered into transactions of material significance with its promoters, Directors or their relatives, which may have potential conflict of interests with the Company at large. The details of transactions with related parties are disclosed in detailed financial statements.

#### 4.2 Compliance with Regulations:

There was neither any non-compliance by the Company of any matters related to capital markets during the last three years nor did the Company attract any penalties or strictures passed by the Stock Exchanges, SEBI or any other statutory authority.

#### 4.3 Risk Management:

The process of identification and evaluation of various risks inherent in the business environment and the operations of the Company and initiation of appropriate measures for prevention and/or mitigation of the same is dealt with by the concerned operational heads under the overall supervision of the Managing and Whole Time Directors of the Company. The Audit Committee periodically reviews the adequacy and efficacy of overall risk management system.

#### 4.4 Disclosure of Accounting Treatment:

The Company has strictly adhered to Companies (Accounting Standards) Rules, 2006 and accordingly the Financial Statements are prepared as per Accounting Standards issued by Institute of Chartered Accountants of India. They are not different from Accounting Standards in any respect.

### 5. CODE OF CONDUCT:

5.1 The Company adopted a Code of Conduct for its Directors and Senior Management cadres at the meeting of the Board of Directors. The Directors and Senior Management Personnel have affirmed their compliance of the Code of Conduct.

5.2 The Company has instituted a Code of Conduct for prevention of Insider Trading in the securities of the Company for its Directors and Key Management Staff as required by SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended.

### 6. MEANS OF COMMUNICATION:

The Company has made proper communication with its shareholders through publishing Half Yearly Results (period ended September 30, 2011) and the Annual results (period ended March 31, 2012) in the daily 'Navshakti' in the regional language and in the 'The Free Press Journal' in English.



## CORPORATE GOVERNANCE REPORT

The quarterly results for June 30, 2011 and December 31, 2011 were also published in the daily 'Navshakti' in the regional language and in the 'The Free Press Journal' in English.

The quarterly results, half yearly results and the annual results were simultaneously hosted on the official website of the Company:

[www.indrayani.com](http://www.indrayani.com)

The Company also displays any official news releases on its website.

No presentations were made to Institutional investors or to Analysts in this year.

The Management Discussion and Analysis forms part of the Annual Report and is annexed to the Director's Report.

### 7. SUBSIDIARY COMPANY:

M/s. RoomsXML Solutions Limited, is a wholly owned subsidiary of the Company. The subsidiary company is engaged in the business of providing travel solutions. The subsidiary company is a "material non listed Indian Subsidiary Company" as defined under clause 49 of Listing Agreement. The Audit Committee has also reviewed the financial statements of Subsidiary Company, from time to time. The financial statements for the subsidiary company are included in the Annual Report.

The minutes of the Board Meetings of Subsidiary Company is produced before the Board Meeting of the Company for review and approval.

### 8. GENERAL SHAREHOLDER INFORMATION:

#### 8.1 Annual General Meeting:

Date	: SEPTEMBER 29, 2012
Day	: SATURDAY
Time	: 11.30 A.M.
Venue	: At the Registered Office at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, PUNE – 411016.

#### 8.2 Appointment / re-appointment of Directors:

Mr. Vivek Malpani, Director and Mr. Rajesh Vaishnav, Director who retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The information as required under Corporate Governance for the above Directors is as follows:

Particulars	Mr. Vivek Malpani	Mr. Rajesh Vaishnav
Date of Birth	October 13, 1958	December 27, 1956
Date of Appointment	June 06, 1992	August 20, 2010
Qualification	M.Sc., MBA	B. Com., DBM
Expertise	Technology & Management	Business Management, Corporate Strategy
Directorship held in other Public Limited Companies	Nil	Websource Technologies Ltd.

#### 8.4 Financial Calendar:

1<sup>st</sup> April to 31<sup>st</sup> March.

Financial Reporting for the year 2012 - 2013:

Quarter ending on	Tentative date for publication of Financial Results
June 30, 2012	August, 2012 (Second week)
September 30, 2012	November, 2012 (Second week)
December 31, 2012	February, 2013 (Second week)
March 31, 2013	May, 2013 (Fourth week)



**CORPORATE GOVERNANCE REPORT****8.5 Date of Book Closure:**

25<sup>th</sup> September, 2012 to 29<sup>th</sup> September, 2012. (Both days inclusive)

**8.6 Listing of Company's Shares:**

The shares of the Company are listed on the following Stock Exchanges:

1. The Stock Exchange, Mumbai,  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai – 400 023.
2. Pune Stock Exchange,  
Sadashiv Peth, R B Kumthekar Marg,  
Pune – 400 030.

**8.7 Stock Codes :**

The Stock Exchange, Mumbai : 526445  
ISIN of the Company : INE 007C01013

**8.8 Market Price Data :**

Monthly high and low quotations as well as volume of shares traded at Bombay Stock Exchange, Mumbai:

Month	Stock Exchange, Mumbai			
	High (Rs.)	Low (Rs.)	Close (Rs.)	Volume (Nos.)
Apr-11	5.08	5.08	5.08	—*
May-11	5.08	5.08	5.08	—*
June-11	5.08	5.08	5.08	—*
July-11	5.08	5.08	5.08	—*
Aug-11	5.08	5.08	5.08	—*
Sept-11	5.08	5.08	5.08	—*
Oct-11	5.08	5.08	5.08	—*
Nov-11	5.08	5.08	5.08	—*
Dec-11	5.08	5.08	5.08	—*
Jan-12	5.08	5.08	5.08	—*
Feb-12	5.08	5.08	5.08	—*
Mar-12	5.08	5.08	5.08	—*

Source : [www.bseindia.com](http://www.bseindia.com).

\* Due to procedural aspects, the trading in scrip of the Company was suspended.

**8.9 Registrar and Share Transfer Agents:**

LINK INTIME INDIA PRIVATE LIMITED.  
202, 2<sup>nd</sup> Floor, Akshay Complex,  
Off Dhole Patil Road, Pune 411 001.  
Tel. : 091-20-260161629  
Email: [pune@linkintime.co.in](mailto:pune@linkintime.co.in)  
Website: [www.linkintime.co.in](http://www.linkintime.co.in)

Shareholders holding their shares in electronic mode are advised to address all correspondence to their respective depository participants.

**8.10 Share Transfer System:**

For the shares held in physical form our Registrar and Share Transfer Agent, M/s. Link Intime India Private Limited, carry out the transaction after a careful scrutiny of the same. The R&T agents send a Memorandum of Share Transfer (MoT) periodically, specifying the details of shares transferred and rejected, if any. The MoT is approved by the Directors Sub-Committee namely Investors / Shareholders Grievance Committee in their meeting.





## CORPORATE GOVERNANCE REPORT

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates on half yearly basis, have been issued by a Company Secretary in practice for due compliance of share transfer formalities by the Company, pursuant to SEBI (Depositories and Participants) Regulations, 1996, certificates have also been received from a Company Secretary in Practice for timely dematerialization of the shares of the Company and for conducting a Secretarial Audit on a quarterly basis for reconciliation of the share capital of the Company.

### 8.11 Details of Complaints / Requests received during the year 2011 - 2012:

Sr. No.	Nature of complaint/ request	2011 - 2012 Received	2011 - 2012 Redressed
1.	Change / Correction of Address	--	--
2.	Request for Dematerialisation	--	--
3.	Request for Rematerialisation	--	--
4.	Request for Duplicate Securities	--	--
5.	Non-Receipt of Securities	1	1
6.	Transfer & Transmission of Securities	40	40
7.	Deletion of Joint names	--	--
8.	Non receipt of Dividend Warrants	--	--
9.	Dividend Warrants for re-validation	--	--
10.	Other Complaints / Requests	11	11
	<b>TOTAL</b>	<b>51</b>	<b>51</b>

The Company attends to the Complaints / Queries of the Investors, within 15 days from the date of receipt of the same.

### 8.12 Distribution of Shareholding :

Distribution Schedule as on 31<sup>st</sup> March, 2012

Sr.	Category		No. of Cases	% of Cases	Amount	% of Amount
	From	To				
1	1	5,000	18,813	99.21%	50,91,460	13.97%
2	5,001	10,000	71	0.37%	6,66,740	1.83%
3	10,001	20,000	48	0.25%	13,24,850	3.63%
4	20,001	30,000	7	0.04%	3,73,540	1.02%
5	30,001	40,000	5	0.03%	5,39,210	1.48%
6	40,001	50,000	2	0.01%	96,540	0.26%
7	50,001	1,00,000	5	0.03%	17,00,810	4.66%
8	1,00,001 and Above		11	0.06%	2,66,45,450	73.07%
	<b>TOTAL</b>		<b>18,962</b>	<b>100.00%</b>	<b>3,64,38,600</b>	<b>100.00%</b>

### 8.13 Shareholding Pattern as on 31<sup>st</sup> March, 2012

Total Nominal Value : Rs. 3,64,38,600/- ; Nominal Value of each Share : Rs.10/-

Total No. of Shares : 36,43,860; Paid up value of each Share : Rs.10/-

Category	No. of cases	No. Of Shares	% of Shareholding
Indian Promoters	6	21,64,000	59.39%
Mutual Funds & UTI	0	0	0
Banks, Financial Institutions, Insurance Companies, (Central/State Govt. Institutions/ Non-government Institutions)	0	0	0
Corporate Bodies	131	3,27,345	8.98%
Indian Public	19,044	10,95,015	30.05%
Foreign Company	0	0	0
HUFs	1	57,500	1.58%
<b>TOTAL</b>	<b>18,962</b>	<b>36,43,860</b>	<b>100.00%</b>



**CORPORATE GOVERNANCE REPORT****8.14 Dematerialization of Shares and Liquidity:**

The Company's shares are dealt with both the depositories viz. NSDL and CDSL. At the end of year March 31, 2011, 40.66% of the total issued shares of the Company are held in the demat mode. Pursuant to the Scheme of Arrangement, the Company has allotted, for the time being, the equity shares to the new shareholders in physical form.

**8.15 Outstanding GDRs / ADRs / Warrants or any Convertible:**

Instruments, conversion date and likely impact on equity - Not Applicable

**8.16 Address for correspondence:**

Mr. Ruchir Bang,  
1133/5, F C Road, Opp. Police Grounds,  
Shivajinagar, Pune – 411 016. Maharashtra.  
Tel. : +91-20-27290099  
E-mail : info@indrayani.com

**9. CEO/CFO CERTIFICATION:**

The Managing Director certify to the Board that:

- a) The Financial statements and the cash flow statements for the year have been reviewed and to the best of their knowledge and belief are true and present a true and fair view of the Company's affairs.
- b) To the best of their knowledge and belief, no transactions entered are fraudulent, illegal or violate the company's code of conduct.
- c) They accept the responsibility for establishing and maintaining internal controls for financial reporting and that, they have evaluate the effectiveness, disclosing the deficiencies to the Auditors and the Audit Committee and take or proposed to take steps to certify these deficiencies.
- d) They indicated to the Auditors and the Audit Committee:
  - i) No significant changes in internal control process during the year.
  - ii) No significant changes in accounting policies and
  - iii) No instances of significant fraud of which they have become aware.

For and on behalf of the Board,

**Prakash Bang**  
Managing Director

Date : August 13, 2012.  
Place : Pune



**CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of Indrayani Biotech Ltd.  
Pune - 411 016.

**Re: Corporate Governance Certificate**

We have examined the compliance of conditions of Corporate Governance by Indrayani Biotech Limited (the Company) for the year ended on March 31, 2012, as stipulated in clause 49 of the Listing Agreements entered into with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

As per the records of the Company, there were no investor grievances remaining unattended for a period exceeding one month against the Company.

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 and on behalf of G V MADANE & CO.*

**CHARTERED ACCOUNTANTS**

*G V Madane, Proprietor*

Pune, July 30, 2012.

**CEO CERTIFICATION****CERTIFICATION OF FINANCIAL STATEMENTS**

I, **Mr. Prakash Bang**, Managing Director of Indrayani Biotech Ltd., certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2012 that to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee:
  - (i) significant changes in internal control during the year;
  - (ii) significant changes in accounting policies, if any, during the year and that the same, if any, have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system

Thank you,

For **Indrayani Biotech Limited**,

**Prakash Bang, Managing Director**

Dated: August 13, 2012.



**AUDITOR'S REPORT**

To, THE MEMBERS OF  
INDRAYANI BIOTECH LTD, PUNE.

1. We have audited the attached Balance Sheet of INDRAYANI BIOTECH LTD as at 31<sup>st</sup> March 2012 and Profit & Loss Account and cash flow statement for the period ended on that date and annexed there to. These financial statements are the responsibility the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We have conducted our audit 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 misstatements. An audit includes examining on the test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principals 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.
3. As required by the Companies (Auditors 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 referred a statement on the matters specified in paragraph 4 and 5 of the said order.
4. 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 purpose of our audit.
  - II. In our opinion, proper books of account are required by law have been kept by the company so far as appears from our examinations of the books.
  - III. The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account.
  - IV. In our opinion the Balance Sheet and Profit & Loss Account dealt with by this report comply with the accounting standards referred to sub-section (3C) of section 211 of the Companies Act 1956.
  - V. On the written representation as on 31<sup>st</sup> March 2012 and taken on record by the board of directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March 2012 from being appointed as a director in terms of clause (9) 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 explanation 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 principals generally accepted in India.
    - A. In the case of the Balance Sheet of the state of affairs of the Company as at 31<sup>st</sup> March 2012.
    - B. In the case of the Profit & Loss Account of the Profit for the period ended on that date.
    - C. In the case of the cash flow statement, of the cash flows for the period ended on that date.

For, **G.V.Madane & Co.**  
Chartered Accountants

Place: Pune  
Date: July 30, 2012.

**(G.V. Madane)**  
Proprietor

**ANNEXURE TO THE AUDITOR'S REPORT**

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

1.
  - a) The company has maintained memorandum of records to show particulars including quantitative details & situation of its fixed assets. However comprehensive fixed assets register is being complied.
  - b) The Fixed assets were physically verified by the management during the year and revealed no discrepancies.
  - c) During the year the company has not disposed off substantial part of fixed assets.
2.
  - a) The inventory has been physically verified by the management and frequency of verification is reasonable.
  - b) In our opinion & according to the information & explanation given to us procedure of physical verification of inventories followed by management is reasonable and adequate in relation to the size of the company and nature of its business.
  - c) The Co. is maintaining proper records of inventory & no material discrepancies were noticed on physical verification.
3.
  - a) According to the information & explanation given to us the company has not taken or granted any loan from the companies or firm or other parties cover in the register maintained under section 301 of the Companies Act.  
Thus paragraph 4(iii) – (b), (c) & (d) of the CARO, 2003 are not applicable.
  - e) The co. has taken loans, secured or unsecured, from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act 1956 and/or from the companies same management as defined under section 370 (1B) of the companies Act 1956. The maximum amount involved during the year was **NIL** And period end balance of the loan taken from such parties was **NIL**.
  - f) In our opinion the rate of interest, and other terms and conditions on which loans have been taken from the companies, firms or other parties listed in the register maintained under section 301 of the Companies Act 1956 are not, prima facie, prejudicial to the interest of the company.



**ANNEXURE TO THE AUDITOR'S REPORT**

- g) The repayment schedule is not specified and therefore we can not comment on whether the company is regular in repaying the principal amount as stipulated and no interest is either paid or provide in the books of accounts.
4. In our opinion & according to the information & explanation given to us there exists an adequate internal control procedure commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sales of goods and services. During the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control systems.
5. a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered in the register u/s 301 of the companies Act 1956, have been so entered.  
b) According to the information and explanations given to us, there were no transactions made in pursuance of the contracts arrangements entered in the register maintained under section 301 of the Companies act 1956 and exceeding the value of Rs. Five lakhs in respect of each party during the year.
6. In our opinion and according to the information and explanations given to us the company has not accepted any deposits from public, directives issued by the Reserve Bank of India and the provisions of section 58A and 58AA or any other relevant provision of the Companies Act 1956 and the Rules framed there under are not applicable.. No order has been passed by the Company Law Board or National Company Law tribunal or Reserve Bank of India or any court or any other tribunal.
7. As per the information and explanations given to us by the management, the company internal control procedure together with the internal check conducted by the management staff during the year can be considered as an internal audit system commensurate with the size and nature of its business.
8. The maintenance of the cost records has not been prescribed by the central govt. u/s. 209(1)(d) of the Companies Act, 1956.
9. a) The company is regular in depositing with appropriate authorities undisputed statutory dues like provident funds, Employees State Insurance Fund, Sales Tax, Excise duty, cess, Income Tax and other statutory dues as represented to us, investors education protection funds, employees state insurance, sales Tax, Wealth Tax, service Tax, Excise duty and cess are not applicable to company. The company has not paid any provident fund as it is not due in the opinion of the management. The company is regular in depositing Income Tax and other material statutory dues applicable to it.  
b) According to the information & explanation given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom duty, Excise duty & Cess were in arrears as on 31<sup>st</sup> March, 2012 for a period of more then six months from the date they become payable.
10. In our opinion accumulated losses of the company are more than 50% of its net worth. There is no revenue generation during the year. The company has incurred cash losses in the immediately preceding financial year.
11. In our opinion and according to the information given to us, the company has not defaulted in repayment of dues to financial institution or bank or debenture holder.
12. According to the information and explanations given to us, the company has not granted any Loan & Advances on the basis of securities by way of pledge of shares, debentures and other securities etc.
13. In our opinion, the company is not a chit fund or nidhi/mutual benefit fund/society therefore, the provision of clause 4 (xiii) of the Companies (Auditors Report) Order 2003 is not applicable to the company.
14. In our opinion, the company is not dealing in or trading in shares, Securities, Debentures and other investments. Accordingly, the provision of clause 4 (xiv) of the Companies (Auditors Report) Order 2003 are not applicable to the company.
15. The company has not given guarantees for loans taken by others from bank or financial institutions, consequently provisions of clause (xv) of paragraph 4 of CARO 2003 are not applicable to company.
16. Based on our examination of the records and information and explanation given to us, during the year no term loan has been obtained. Consequently the provisions of clause (xvi) of paragraph 4 of CARO 2003 are not applicable to company.
17. According to the information & explanation given to us an overall examination of the BALANCE SHEET of the company, we report that 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. According to the information given to us the company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act. Therefore provisions of clause 4(xviii) of the Companies (Auditors Report) Order, 2003 are not applicable to company.
19. According to the information & explanation given to us, during the period covered by our Audit Report, the company has not issued debentures. Therefore, the provisions of clause 4(xix) of the Companies (Auditors Report) Order 2003 are not applicable to the company.
20. According to the information & explanation give to us, during the period of Audit report the company has not raised money by public issue. Therefore, the provisions of clause 4(xx) of the Companies (Auditors Report) Order 2003 are not applicable to the company.
21. According to the information & explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For, **G.V.Madane & Co.**  
Chartered Accountants

**(G.V. Madane)**  
Proprietor

Place: Pune  
Date: July 30, 2012



**BALANCE SHEET**

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders Funds :</b>			
	(a) Share Capital	<b>1</b>	3,64,38,600	3,64,51,680
	(b) Reserves and Surplus	<b>2</b>	(21,13,125)	(12,99,446)
<b>2</b>	<b>Current liabilities</b>			
	(a) Trade Payable	<b>3</b>	13,14,549	5,30,493
	(b) Short-term provision	<b>4</b>	25,003	24,985
			<b>3,56,65,027</b>	<b>3,57,07,712</b>
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	<b>5</b>		
	(i) Tangible assets			
	(a) Gross Block at Cost		2,68,288	2,68,288
	(b) Less : Depreciation		1,02,503	58,698
	(c) Net Block		<b>1,65,785</b>	<b>2,09,590</b>
	(ii) Intangible assets		3,49,96,621	3,49,96,621
<b>2</b>	<b>Current Assets</b>			
	(a) Current investments	<b>6</b>	5,00,000	5,00,000
	(b) Cash and Cash equivalents	<b>7</b>	2,621	1,501
			<b>3,56,65,027</b>	<b>3,57,07,712</b>

As per attached report of even date

For **G.V. Madane & Co.**  
Chartered Accountants**G V Madane**  
Proprietor

Pune, July 30, 2012.

On behalf of the Board of Directors

**Prakash Bang**  
Managing Director**Ruchir Bang**  
Director**Rajesh Vaishnav**  
Director

Pune, May 28, 2012



**PROFIT AND LOSS ACCOUNT**

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from operation		-	-
II	Other Income - Surplus from Shares Forefeiture		880	-
III	<b>Total Revenue ( I + II )</b>		<b>880</b>	<b>-</b>
IV	<b>Expenditure :</b>			
	Depreciation and Amortisation	5	43,805	58,698
	Other Expenses	8	7,83,954	5,53,977
	<b>Total Expenses</b>		<b>8,27,759</b>	<b>6,12,675</b>
V	<b>Profit / (Loss) before exceptional and extraordinary items and tax ( III - IV )</b>		<b>(8,26,879)</b>	<b>(6,12,675)</b>
VI	Exceptional items - Surplus from Shares Forefeiture		-	-
VII	<b>Profit / (Loss) before tax (VII-VIII)</b>		<b>(8,26,879)</b>	<b>(6,12,675)</b>
VIII	Extraordinary items		-	-
IX	<b>Profit before tax (VII - VIII)</b>		<b>(8,26,879)</b>	<b>(6,12,675)</b>
X	<b>Provision for tax</b>			
	Income Tax		-	-
	Deferred Tax		-	-
XI	<b>Profit / (Loss) for the period from continuing operations (XII - XIII)</b>		<b>(8,26,879)</b>	<b>(6,12,675)</b>
XII	Profit (Loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operation		-	-
XIV	<b>Profit (Loss) from discontinuing operation (after tax) (XII - XIII)</b>		<b>-</b>	<b>-</b>
VI	<b>Balance carried to Balance Sheet</b>		<b>(8,26,879)</b>	<b>(6,12,675)</b>

Notes forming part of the Financial Statements

As per attached report of even date

On behalf of the Board of Directors

For **G .V. Madane & Co.**  
Chartered Accountants**Prakash Bang**  
Managing Director**Ruchir Bang**  
Director**G V Madane**  
Proprietor**Rajesh Vaishnav**  
Director

Pune, July 30, 2012.

Pune, May 28, 2012.

**NOTES FORMING A PART OF THE ACCOUNTS**

Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period	Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period
1	<b>SHARE CAPITAL</b>				<b>ISSUED, SUBSCRIBED AND PAIDUP</b>		
	<b>AUTHORISED</b>				36,43,860 Equity Shares of		
	110,00,000 Equity Shares of				Rs. 10/- each fully paid-up	3,64,38,600	3,64,38,360
	Rs. 10/- each	11,00,00,000	11,00,00,000		(Previous year 36,43,836 equity		
	(Previous year 110,00,000 equity				shares of Rs.10/- each fully paid-up)		
	shares of Rs.10/- each)				2,664 Equity Shares of Rs. 10/- each,		
	<b>TOTAL (RS.)</b>	<b>11,00,00,000</b>	<b>11,00,00,000</b>		partly paid-up @ Rs. 5/- per share	-	13,320
					<b>TOTAL (RS.)</b>	<b>3,64,38,600</b>	<b>3,64,51,680</b>



## NOTES FORMING A PART OF THE ACCOUNTS

Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period	Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period
<b>Note no. 6(A)(d) of Part I of Schedule VI</b>				<b>4</b>	<b>Short Term Provision</b>		
	Particulars		Equity Shares (No.)		Outstanding Expenses	20,000	20,000
	Shares outstanding at the beginning of the year		36,46,500		T.D.S.Payable	5,003	4,985
	Shares Issued during the year		-		<b>TOTAL (RS.)</b>	<b>25,003</b>	<b>24,985</b>
	Shares forfeited during the year		2,640	<b>6</b>	<b>Current Investments</b>		
	<b>Shares outstanding at the end of the year</b>		<b>36,43,860</b>		Investment in wholl owned subsidiary		
					- Roomxml Solutions Ltd.	5,00,000	5,00,000
					<b>TOTAL (RS.)</b>	<b>5,00,000</b>	<b>5,00,000</b>
<b>Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956</b>				<b>7</b>	<b>CASH &amp; BANK BALANCES</b>		
	Name of Shareholder	As at 31 March 2012			Cash in hand	-	-
		No. of Shares held	% of Holding		<b>Balances Banks:</b>		
	<b>Equity Share Capital</b>				HDFC Bank	2,621	1,501
	Prakash Ramchandra Bang	15,44,400	42.38%		<b>TOTAL (RS.)</b>	<b>2,621</b>	<b>1,501</b>
	Lahoti Overseas Limited	2,00,000	5.49%	<b>8</b>	<b>OTHER EXPENSES</b>		
	<b>TOTAL</b>	<b>17,44,400</b>	<b>47.87%</b>		Auditors' Remuneration	30,000	20,000
<b>Note no. 6(A)(l) of Part I of Schedule VI to the Companies Act, 1956</b>					Bank and Wire Transfer Charges	15	-
	Particulars	No. of Shares held	Amt. originally paid-up per share (Rs.)		Legal & Professional Fees	4,53,411	2,79,235
	Partly paid-up shares forfeited on September 08, 2011	2,640	5		Postage, Telephone & Telegram	27,170	-
	<b>TOTAL</b>	<b>2,640</b>	<b>5</b>		Travelling & Conveyance	-	3,000
<b>2</b>	<b>Reserves and Surplus</b>				<b>Office &amp; General Expenses</b>		
	Forefeiture Account	13,200	-		Domain Registration Charges	2,205	-
	<b>Surplus / (Deficit)</b>				Legal Expenses	-	55,150
	Opening Balance	(12,99,446)	(6,86,771)		Fees & Subscriptions	15,300	16,760
	Add: Net Profit / (Net Loss) for the year	(8,26,879)	(6,12,675)		<b>Repairs &amp; Maintenances</b>		
	<b>TOTAL (RS.)</b>	<b>(21,13,125)</b>	<b>(12,99,446)</b>		- Others	-	8,036
					<b>Miscellaneous Expenses</b>		
<b>3</b>	<b>Trade Payables</b>				Advertisement & Sales Promotion	77,526	51,741
	-Due to Micro & Small Enterprises	-	-		Exhibition & Marketing Expenses	1,14,629	67,610
	-Others	13,14,549	5,30,493		Printing & Stationary	63,698	52,445
	<b>TOTAL (RS.)</b>	<b>13,14,549</b>	<b>5,30,493</b>		<b>TOTAL (RS.)</b>	<b>7,83,954</b>	<b>5,53,977</b>

## Note No. 5 : Fixed Assets

	Opening	GROSS BLOCK			DEPRECIATION				NETBLOCK		
		WDV As at 1.4.2011	Additions during year	Sale/Adjustment during the year	As at 31.3.2012	As at 1.4.2011	For the year	Adjustment	Upto 31.3.2012	As at 31.3.2012	As at 31.3.2011
<b>(A) TANGIBLE</b>											
Computers	39,286	-	-	39,286	15,714	9,455	-	25,169	14,117	23,572	
Furniture & Fixtures	40,417	-	-	40,417	7,315	6,008	-	13,323	27,094	33,102	
Office Equipment	1,09,817	-	-	1,09,817	15,276	13,187	-	28,463	81,354	94,541	
Vehicles	78,768	-	-	78,768	20,393	15,155	-	35,548	43,220	58,375	
<b>Sub Total (A)</b>	<b>2,68,288</b>	<b>-</b>	<b>-</b>	<b>2,68,288</b>	<b>58,698</b>	<b>43,805</b>	<b>-</b>	<b>1,02,503</b>	<b>1,65,785</b>	<b>2,09,590</b>	
<b>(B) INTANGIBLE</b>											
Goodwill	3,49,96,621	-	-	3,49,96,621	-	-	-	-	3,49,96,621	3,49,96,621	
<b>Sub Total (B)</b>	<b>3,49,96,621</b>	<b>-</b>	<b>-</b>	<b>3,49,96,621</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,49,96,621</b>	<b>3,49,96,621</b>	
<b>Total (A + B)</b>	<b>3,52,64,909</b>	<b>-</b>	<b>-</b>	<b>3,52,64,909</b>	<b>58,698</b>	<b>43,805</b>	<b>-</b>	<b>1,02,503</b>	<b>3,51,62,406</b>	<b>3,52,06,211</b>	
Previous Year	1,82,89,074	3,52,64,909	1,82,89,074	3,52,64,909	98,80,928	58,698	98,80,928	58,698	3,52,06,211	84,08,146	





**CASH FLOW STATEMENT**

Particulars	As on March 31, 2012 (Rs.)	As on March 31, 2011 (Rs.)
<b>1 Cashflow from Operating Activities :</b>		
Net Profit before Tax & Exceptional items	(8,26,879)	(6,12,675)
<b>Add: Non Cash Expenses</b>		
- Depreciation on Fixed Assets	43,805	58,698
	<u>43,805</u>	<u>58,698</u>
Less: Interest on Bank Deposit (Considered Separately)	-	-
Other Income	-	-
	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>(7,83,074)</b>	<b>(5,53,977)</b>
Increase in Sundry Debtors	-	-
Increase in Current Liabilities & Provisions	(7,84,074)	(5,55,478)
	<u>1,000</u>	<u>1,501</u>
<b>Cash generated from operating activities</b>	<b>1,000</b>	<b>1,501</b>
<b>Income Taxes paid</b>	<b>-</b>	<b>-</b>
	<u>1,000</u>	<u>1,501</u>
<b>Net cash provided by operating activities</b>	<b>1,000</b>	<b>1,501</b>
<b>2 Cashflow from Investing Activities :</b>		
Purchase of Fixed Assets	-	-
<b>Net cash provided by investing activities</b>	<b>-</b>	<b>-</b>
<b>3 Cashflow from Financing Activities :</b>		
Issue of shares (Partly paid shares)	120	-
<b>Net cash provided by financing activities</b>	<b>120</b>	<b>-</b>
	<u>1,120</u>	<u>1,501</u>
<b>Net cash increase / (decrease) in cash &amp; cash equivalents</b>	<b>1,120</b>	<b>1,501</b>
Cash & Cash equivalents at the beginning of the year	1,501	-
	<u>2,621</u>	<u>1,501</u>
<b>Cash &amp; Cash equivalents at the end of the year</b>	<b>2,621</b>	<b>1,501</b>

As per attached report of even date

On behalf of the Board of Directors

For **G .V. Madane & Co.**  
Chartered Accountants**Prakash Bang**  
Managing Director**Ruchir Bang**  
Director**G V Madane**  
Proprietor  
Pune, July 30, 2012.**Rajesh Vaishnav**  
Director  
Pune, May 28, 2012

**NOTES TO THE ACCOUNTS****I. SIGNIFICAN ACCOUNTING POLICIES:****1. Statement on significant Accounting Policies followed by the company:****I System of Accounting:**

- A. The company generally follows the accrual basis of accounting both as to income & expenditure except those with significant uncertainties.
- B. 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.
- C. Estimates & Assumptions used in the preparation of the Financial Statements are based on the relevant facts and circumstances as of the date of the Financial Statements which may differ from the actual results at a subsequent date.

**II Fixed Assets & Depreciation:**

- A. Fixed assets are carried at their cost of acquisition less accumulated depreciation
- B. Depreciation on all assets has been provided on "Written Down Value Method" in the manner and at the rates specified in Schedule XIV to Companies Act, 1956.
- C. Intangible assets viz. Goodwill is not amortised in the accounts.

**III Revenue Recognition:**

There is no revenue generation during the year.

**IV Taxation:**

As there is no taxable income during the year Current tax determined is NIL. Deferred Tax is recognized subject to consideration of prudence in respect of deferred tax assets arising due to timing differences, being the differences between the Taxable Income and Accounting Income which originate in one year and are capable of reversal in one or more subsequent years. Deferred Tax assets on account of brought forward losses and unabsorbed depreciation under the Tax laws are recognized, only if there is virtual certainty of its realization supported by convincing evidence. At each balance sheet date the carrying amount of deferred tax assets are reviewed, to reassure realization.

**V Miscellaneous Expenditure:**

Preliminary expenditure is being amortised over a period of 5 years.

**VI Investments:**

The company has invested in 100% owned subsidiary company RoomsXML Solutions Limited. The Investment in the subsidiary company is not shown in the Consolidated Financial Statements. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are carried at cost. However, provision is made to recognize a decline other than temporary, in the value of long term investments.

Current investments are carried at lower of cost and fair value, determined on an individual basis.

**VII Earnings/(loss) per share:**

Basic earnings/(loss) per share are calculated by dividing the net profit after tax / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**VIII Retirement and other employee benefits:**

There are no employees are employed during the year.

**IX Foreign Currency Transactions:**

There are no foreign currency transactions

**X Derivatives:**

There are no derivative contracts.

**XI Operating Leases:**

Company is not entered into any lease contracts during the year.

**II. NOTES FORMING PART OF THE ACCOUNTS****1 Contingent Liabilities**

No provision is made for liabilities that are contingent in nature and are not recognized in the financial statements but if material, the same are disclosed by way of notes to accounts.



**NOTES TO THE ACCOUNTS****2** Details of Foreign Currency Transactions

Particulars	2011-12 Rs.	2010-11 Rs.
(A) Expenditure in foreign currency	NIL	NIL
(B) Earnings in Foreign currency	NIL	NIL

**3** In accordance with Accounting Standards-22 "Taxes on Income" issued by The Institute of Chartered Accountants of India, the Holding company has not recognized any Deferred Tax Assets, which results from the timing differences between the Book Profits and Tax Profits as there is no reasonable level of certainty supported by convincing evidence of past records and that sufficient future taxable income will be available against such deferred tax assets

**4 Segment Reporting:**

The Company operates in a single business segment - Travel related business. Hence, no segment wise figures are mentioned.

**5** In absence of balance confirmations, balances in Sundry Creditors and Other current Liabilities are as per Books of Accounts only.

**6 Details of Auditors Remuneration:**

Payments to Auditors	2011-12(Rs.)	2010-11(Rs.)
As Statutory Auditor	30,000	20,000

**7** On the basis of information available with the Company, regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act 2006", there were no dues to supplier as at 31 March 2012. Further there were no overdue during the period and therefore the question of provision of interest and related disclosures under the said Act does not arise

**8** Disclosure pursuant to Accounting Standard – 15 (Revised) "Employee Benefits": As there are no employees in the holding company there are no benefits are provided.

**9 Related party disclosure:**

(a) Wholly Owned Subsidiary Company  
RoomsXML Solutions Limited

(b) Entities where Key Management Personnel have significant influence  
Websource Technologies Limited  
Indrayani Tissue Culture Pvt. Ltd.

(c) Transactions between the company and related parties and the status of outstanding balances as at March 31, 2012. Reimbursement of expenses made by Websource Technologies Limited on behalf of the Indrayani Biotech Limited. Outstanding as at March 31, 2012 is Rs. 12,90,442/- (Previous year Rs.503,879/-). Indrayani Tissue Culture Pvt. Ltd. closing balance of Rs.1,621/- (Previous Year Rs.1,501/-) includes transfer of bank balance and amount received on behalf of Indrayani Tissue Culture Pvt. Ltd.

**10** Disclosure as required by clause 32 of listing agreement with stock exchanges:  
Websource Technologies Limited outstanding Rs.12,90,442/-, maximum amount outstanding during the year Rs.12,90,442/-.

**11** AS 21 – Consolidated Financial Statements : The Company is having one Wholly Owned Subsidiary Company viz. RoomsXML Solutions Ltd., which is Material Non-Listed Indian Subsidiary Company. According to Accounting Standard 21 – Consolidated Financial Statements, the Audited Consolidated Financial Statements of the Company and its Subsidiary Company, have been included in the Annual Report.

As per attached report of even date  
For **G.V. Madane & Co.**  
Chartered Accountants

**G V Madane**, Proprietor  
Pune, July 30, 2012.

On behalf of the Board of Directors

**Prakash Bang**  
Managing Director

**Ruchir Bang**  
Director

**Rajesh Vaishnav**  
Director  
Pune, May 28, 2012.



**AUDITORS REPORT ON CONSOLIDATED ACCOUNTS**

To,  
THE MEMBERS OF  
INDRAYANI BIOTECH LTD,  
PUNE.

We have audited the attached Balance Sheet of INDRAYANI BIOTECH LTD as at 31<sup>st</sup> March 2012 and Profit & Loss Account and cash flow statement for the period ended on that date and annexed there to. These financial statements are the responsibility the company's management & have been prepared by management on the basis of separate financial statement and other financial information regarding component. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with generally accepted accounting standards in India. Those standards require that we plan and perform audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examine on test basis, evidence supporting the amounts and disclosure in financial statement. An audit also includes assessing the accounting principals used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that the consolidated financial statement have being prepared by management in accordance with the requirements of Accounting Standards (AS) 21 and Consolidated Financial Statement, Accounting Standard (AS) 23 prescribed by Companies (Accounting Standard) Rules, 2006.

Based on our audit and on our consideration of reports of other Auditors on separate financial information of the component & to the best of our knowledge & accounting to explanation given to us, we are of the opinion that the attached consolidated financial statements gives a true & fair view in confirmatory with the accounting principles generally accepted in India.

- a) in the case of consolidated Balance-sheet of the state of the affairs of Indrayani Biotech Limited as at 31-03-2012
- b) in the case of consolidated Profit & Loss A/c, of the profit for the year ended on that day &
- c) in the case of consolidated cash flow statement, of the cash flow for the year ended 31-03-2012

**For, G.V.Madane & Co**  
**Chartered Accountants**

**(G.V. Madane)**  
**Proprietor**  
Membership No. 14022  
Firms Registration No. 105698W  
PLACE: - **PUNE**  
DATE: - July 30, 2012.



**CONSOLIDATED BALANCE SHEET**

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders Funds :</b>			
	(a) Share Capital	<b>1</b>	3,69,38,600	3,69,51,680
	(b) Reserves and Surplus	<b>2</b>	(17,84,407)	(11,49,870)
<b>2</b>	<b>Share application money pending allotment</b>		-	-
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	<b>3</b>	-	-
	(b) Deffered tax liabilities	<b>4</b>	18,74,821	11,94,113
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowing	<b>5</b>	1,85,00,000	2,18,95,177
	(b) Trade Payable	<b>6</b>	4,48,78,325	2,60,01,736
	(c ) Other Current liabilities	<b>7</b>	2,17,56,691	1,04,45,098
	(d) Short-term provision	<b>8</b>	7,36,811	6,82,107
			<b>12,29,00,841</b>	<b>9,60,20,040</b>
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	<b>9</b>	-	-
	(i) Tangible assets			
	(a) Gross Block at Cost		8,71,430	8,71,430
	(b) Less : Depreciation		4,76,051	2,91,424
	(c) Net Block		3,95,379	5,80,006
	(ii) Intangible assets		5,54,90,923	5,74,96,621
<b>2</b>	<b>Current Assets</b>			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c ) Trade Receivables	<b>10</b>	4,19,50,868	2,83,60,327
	(d) Cash and Cash equivalents	<b>11</b>	1,19,49,207	24,13,248
	(e) Short-term loans and advances	<b>12</b>	1,25,62,278	66,00,256
	(f) Other current assets	<b>13</b>	5,52,186	5,69,582
			<b>12,29,00,841</b>	<b>9,60,20,040</b>

As per attached report of even date

For **G .V. Madane & Co.**  
Chartered Accountants**G V Madane**  
Proprietor

Pune, July 30, 2012.

On behalf of the Board of Directors

**Prakash Bang**  
Managing Director**Ruchir Bang**  
Director**Rajesh Vaishnav**  
Director

Pune, May 28, 2012.



**CONSOLIDATED PROFIT & LOSS ACCOUNT**

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from operation	14	57,97,60,316	39,25,75,563
II	Other Income	15	19,60,296	1,122
III	<b>Total Revenue ( I + II )</b>		<b>58,17,20,612</b>	<b>39,25,76,685</b>
IV	<b>Expenditure :</b>			
	Cost of Services	16	55,88,61,233	37,32,62,784
	Employee Benefits expenses	17	69,17,366	67,53,863
	Finance costs	18	31,62,805	30,82,623
	Depreciation and Amortisation	9	28,29,147	27,91,424
	Other Expenses	19	96,92,289	56,49,159
	Total Expenses		<b>58,14,62,840</b>	<b>39,15,39,852</b>
V	<b>Profit (Loss) before exceptional and extraordinary items and tax ( III - IV )</b>		<b>2,57,772</b>	<b>10,36,833</b>
VI	Exceptional items		880	-
VII	<b>Profit (Loss) before tax (VII-VIII)</b>		<b>2,58,652</b>	<b>10,36,833</b>
VIII	Extraordinary items		-	-
IX	<b>Profit before tax (VII - VIII)</b>		<b>2,58,652</b>	<b>10,36,833</b>
X	<b>Provision for tax</b>			
	Income Tax		2,25,681	3,05,819
	Deferred Tax		6,80,708	11,94,113
XI	<b>Profit (Loss) for the period from continuing operations (XII - XIII)</b>		<b>(6,47,737)</b>	<b>(4,63,099)</b>
XII	Profit (Loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operation		-	-
XIV	<b>Profit (Loss) from discontinuing operation (after tax) (XII - XIII)</b>		<b>-</b>	<b>-</b>
XV	<b>Balance carried to Balance Sheet</b>		<b>(6,47,737)</b>	<b>(4,63,099)</b>
	<b>Notes forming part of the Financial Statements</b>	20	-	-

As per attached report of even date

On behalf of the Board of Directors

For **G.V. Madane & Co.**  
Chartered Accountants**Prakash Bang**  
Managing Director**Ruchir Bang**  
Director**G V Madane**  
Proprietor**Rajesh Vaishnav**  
Director  
Pune, May 28, 2012.

Pune, July 30, 2012.



**SCHEDULES TO THE CONSOLIDATED BALANCE SHEET**

Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period	Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period
<b>1</b>	<b>SHARE CAPITAL</b>			<b>5</b>	<b>Short term borrowings</b>		
	<b>AUTHORISED</b>				Mr. Prakash Bang	1,35,00,000	1,93,95,177
	110,00,000 Equity Shares of Rs. 10/- each	11,00,00,000	11,00,00,000		Sancheti Associates Pvt Ltd	25,00,000	25,00,000
	(Previous year 110,00,000 equity shares of Rs.10/- each)				Tara Buildcon Pvt. Ltd.	25,00,000	-
	<b>TOTAL (RS.)</b>	<b>11,00,00,000</b>	<b>11,00,00,000</b>		<b>TOTAL (RS.)</b>	<b>1,85,00,000</b>	<b>2,18,95,177</b>
	<b>ISSUED , SUBSCRIBED AND PAIDUP</b>			<b>6</b>	<b>Trade Payables</b>		
	36,43,836 Equity Shares of Rs. 10/- each fully paid-up	3,64,38,600	3,64,38,360		-Due to Micro & Small Enterprises	-	-
	(Previous year 58,57,800 equity shares of Rs.10/- each fully paid-up)				-Others	4,48,78,325	2,60,01,736
	2,664 Equity Shares of Rs. 10/- each, partly paid-up @ Rs. 5/- per share	-	13,320		<b>TOTAL (RS.)</b>	<b>4,48,78,325</b>	<b>2,60,01,736</b>
	(Previous year 22,200 equity shares of Rs.10/- each, partly paid-up @ Rs. 5/- per share)			<b>7</b>	<b>Other Current Liabilities</b>		
	<b>TOTAL (RS.)</b>	<b>3,64,38,600</b>	<b>3,64,38,360</b>		Credit Card Payable -AECB Ltd & ICICI Bank Ltd	1,06,574	16,945
					Advances from Customers	1,87,93,693	46,44,980
					Sundry Deposits from Customers	28,56,424	57,83,173
					<b>TOTAL (RS.)</b>	<b>2,17,56,691</b>	<b>1,04,45,098</b>
				<b>8</b>	<b>Short Term Provision</b>		
					T.D.S.Payable	3,08,104	2,43,518
					Service Tax Payable	4,405	-
					Outstanding Expenses	2,00,398	1,32,770
					Income Tax (Net)	2,23,905	3,05,819
					<b>TOTAL (RS.)</b>	<b>7,36,811</b>	<b>6,82,107</b>
				<b>10</b>	<b>Trade Receivables</b>		
					(Unsecured & Considered Good)		
					Outstanding for a period exceeding six months	1,44,25,603	68,84,402
					Others	2,75,25,265	2,14,75,925
					(including Rs.27602895.02/- of Websource Europe Ltd., Rs.1164798.22/- of Websource Asia Pte Ltd., companies in which a Director is interested.)		
					<b>TOTAL (RS.)</b>	<b>4,19,50,868</b>	<b>2,83,60,327</b>
				<b>11</b>	<b>CASH &amp; BANK BALANCES</b>		
					Cash in hand	3,608	1,217
					<b>Balances Banks:</b>		
					StanChart-22905152987-Current	5,03,324	2,56,194
					StanChart-22905185656-EUR	32,15,272	7,56,617
					StanChart-22905185664-GBP	9,990	12,22,119
					StanChart-22905185648-USD	9,52,234	3,966
					StanChart-22905187136-AUD	59,81,391	1,71,635
					ICICI Bank - 003905017311- Current	12,56,829	-
					SBI- 32219671317- Current	23,937	-
					HDFC Bank	2,621	1,501
					<b>TOTAL (RS.)</b>	<b>1,19,49,207</b>	<b>24,13,248</b>
				<b>12</b>	<b>LOANS &amp; ADVANCES</b>		
					(Unsecured & Considered Good)		
					<b>Advances recoverable in cash or in kind for value to be received</b>		
					Fixed Deposits with Banks		
					- Bank Gurantee	26,65,988	-
					Deposites with Suppliers	89,94,486	62,48,916
<b>2</b>	<b>Reserves and Surplus</b>						
	Forefeiture Account	13,200	-				
	<b>Surplus i.e. Balance in Profit &amp; Loss Account</b>						
	Opening Balance	(11,49,870)	(6,86,771)				
	Add: Net Profit / (Net Loss) for the year	(6,47,738)	(4,63,099)				
	<b>TOTAL (RS.)</b>	<b>(17,97,607)</b>	<b>(11,49,870)</b>				
<b>3</b>	<b>Long-term borrowings</b>						
	<b>TOTAL (RS.)</b>	-	-				

## Note no. 6(A)(d) of Part I of Schedule VI

Particulars	Equity Shares Number
Shares outstanding at the beginning of the year	36,43,836
Shares Issued during the year	-
Shares bought back during the year	-
<b>Shares outstanding at the end of the year</b>	<b>36,43,836</b>

## Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956

Name of Shareholder	As at 31 March 2012	
	No. of Shares held	% of Holding
<b>Equity Share Capital</b>		
Prakash Ramchandra Bang	15,44,400	42.38%
Lahoti Overseas Limited	2,00,000	5.49%
<b>TOTAL</b>	<b>17,44,400</b>	<b>47.87%</b>

## Note no. 6(A)(l) of Part I of Schedule VI to the Companies Act, 1956

Particulars	No. of Shares held	Amt. originally paid-up per share (Rs.)
<b>Equity Share Capital</b>		
Partly paid-up shares forfeited on September 08, 2011	2,640	5.00
<b>TOTAL</b>	<b>2,640</b>	<b>5.00</b>



**SCHEDULES TO THE CONSOLIDATED BALANCE SHEET**

- Advances to Suppliers	48,599	14,925	<b>18 Finance Costs</b>		
- Advances to Ravi Sabnis	-	30,000	Interest & Brokerage on		
- Receivable from SCB & ICICI -Bank Charges	2,73,997	3,06,415	Unsecured Loans	31,62,805	30,82,623
Prepaid Expenses	5,79,208	-	<b>TOTAL (RS.)</b>	<b>31,62,805</b>	<b>30,82,623</b>
<b>TOTAL (RS.)</b>	<b>1,25,62,278</b>	<b>66,00,256</b>	<b>19 OTHER EXPENSES</b>		
<b>13 OTHER CURRENT ASSETS</b>			Auditors' Remuneration	1,59,214	1,45,300
TDS On Interest - Receivable	-	-	Bank and Wire Transfer Charges	7,84,095	4,93,750
<b>Misc. Expenses to the extent not written off</b>			Electricity Charges	2,42,994	1,80,768
Company Formation Expenses	52,186	69,582	Legal & Professional Fees	7,98,068	6,44,395
<b>TOTAL (RS.)</b>	<b>52,186</b>	<b>69,582</b>	Postage, Telephone & Telegram	2,69,389	1,27,328
<b>14 SALES &amp; SERVICES</b>			Rent	4,21,013	4,14,007
<b>E COMMERCE BUSINESS</b>			Travelling & Conveyance	25,07,222	12,96,718
Travel Related Services	57,97,60,316	39,25,75,563	Bad Debts Written off	1,33,808	-
<b>TOTAL (RS.)</b>	<b>57,97,60,316</b>	<b>39,25,75,563</b>	Interest on Late Payment of TDS	35,000	4,764
<b>15 OTHER INCOME</b>			<b>Office &amp; General Expenses</b>		
Interest on Bank Deposit	17,764	1,122	Office Expenses	96,555	64,917
Income from Forward			Donation	-	6,000
Booking Contract	13,887	-	Misc Expenses	-	620
Misc Balances Written off	19,28,645	-	Fees & Subscriptions	15,300	16,760
<b>TOTAL (RS.)</b>	<b>19,60,296</b>	<b>1,122</b>	Domain Registration Charges	2,205	-
<b>16 COST OF SERVICES</b>			<b>Repairs &amp; Maintenances</b>		
Internet Expenses	23,39,548	12,97,356	- Building	-	-
Computer Peripherals and Softwares	6,71,479	39,149	- Machinery	39,600	49,129
Marketing & Business Promotion	25,15,180	13,84,800	- Others	72,034	1,65,237
Travel Related Services	55,31,98,441	37,02,98,780	<b>Miscellaneous Expenses</b>		
Payment Gateway Collection Chgs	1,36,586	2,42,699	Advertisements	2,99,494	1,45,612
<b>TOTAL (RS.)</b>	<b>55,88,61,233</b>	<b>37,32,62,784</b>	Insurance	37,686	56,086
<b>17 EMPLOYEE BENEFITS EXPENSES</b>			Printing & Stationary	1,93,926	95,195
Salaries, Allowances etc.	51,57,931	49,32,086	Legal Expenses -	57,860	1,02,180
Directors' Remuneration	16,50,000	15,75,000	Exhibition & Marketing Expenses	1,14,629	67,611
Staff Welfare	1,09,435	2,46,777	<b>Loss on Foreign Exchange (Net)</b>	33,94,801	15,55,387
<b>TOTAL (RS.)</b>	<b>69,17,366</b>	<b>67,53,863</b>	<b>Preliminary Expenses Written off</b>	17,396	17,396
			<b>TOTAL (RS.)</b>	<b>96,92,289</b>	<b>56,49,159</b>

**Note No. 9 : Fixed Assets**

	Opening WDV As at 1.4.2011	GROSS BLOCK			DEPRECIATION				NET BLOCK	
		Additions during year	Sale/Adjust ment during the year	As at 31.3.2012	As at 1.4.2011	For the year	Adjust- ment	Upto 31.3.2012	As at 31.3.2012	As at 31.3.2011
<b>(A) TANGIBLE</b>										
Computers	6,09,728	-	-	6,09,728	2,43,891	1,46,361	-	3,90,252	2,19,476	3,65,837
Furniture & Fixtures	40,417	-	-	40,417	7,315	6,008	-	13,323	27,094	33,102
Office Equipment	1,42,517	-	-	1,42,517	19,825	17,103	-	36,928	1,05,589	1,22,692
Vehicles	78,768	-	-	78,768	20,393	15,155	-	35,548	43,220	58,375
<b>Sub Total (A)</b>	<b>8,71,430</b>	<b>-</b>	<b>-</b>	<b>8,71,430</b>	<b>2,91,424</b>	<b>1,84,627</b>	<b>-</b>	<b>4,76,051</b>	<b>3,95,379</b>	<b>5,80,006</b>
<b>(B) INTANGIBLE</b>										
Goodwill	3,49,96,621	-	-	3,49,96,621	-	-	-	-	3,49,96,621	3,49,96,621
Web Based Products	2,50,00,000	-	-	2,50,00,000	25,00,000	25,00,000	-	50,00,000	2,00,00,000	2,25,00,000
Softwares	-	6,38,822	-	6,38,822	-	1,44,520	-	1,44,520	4,94,302	-
<b>Sub Total (B)</b>	<b>5,99,96,621</b>	<b>6,38,822</b>	<b>-</b>	<b>6,06,35,443</b>	<b>25,00,000</b>	<b>26,44,520</b>	<b>-</b>	<b>51,44,520</b>	<b>5,54,90,923</b>	<b>5,74,96,621</b>
<b>Total (A + B)</b>	<b>6,08,68,051</b>	<b>6,38,822</b>	<b>-</b>	<b>6,15,06,873</b>	<b>27,91,424</b>	<b>28,29,147</b>	<b>-</b>	<b>56,20,571</b>	<b>5,58,86,302</b>	<b>5,80,76,627</b>
Previous Year	1,82,89,074	6,08,68,051	1,82,89,074	6,08,68,051	98,80,928	27,91,424	98,80,928	27,91,424	5,80,76,627	84,08,146





**CONSOLIDATED CASH FLOW STATEMENT**

Particulars	As on March 31, 2012 (Rs.)	As on March 31, 2011 (Rs.)
<b>1 Cashflow from Operating Activities :</b>		
Net Profit before Tax & Exceptional items	2,58,652	10,36,833
<b>Add: Non Cash Expenses, Financing and Investing Items</b>		
Depreciation on Fixed Assets	28,29,147	27,91,424
Interest & brokerage on unsecured loans	31,62,805	30,82,623
	<b>62,50,604</b>	<b>69,10,880</b>
<b>Less: Non Cash Expenses, Financing and Investing Items</b>		
Interest on Bank Deposit (Considered Separately)	(17,764)	(1,122)
Income from Forward Booking Contract	(13,887)	-
	<b>62,18,953</b>	<b>69,09,758</b>
<b>Operating Profit before Working Capital Changes</b>		
(Increase) / Decrease in Sundry Debtors	(1,35,90,541)	(2,83,60,327)
(Increase) / Decrease in Loans & Advances (Asset)	(59,62,022)	(66,00,256)
(Increase) / Decrease in Current Assets	17,396	(69,582)
Increase / (Decrease) in Trade Payables	1,80,92,534	2,54,71,243
Increase / (Decrease) in Provisions	1,13,11,593	1,04,45,098
Increase / (Decrease) in Current Liabilities & Provisions	8,38,760	12,12,600
	<b>1,69,26,673</b>	<b>90,08,533</b>
<b>Cash generated from operating activities</b>		
Income Taxes paid	(2,25,681)	(3,05,819)
	<b>1,67,00,992</b>	<b>87,02,714</b>
<b>2 Cashflow from Investing Activities :</b>		
Purchase of Fixed Assets	(6,38,822)	(2,56,03,142)
Interest on bank deposit	17,764	1,122
Income from Forward Booking Contract	13,887	-
	<b>(6,07,171)</b>	<b>(2,56,02,020)</b>
<b>3 Cashflow from Financing Activities :</b>		
Issue of Shares	120	5,00,000
Acceptance/(Repayment) of Unsecured Loans	(33,95,177)	2,18,95,177
Interest paid	(31,62,805)	(30,82,623)
	<b>(65,57,862)</b>	<b>1,93,12,554</b>
<b>Net cash increase / (decrease) in cash &amp; cash equivalents</b>	<b>95,35,959</b>	<b>24,13,248</b>
Cash & Cash equivalents at the beginning of the year	24,13,248	-
	<b>1,19,49,207</b>	<b>24,13,248</b>

As per attached report of even date

On behalf of the Board of Directors

For **G.V. Madane & Co.**  
Chartered Accountants**Prakash Bang**  
Managing Director**Ruchir Bang**  
Director**G V Madane**  
Proprietor**Rajesh Vaishnav**  
Director  
Pune, May 28, 2012

Pune, July 30, 2012.



## NOTES TO THE CONSOLIDATED ACCOUNTS

### I. SIGNIFICAN ACCOUNTING POLICIES:

#### 1 Basis of preparation of Financial Statements:

The consolidated financial statements of Indrayani Biotechnology Limited and its 100% subsidiary RoomsXML Solutions Limited are prepared under historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 1956. Both the companies follow mercantile system of accounting and recognize significant items of Income and Expenditure on accrual basis.

#### 2 Principles of Consolidation:

The financial statements of the subsidiary company used in the consolidation are drawn from April 1, 2011 up to the same reporting date as of company i.e. March 31, 2012.

The consolidated financial statements have been prepared on the following basis:

- a The financial statements of the Company and its subsidiary have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter – company balances and transactions and unrealized profits or losses have been fully eliminated.
- b The excess of cost to the Company of its investment in the subsidiary company over its share of the equity of the subsidiary company at the date on which the investment is made in the subsidiary company is recognized as “Goodwill” being an asset in the consolidated financial statements.
- c RoomsXML Solutions Limited being 100% subsidiary of the Company, there is no minority interest in the net assets of the consolidated financial statements.

#### 3 Statement on significant Accounting Policies followed by the company:

##### I System of Accounting:

- A. The company generally follows the accrual basis of accounting both as to income & expenditure except those with significant uncertainties.
- B. 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.
- C. Estimates & Assumptions used in the preparation of the Financial Statements are based on the relevant facts and circumstances as of the date of the Financial Statements which may differ from the actual results at a subsequent date.

##### II Fixed Assets & Depreciation:

- A. Fixed assets are carried at their cost of acquisition less accumulated depreciation
- B. Depreciation on all assets has been provided on “Written Down Value Method” in the manner and at the rates specified in Schedule XIV to Companies Act, 1956.
- C. Intangible assets viz. Web based products are recognized as per the criteria specified in Accounting Standard (AS) 26 “Intangible Assets” issued by the Institute of Chartered Accountants of India and the same is amortised equally over a period of 10 years based on the useful life as determined by the management. Goodwill is not amortised in the accounts.

##### III Revenue Recognition:

Revenue in case of E-Commerce business, revenue is recognized as and when sale / services are rendered to the customer. There is no revenue generation during the year in Holding company.

##### IV Taxation:

Provision for Taxation in Subsidiary company is made in accordance with the provisions of the Income Tax Act, 1961. In case of Holding company as there is no taxable income during the year, current tax determined is NIL. Deferred Tax is recognized subject to consideration of prudence in respect of deferred tax assets arising due to timing differences, being the differences between the Taxable Income and Accounting Income which originate in one year and are capable of reversal in one or more subsequent years. Deferred Tax assets on account of brought forward losses and unabsorbed depreciation under the Tax laws are recognized, only if there is virtual certainty of its realization supported by convincing evidence. At each balance sheet date the carrying amount of deferred tax assets are reviewed, to reassure realization.

##### V Miscellaneous Expenditure:

Preliminary expenditure is being amortised over a period of 5 years.

##### VI Investments:

The company has invested in 100% owned subsidiary company RoomsXML Solutions Limited. The Investment in the subsidiary company is not shown in the Consolidated Financial Statements. Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Long term investments are carried at cost. However, provision is made to recognize a decline other than temporary, in the value of long term investments.



**NOTES TO THE CONSOLIDATED ACCOUNTS**

Current investments are carried at lower of cost and fair value, determined on an individual basis.

**VII Earnings/(loss) per share:**

Basic earnings/(loss) per share are calculated by dividing the net profit after tax / (loss) for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

**VIII Retirement and other employee benefits:**

There are no employees are employed during the year in holding company.

**IX Foreign Currency Transactions:**

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the date of balance sheet. Exchange difference (gain)/ loss on account of fluctuations in foreign currency rates relating to balance sheet items and revenue transaction occurred during the year are recognized in profit and loss account. There are no foreign currency transactions in Holding company.

**X Derivatives:**

There are no derivative contracts.

**XI Miscellaneous Expenditure:**

Preliminary expenditure is being amortized over a period of 10 years.

**II. NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS****1 Contingent Liabilities**

No provision is made for liabilities that are contingent in nature and are not recognized in the financial statements but if material, the same are disclosed by way of notes to accounts.

The Company has entered into a forward contract with exercise date being 30.04.2012 purchase of AUD 2,50,000. During the audit period, the company has already utilized AUD 1,50,000 and has realized gain of Rs. 13,887/-. Two other contracts outstanding on the Balance Sheet date are for AUD 2,00,000 & AUD 2,50,000.

**2 Details of Foreign Currency Transactions:**

Particulars	2011-12 Rs.	2010-11 Rs.
(A) Expenditure in foreign currency		
Business Promotion & Marketing	2,515,180	1,288,932
Travel Related Services	553,198,441	371,127,991
Payment Gateway Collection Charges	136,586	242,699
(B) Earnings in Foreign currency		
Sales & Services Rendered (Net)	579,737,472	389,873,040

**3** In accordance with Accounting Standards-22 "Taxes on Income" issued by The Institute of Chartered Accountants of India, the Holding company has not recognized any Deferred Tax Assets, which results from the timing differences between the Book Profits and Tax Profits as there is no reasonable level of certainty supported by convincing evidence of past records and that sufficient future taxable income will be available against such deferred tax assets. Subsidiary company has recognized Deferred Tax Liability of Rs 6,80,708/- , (Previous Year Rs.11,94,113/-) which results from the timing differences between the Book Profits and Tax Profits on account of Depreciation.

Particulars	Amounts in Rs.	
	2011-12	2010-11
Depreciation as per Companies Act	Rs 27,85,342/-	Rs.27,32,726/-
Less: Depreciation as per Income Tax Act	Rs 49,88,281/-	Rs.65,97,170/-
Depreciation on account of Timing difference	Rs 22,02,939/-	Rs.38,64,444/-
Deferred Tax Liability	Rs 6,80,708/-	Rs.11,94,113/-
<b>Deferred Tax Liability (Closing Balance)</b>	<b>Rs.1,874,821/-</b>	<b>Rs.11,94,113/-</b>



**NOTES TO THE CONSOLIDATED ACCOUNTS****4 Details of Auditors Remuneration:**

	Amount in Rs.	
	2011-12	2010-11
<b>Payments to Auditors:</b>		
For Statutory Auditor	50,000	50,000
For Tax Audit	50,000	50,000
For Income Tax Matters	15,000	15,000
Certification Fees	5,000	-
Service Tax	14,279	10,300
<b>Total</b>	<b>134,729</b>	<b>125,300</b>

**5** Disclosure pursuant to Accounting Standard – 15 (Revised) “Employee Benefits”: As there are no employees in the holding company there are no benefits are provided.

**6 Exchange Difference on account of fluctuations in foreign currency rates:**

Foreign exchange (gain) / losses recognized on settlement of Balance Sheet items and transactions of revenue nature occurred during the year, recognized in Profit & Loss Account Rs.3,394,801/- (previous year Rs.1,555,387/-).

**7** In the absence of balance confirmations, balances in Sundry Creditors and Other current Liabilities are as per Books of Accounts only.

**8** On the basis of information available with the Company, regarding the status of the suppliers as defined under the “Micro, Small and Medium Enterprises Development Act 2006”, there were no dues to supplier as at 31 March 2012. Further there were no overdue during the period and therefore the question of provision of interest and related disclosures under the said Act does not arise

**9 Segment Reporting:**

The Company operates in a single business segment - Travel related business. Hence, no segment wise figures are mentioned.

**10 Related party disclosure:**

(a) Wholly Owned Subsidiary Company  
RoomsXML Solutions Limited

(b) Entities where Key Management Personnel have significant influence  
Websource Technologies Limited  
Indrayani Tissue Culture Pvt. Ltd.

(c) Transactions between the company and related parties and the status of outstanding balances as at March 31, 2012.  
Reimbursement of expenses made by Websource Technologies Limited on behalf of the Indrayani Biotech Limited. Outstanding as at March 31, 2012 is Rs. 12,90,422/-.  
Indrayani Tissue Culture Pvt. Ltd. closing balance of Rs.1,621/- (Previous Year Rs.1,501/-) includes transfer of bank balance and amount received on behalf of Indrayani Tissue Culture Pvt. Ltd.

**11** Disclosure as required by clause 32 of listing agreement with stock exchanges:

Websource Technologies Limited outstanding Rs.12,90,442/-, maximum amount outstanding during the year Rs.12,90,422/-.

**12** Previous year’s figures are regrouped wherever necessary.

As per attached report of even date

On behalf of the Board of Directors

For **G .V. Madane & Co.**  
Chartered Accountants

**Prakash Bang**  
Managing Director

**Ruchir Bang**  
Director

**G V Madane**  
Proprietor

**Rajesh Vaishnav**  
Director  
Pune, May 28, 2012.

Pune, July 30, 2012.



**STATEMENT PURSUANT TO SECTION 212**

Statement pursuant to Section 212 of the Companies Act, 1956, related to Subsidiary Company.

Sr.	Particulars	Particulars
1.	Name of Subsidiary Company	roomsXML Solutions Limited
2.	Financial Year of Subsidiary Company ending on	March 31, 2012
3.	Shares of the Subsidiary Company held by Holding Company on above date:	
	a. No. of Shares	50,000
	b. Face Value of Shares	Rs. 10/- each
	c. Extent of Shareholding in Subsidiary	100.00%
4.	Net Aggregate amount of profit/(Loss) of the subsidiary for the above financial year of the subsidiary so far as they concern to members of the Company:	
	a. Dealt with in the accounts of the Company for the year ended 31 <sup>st</sup> March, 2011.	NIL
	b. Not dealt with in the accounts of the Company for year ended 31 <sup>st</sup> March, 2011.	Rs. 1,79,142/-
5.	Net Aggregate amount of profits/(Loss) for the previous year of the subsidiary since it became a subsidiary so far as they concern to the members of the Company:	
	a. Dealt with accounts of the Company for the year ended 31 <sup>st</sup> March, 2011.	Nil
	b. Not dealt with accounts of the Company for the year ended 31 <sup>st</sup> March, 2011.	Rs. 1,49,577/-

For and on behalf of Board of Directors

**Prakash Bang**  
Managing Director

**Ruchir Bang**  
Director

**Rajesh Vaishnav**  
Director

August 13, 2012. Pune.

**Summary of Financial Information of Subsidiary Company (M/s. roomsXML Solutions Limited)**

Particulars	Mar. 31, 2012 Mar. 31, 2011		Particulars	Mar. 31, 2012 Mar. 31, 2011	
	Amount (INR)	Amount (INR)		Amount (INR)	Amount (INR)
<b>Sources of Funds:</b>			<b>Application of Funds:</b>		
A. Share Capital	5,00,000	5,00,000	E. Fixed Assets (Net Block)	2,07,23,896	2,28,70,416
B. Reserves & Surplus	3,28,718	1,49,577	F. Investments	Nil	Nil
C. Other Liabilities			G. Net Current Assets	6,65,11,917	7,98,868
Secured Loans	Nil	Nil	H. Misc. Expenses (to extent not w/o)	--	69,582
Unsecured Loans & others	8,45,32,275	2,18,95,177	<b>TOTAL ASSETS</b>	<b>8,72,35,814</b>	<b>2,37,38,867</b>
D. Deferred Tax	18,74,821	11,94,133	I. Total Income	58,17,20,612	39,25,76,685
<b>TOTAL LIABILITIES</b>	<b>8,72,35,814</b>	<b>2,37,38,867</b>	J. Total Expenditure	58,06,35,081	39,09,27,177
			K. Profit Before Tax and Prior		
			Period Items / (Loss)	10,85,531	16,49,509
			L. Tax Provision	9,06,389	14,99,932
			M. Profit After Tax (Loss)	1,79,142	1,49,577



**AUDITOR'S REPORT FOR THE SUBSIDIARY COMPANY'S ACCOUNTS**

To,  
THE MEMBERS,  
ROOMSXML SOLUTIONS LTD,  
PUNE.

- 1) We have audited the attached Balance Sheet of **ROOMSXML SOLUTIONS LTD**, as at **31<sup>st</sup> March, 2012** and the Profit and Loss Account of the Company 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.
- 2) We have conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit so as to obtain reasonable assurance about whether the financial statements are free of material misstatement(s). An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.
- 3) As required by the Companies (Auditor' Report) Order, 2003 issued by the Company Law Board in the terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a statement on the matters, to the extent applicable; specified in paragraphs 4 and 5 of the said order.
- 4) Further to our comments in the Annexure referred to in paragraph 3 above, we state that:
  - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of such books.
  - c) The Balance Sheet and the Profit and Loss Account referred to in this report are in agreement with the books of accounts;
  - d) In our opinion, the Balance Sheet & Profit & Loss Account comply with the Accounting Standards as referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, to the extent applicable;
  - e) On the basis of written representation from the directors, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2012 from being appointed as a director u/s 274 (1)(g) of the Companies Act, 1956.
  - f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view:
    - a) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March 2012

**And**

- b) In the case of the Profit and Loss Account, of the profit for the year ended on that date.

**FOR M/S V.L.JAIN & CO.,  
CHARTERED ACCOUNTANTS**

**CA Dr. VARDHAMAN L. JAIN.  
(Partner)  
Membership No. 34364**

**PLACE: PUNE  
DATED: 25.05.2012**



**ANNEXURE TO AUDITOR'S REPORT FOR THE SUBSIDIARY COMPANY'S ACCOUNTS****Re: Roomxml Solutions Limited.****(Referred to in paragraph 3 of our report of even date)**

- I. (a) The Company has maintained proper records showing full particulars, including quantitative details and location of fixed assets.  
(b) As explained to us, the management at reasonable intervals during the year has on an adhoc basis physically verified the fixed assets and no material discrepancies were noticed on such verification.  
(c) The company has not substantially disposed off the fixed asset during the year and as such that affecting the going concern does not arise.
- II. (a) Considering the nature of activities carried on i.e. On-line hotel rooms booking clause no. 4 (ii) of Companies (Auditor's Report) Order, 2003 is at present not applicable.
- III. (a) As per the information and explanation given to us and the records produced before us for our verification the company has not granted loans to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.  
(b) The Company has taken loans, secured or unsecured, from companies, individuals or other parties listed in the register maintained U/S 301 of the Companies Act, 1956. The details of the same as required to be reported under this clause are given hereby in **Annexure- 1**.
- IV. In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the company and the nature of it's business, with regard to purchase of services, fixed assets and sale of services. There is no case of continuing failure to correct major weaknesses in internal control.
- V. (a) In our opinion and according to the information given to us, transactions of purchase and sale of goods, materials and services made under contracts or arrangements which are to be entered in the register maintained in pursuance of Section 301 of the Companies Act, 1956 have been so entered.  
(b) According to the information and explanation given to us and records produced, each of these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
- VI. In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits as defined under section 58A and 58AA or any other relevant provisions of the Act of the Companies Act, 1956.
- VII. The Company has an adequate internal audit system commensurate with the size and nature of its business.
- VIII. In respect of the Company, the Central Government has not prescribed the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956.
- IX. (a) According to the records of the Company, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, cess and other statutory dues with the appropriate authorities.  
(b) There were no undisputed amounts payable in respect of Sales-tax, Income-tax, Customs Duty, Wealth-tax, Service Tax, Excise Duty and/or cess which have remained outstanding as at the date of Balance Sheet for a period of more than six months from the date they became payable.
- X. In our opinion as this is the first year operation of the company therefore, As such, provision of clause I (X) of CARO 2003 are not applicable.
- XI. In our opinion & according to the information & explanation given to us, the company has not taken any loans from financial institution, bank or from debenture holders. As such, the question of repayment of dues to the aforesaid mentioned persons does not arise.
- XII. In our opinion & according to the explanation given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares or debentures.
- XIII. The Company is not chit fund or mutual fund or society. As such, provisions of clause 4 (XIII) of CARO 2003 are not applicable.
- XIV. The Company is not dealing or trading in shares.
- XV. The Company has not given any guarantee for loans taken by others from bank or financial institution, the terms and condition whereof are prejudicial to the interest of the company.



**ANNEXURE TO AUDITOR'S REPORT FOR THE SUBSIDIARY COMPANY'S ACCOUNTS**

- XVI. According to the information & explanation given to us, the Company has not taken any term loan. As such, provisions of clause 4 (XVI) of CARO 2003 are not applicable.
- XVII. According to the information & explanation given to us, the company has not raised any short term funds and as such the question of long term investment does not arise.
- XVIII. The company has not made any preferential allotment of equity shares to parties covered in the Register maintained under section 301 of the Companies Act, 1956.
- XIX. The company has not issued any debentures during the period covered by our audit report and as such the issue of creating securities or charge does not arise.
- XX. In view of the absence of conditions prerequisite to the reporting requirements of clause 4 (XX) of CARO 2003, presently this clause is not applicable.
- XXI. According to the information and explanation given to us and records produced no fraud on or by the company has been noticed or reported during the year.

**FOR M/S V.L.JAIN & CO.,  
CHARTERED ACCOUNTANTS**

**CA Dr. VARDHAMAN L. JAIN.  
(Partner)  
Membership No. 34364**

**PLACE: PUNE  
DATED: 25.05.2012**

**DIRECTOR'S REPORT OF THE SUBSIDIARY COMPANY**

To,  
The Members

Your Directors have pleasure in presenting the Second Annual Report together with the Audited Accounts of the Company for the period ended 31<sup>st</sup> March 2012.

**FINANCIAL RESULTS:**

<b>Particulars</b>	<b>31.03.2012(Rs.)</b>	<b>31.03.2011(Rs.)</b>
Turnover	581,720,612.15	392,576,685.42
Profit Before Interest, Depreciation & Tax	3,905,873.30	4,386,999.04
Less: Interest	35,000.00	4763.75
Less: Depreciation	2,785,342.00	2,732,726.00
Profit Before Tax	1,085,531.30	1,649,509.29
Less: Provision for Taxation including Deferred Tax Liability	906,389.25	1,499,932.00
Profit after tax	179,142.05	149,577.29
Balance carried forward to Balance Sheet	<b>179,142.05</b>	<b>149,577.29</b>

**OPERATIONS AND FUTURE PROSPECTS:**

During the year under review, the Company has achieved a turnover of Rs. 58.17 Crores from its operations as compared to Rs. 39.25 Crores in the last year and has earned net profit after tax of Rs. 1.79 Lacs as compared to profit of Rs. 1.49 Lacs during the last year.

The company expects good business and turnover in future.

**DIVIDEND**

In order to conserve resources, your directors do not recommend dividend for the period ended 31<sup>st</sup> March 2012.





**DIRECTOR'S REPORT OF THE SUBSIDIARY COMPANY****DIRECTORS:**

Mr. Rajesh Vaishnav and Mr. Vivek Malpani, Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible, offers themselves for re-appointment. The Board recommends their re-appointment.

**DEPOSITS:**

During the period under review, the company has not accepted any deposits from the public.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to Section 217(2AA) of the Companies Act, 1956, Directors confirm that -

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.;
- ii) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that 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 profits of the company for that period;
- iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the Directors had prepared the annual accounts on a going concern basis.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The Company is taking adequate steps to conserve the energy at all the levels and the Company is also implementing various measures for reduction in consumption of energy. There is no technology absorption during the period under review. There is a foreign exchange earning of Rs 57,97,37,471.78/- and foreign exchange expenditure of Rs. 55,58,50,205.84/- during the year ending on 31<sup>st</sup> March 2012.

**PARTICULARS OF EMPLOYEES:**

There are no employees falling within the purview of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.

**AUDITORS:**

M/s. V. L. Jain & Co., Chartered Accountants, Pune retires at the forthcoming Annual General Meeting and being eligible offer themselves for reappointment. The Company has received a Certificate from the retiring Auditors that if re-appointed their appointment will be within the limits prescribed under Section 224(1B) of the Companies Act, 1956. The Board recommends their re-appointment.

**ACKNOWLEDGEMENT:**

The Directors place on record their appreciation of the whole hearted and sincere co-operation received by the Company during the period from the stakeholders and various Government authorities at all levels.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**PRAKASH BANG**  
MANAGING DIRECTOR

**RUCHIR BANG**  
WHOLE-TIME DIRECTOR

Place: Pune

Date: 10<sup>th</sup> August, 2012



**BALANCE SHEET OF ROOMSXML SOLUTIONS LTD.**

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>Shareholders Funds :</b>			
	(a) Share Capital	<b>1</b>	5,00,000.00	5,00,000.00
	(b) Reserves and Surplus	<b>2</b>	3,28,718.34	1,49,576.29
<b>2</b>	<b>Share application money pending allotment</b>			
<b>3</b>	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	<b>3</b>	-	-
	(b) Deffered tax liabilities	<b>4</b>	18,74,821.00	11,94,113.00
<b>4</b>	<b>Current liabilities</b>			
	(a) Short-term borrowing	<b>5</b>	1,85,00,000.00	2,18,95,177.00
	(b) Trade Payable	<b>6</b>	4,35,63,776.00	2,54,71,242.50
	(c ) Other Current liabilities	<b>7</b>	2,17,56,690.79	1,04,45,097.68
	(d) Short-term provision	<b>8</b>	7,11,808.42	6,57,122.00
			<b>8,72,35,814.55</b>	<b>6,03,12,328.47</b>
<b>II</b>	<b>ASSETS</b>			
<b>1</b>	<b>Non-current assets</b>			
	(a) Fixed assets	<b>9</b>		
	(i) Tangible assets			
	(a) Gross Block at Cost		6,03,142.00	6,03,142.00
	(b) Less : Depreciation		3,73,548.00	2,32,726.00
	(c) Net Block		<b>2,29,594.00</b>	<b>3,70,416.00</b>
	(ii) Intangible assets		2,04,94,302.00	2,25,00,000.00
<b>2</b>	<b>Current Assets</b>			
	(a) Current investments		-	-
	(b) Inventories		-	-
	(c) Trade Receivables	<b>10</b>	4,19,50,867.95	2,83,60,327.06
	(d) Cash and Cash equivalents	<b>11</b>	1,19,46,585.74	24,11,747.27
	(e) Short-term loans and advances	<b>12</b>	1,25,62,278.26	66,00,256.14
	(f) Other current assets	<b>13</b>	52,186.00	69,582.00
			<b>8,72,35,813.95</b>	<b>6,03,12,328.47</b>

As per our report attached of even date

V. L. Jain &amp; Co.

Chartered Accountants

CA Dr. Vardhaman L Jain

Partner (M.No. 34364)

Place : Pune

Date : May 25, 2012

On behalf of the Board of Directors

Prakash Bang  
Managing DirectorRuchir Bang  
Executive Director

**PROFIT & LOSS ACCOUNTS OF ROOMSXML SOLUTIONS LTD.**

Sr. No.	Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
I	Revenue from operation	14	57,97,60,315.78	39,25,75,563.42
II	Other Income	15	19,60,296.37	1,122.00
III	<b>Total Revenue ( I + II )</b>		<b><u>58,17,20,612.15</u></b>	<b><u>39,25,76,685.42</u></b>
IV	<b>Expenditure :</b>			
	Cost of Services	16	55,88,61,232.85	37,32,62,783.73
	Employee Benefits expenses	17	69,17,366.00	67,53,863.00
	Finance costs	18	31,62,805.00	30,82,623.00
	Depreciation and Amortisation	9	27,85,342.00	27,32,726.00
	Other Expenses	19	89,08,335.00	50,95,181.40
	Total Expenses		<b><u>58,06,35,080.85</u></b>	<b><u>39,09,27,177.13</u></b>
V	<b>Profit (Loss) before exceptional and extraordinary items and tax ( III - IV )</b>		<b><u>10,85,531.30</u></b>	<b><u>16,49,508.29</u></b>
VI	Exceptional items		--	--
VII	<b>Profit (Loss) before tax (VII-VIII)</b>		<b><u>10,85,531.30</u></b>	<b><u>16,49,508.29</u></b>
VIII	Extraordinary items		--	--
IX	<b>Profit before tax (VII - VIII)</b>		<b><u>10,85,531.30</u></b>	<b><u>16,49,508.29</u></b>
X	<b>Provision for tax</b>			
	Income Tax		2,25,681.25	3,05,819.00
	Deferred Tax		6,80,708.00	11,94,113.00
XI	<b>Profit (Loss) for the period from continuing operations (XII - XIII)</b>		<b><u>1,79,142.05</u></b>	<b><u>1,49,576.29</u></b>
XII	Profit (Loss) from discontinuing operations		-	-
XIII	Tax expenses of discontinuing operation		-	-
XIV	<b>Profit (Loss) from discontinuing operation (after tax) (XII - XIII)</b>		-	-
VI	<b>Balance carried to Balance Sheet</b>		<b><u>1,79,142.05</u></b>	<b><u>1,49,576.29</u></b>
	Notes forming part of the Financial Statements	20		

As per our report attached of even date

V. L. Jain &amp; Co.

Chartered Accountants

On behalf of the Board of Directors

CA Dr. Vardhaman L Jain

Partner (M.No. 34364)

Place : Pune

Date : May 25, 2012

Prakash Bang  
Managing DirectorRuchir Bang  
Executive Director

## SCHEDULES TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT OF ROOMSXML SOLUTIONS LTD.

Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period	Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period
1	<b>SHARE CAPITAL</b>						
	<b>AUTHORISED</b>						
	50,000 Equity Shares of Rs. 10/- each	5,00,000.00	5,00,000.00		Advances from Customers	1,87,93,692.54	46,44,979.73
	<b>TOTAL (RS.)</b>	<b>5,00,000.00</b>	<b>5,00,000.00</b>		Sundry Deposits from Customers	28,56,424.00	57,83,173.00
					<b>TOTAL (RS.)</b>	<b>2,17,56,690.79</b>	<b>1,04,45,097.68</b>
	<b>ISSUED, SUBSCRIBED AND PAIDUP</b>			8	<b>Short Term Provision</b>		
	50,000 Equity Shares of Rs.10/- each, fully paid up	5,00,000.00	5,00,000.00		T.D.S.Payable	3,03,101.00	2,38,533.00
	<b>TOTAL (RS.)</b>	<b>5,00,000.00</b>	<b>5,00,000.00</b>		Service Tax Payable	4,405.00	-
					Outstanding Expenses	1,80,397.60	1,12,770.00
					Income Tax (Net)	2,23,904.82	3,05,819.00
					<b>TOTAL (RS.)</b>	<b>7,11,808.42</b>	<b>6,57,122.00</b>
	Note no. 6(A)(d) of Part I of Schedule VI			10	<b>Trade Receivables (Unsecured &amp; Considered Good)</b>		
					Outstanding for a period exceeding six months	1,44,25,603.24	68,84,402.01
					Others	2,75,25,264.71	2,14,75,925.05
					(including Rs.27602895.02/- of Websource Europe Ltd., Rs.1164798.22/- of Websource Asia Pte Ltd., companies in which a Director is interested.)		
					<b>TOTAL (RS.)</b>	<b>4,19,50,867.95</b>	<b>2,83,60,327.06</b>
	Note no. 6(A)(g) of Part I of Schedule VI to the Companies Act, 1956			11	<b>CASH &amp; BANK BALANCES</b>		
					Cash in hand	3,608.00	1,216.60
					<b>Balances Banks:</b>		
					StanChart-22905152987-Current	5,03,324.44	2,56,194.37
					StanChart-22905185656-EUR	32,15,272.38	7,56,616.58
					StanChart-22905185664-GBP	9,990.14	12,22,118.69
					StanChart-22905185648-USD	9,52,233.89	3,966.16
					StanChart-22905187136-AUD	59,81,391.03	1,71,634.87
					ICICI Bank - 003905017311- Current	12,56,828.86	-
					SBI- 32219671317- Current	23,937.00	-
					<b>TOTAL (RS.)</b>	<b>1,19,46,585.74</b>	<b>24,11,747.27</b>
2	<b>Reserves and Surplus</b>			12	<b>LOANS &amp; ADVANCES (Unsecured &amp; Considered Good)</b>		
	Surplus i.e. Balance in Profit & Loss Account				<b>Advances recoverable in cash or in kind for value to be received</b>		
	Opening Balance	1,49,576.29	-		FD with Banks- Bank Gurantee	26,65,987.84	-
	Add: Profit (Loss) during the year	1,79,142.05	1,49,576.29		Deposits with Suppliers	89,94,486.00	62,48,916.00
	<b>TOTAL (RS.)</b>	<b>3,28,718.34</b>	<b>1,49,576.29</b>		- Advances to Suppliers	48,599.06	14,924.76
					- Advances to Ravi Sabnis	-	30,000.00
3	<b>Long-term borrowings</b>				- Rec'ble from SCB & ICICI - Bank Chg.	2,73,997.36	3,06,415.38
	<b>TOTAL (RS.)</b>	-	-		Prepaid Expenses	5,79,208.00	-
					<b>TOTAL (RS.)</b>	<b>1,25,62,278.26</b>	<b>66,00,256.14</b>
5	<b>Short term borrowings</b>			13	<b>OTHER CURRENT ASSETS</b>		
	Mr. Prakash Bang	1,35,00,000.00	1,93,95,177.00		<b>Misc. Expenses to the extent not written off</b>		
	Sancheti Associates Pvt Ltd	25,00,000.00	25,00,000.00		Company Formation Expenses	52,186.00	69,582.00
	Tara Buildcon Pvt. Ltd.	25,00,000.00	--		<b>TOTAL (RS.)</b>	<b>52,186.00</b>	<b>69,582.00</b>
	<b>TOTAL (RS.)</b>	<b>1,85,00,000.00</b>	<b>2,18,95,177.00</b>	14	<b>SALES &amp; SERVICES</b>		
					<b>E COMMERCE BUSINESS</b>		
6	<b>Trade Payables</b>				Travel Related Services	57,97,60,315.78	39,25,75,563.42
	-Due to Micro & Small Enterprises	-	-		<b>TOTAL (RS.)</b>	<b>57,97,60,315.78</b>	<b>39,25,75,563.42</b>
	-Others	4,35,63,776.00	2,54,71,242.50				
	<b>TOTAL (RS.)</b>	<b>4,35,63,776.00</b>	<b>2,54,71,242.50</b>				
7	<b>Other Current Liabilities</b>						
	Credit Card Payable - AEBC Ltd & ICICI Bank Ltd	1,06,574.25	16,944.95				



## SCHEDULES TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT OF ROOMSXML SOLUTIONS LTD.

Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period	Note No.	Particulars	Fig. as at the end of current reporting period	Fig. as at the end of previous reporting period
<b>15</b>	<b>OTHER INCOME</b>			<b>19</b>	<b>OTHER EXPENSES</b>		
	Interest on Bank Deposit	17,764.27	1,122.00		Auditors' Remuneration	1,29,214.00	1,25,300.00
	Income from Forward Booking Contract	13,887.00	-		Bank and Wire Transfer Charges	7,84,080.34	4,93,749.82
	Misc Balances Written off	19,28,645.10	-		Electricity Charges	2,42,994.00	1,80,768.00
	<b>TOTAL (RS.)</b>	<b>19,60,296.37</b>	<b>1,122.00</b>		Legal & Professional Fees	3,44,657.00	3,65,160.00
<b>16</b>	<b>COST OF SERVICES</b>				Postage, Telephone & Telegram	2,42,219.19	1,27,328.19
	Internet Expenses	23,39,548.01	12,97,355.86		Rent	4,21,013.00	4,14,007.00
	Computer Peripherals and Softwares	6,71,479.00	39,149.00		Travelling & Conveyance	25,07,222.04	12,93,717.72
	Marketing & Business Promotion	25,15,179.55	13,84,799.57		Bad Debts Written off	1,33,808.00	-
	Travel Related Services	55,31,98,440.68	37,02,98,780.30		Interest on Late Payment of TDS	35,000.00	4,763.75
	Payment Gateway Collection Charges	1,36,585.61	2,42,699.00		<b>Office &amp; General Expenses</b>		
	<b>TOTAL (RS.)</b>	<b>55,88,61,232.85</b>	<b>37,32,62,783.73</b>		Office Expenses	96,555.00	64,917.00
<b>17</b>	<b>EMPLOYEE BENEFITS EXPENSES</b>				Donation	-	6,000.00
	Salaries, Allowances etc.	51,57,931.00	49,32,086.00		Misc Expenses	-	619.90
	Directors' Remuneration	16,50,000.00	15,75,000.00		<b>Repairs &amp; Maintenances</b>		
	Staff Welfare	1,09,435.00	2,46,777.00		- Machinery	39,600.00	49,129.00
	<b>TOTAL (RS.)</b>	<b>69,17,366.00</b>	<b>67,53,863.00</b>		- Others	72,034.00	1,57,201.00
<b>18</b>	<b>Finance Costs</b>				<b>Miscellaneous Expenses</b>		
	Interest & Brokerage on Unsec. Loans	31,62,805.00	30,82,623.00		Advertisements	2,21,968.00	93,871.00
	<b>TOTAL (RS.)</b>	<b>31,62,805.00</b>	<b>30,82,623.00</b>		Insurance	37,686.00	56,086.00
					Printing & Stationary	1,30,227.50	42,750.00
					Legal Expenses -	57,860.00	47,030.00
					<b>Loss on Foreign Exchange (Net)</b>	33,94,800.93	15,55,387.02
					<b>Preliminary Expenses Written off</b>	17,396.00	17,396.00
					<b>TOTAL (RS.)</b>	<b>89,08,335.00</b>	<b>50,95,181.40</b>

### Note No. 9 : Fixed Assets

	Opening WDV As at 1.4.2011	GROSS BLOCK			DEPRECIATION				NET BLOCK	
		Additions during year	Sale/Adjust ment during the year	As at 31.3.2012	As at 1.4.2011	For the year	Adjust- ment	Upto 31.3.2012	As at 31.3.2012	As at 31.3.2011
<b>(A) TANGIBLE</b>										
Computers	5,70,442	-	-	5,70,442	2,28,177	1,36,906	-	3,65,083	2,05,359	3,42,265
Office Equipment	32,700	-	-	32,700	4,549	3,916	-	8,465	24,235	28,151
<b>Sub Total (A)</b>	<b>6,03,142</b>	<b>-</b>	<b>-</b>	<b>6,03,142</b>	<b>2,32,726</b>	<b>1,40,822</b>	<b>-</b>	<b>3,73,548</b>	<b>2,29,594</b>	<b>3,70,416</b>
<b>(B) INTANGIBLE</b>										
Web Based Products	2,50,00,000	-	-	2,50,00,000	25,00,000	25,00,000	-	50,00,000	2,00,00,000	2,25,00,000
Softwares	-	6,38,822	-	6,38,822	-	1,44,520	-	1,44,520	4,94,302	-
<b>Sub Total (B)</b>	<b>2,50,00,000</b>	<b>6,38,822</b>	<b>-</b>	<b>2,56,38,822</b>	<b>25,00,000</b>	<b>26,44,520</b>	<b>-</b>	<b>51,44,520</b>	<b>2,04,94,302</b>	<b>2,25,00,000</b>
<b>Total (A + B)</b>	<b>2,56,03,142</b>	<b>6,38,822</b>	<b>-</b>	<b>2,62,41,964</b>	<b>27,32,726</b>	<b>27,85,342</b>	<b>-</b>	<b>55,18,068</b>	<b>2,07,23,896</b>	<b>2,28,70,416</b>
Previous Year	-	2,56,03,142	-	2,56,03,142	-	27,32,726	-	27,32,726	2,28,70,416	2,50,00,000

### Details of Addition to Fixed Assets during the period

Particulars	Amount (Rs.)	Date of Purchase	Date of put to use
<b>Computers Softwares</b>			
JIRA- CRM Software	5,33,325.00	26-07-2011	07-09-2011
JIRA- CRM Software	1,05,497.00	07-09-2011	07-09-2011
<b>Total</b>	<b>6,38,822</b>		



**NOTES TO ACCOUNTS TO ACCOUNTS OF ROOMSXML SOLUTIONS LTD.****NOTE : 20: NOTES TO ACCOUNTS:****1. SIGNIFICANT ACCOUNTING POLICIES:****a) Method of Accounting:**

- i) The company generally follows the accrual method of accounting in preparing its financial statements and recognizes income and expenditure, other than items with significant uncertainties, on accrual basis.
- 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) Estimates & Assumptions used in the preparation of the financial statements are based on the relevant facts and circumstances as of the date of the financial statements, which may differ from the actual results at a subsequent date.

**b) Tangible Fixed Assets & Depreciation:**

- i) Tangible Fixed assets are carried at their cost of acquisition less accumulated depreciation. Costs include all expenses incurred to bring the assets to its present location and condition.
- ii) Depreciation on these assets has been provided on "Written Down Value Method" in the manner and at the rates specified in Schedule XIV to Companies Act, 1956.

**c) Intangible Assets and Amortization:**

Intangible Assets viz. Web based products are recognized as per the criteria specified in Accounting Standard (AS) 26 "Intangible Assets" issued by the Institute of Chartered Accountant of India and the same is amortized equally over a period of 10 years based on the useful life as determined by the management.

**d) Foreign Currency Transactions:**

Income and expenses in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the date of balance sheet. Exchange difference (gain)/loss on account of fluctuations in foreign currency rates relating to balance sheet items and revenue transaction occurred during the year are recognized in profit & loss account.

**e) Revenue Recognition:**

Revenue in case of E-Commerce Business, is recognized as and when sale/ services are rendered to the customer.

**f) Contingent Liabilities:**

No provision is made for liabilities that are contingent in nature and are not recognised in the financial statements but if material, the same are disclosed by way of notes to the accounts.

**g) Provisions:**

A provision is recognised when the company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which the reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet. These are revalued at each balance sheet date and adjusted to reflect the current best estimate.

**h) Provision for Taxation:**

Provision for taxation is made in accordance with the provisions of the Income Tax Act, 1961.

**i) Deferred Tax:**

Deferred Tax is recognized subject to the consideration of prudence, on time differences being the difference between taxable income and accounting income that originate in one year and is capable of reversal in one or more subsequent years. Deferred Tax assets on account of brought forward losses and unabsorbed depreciation under the Tax laws, are recognized, only if there is virtual certainty of its realization supported by convincing evidence. At each balance sheet date the carrying amount of deferred tax assets are reviewed, to reassure realization. Deferred tax assets & liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**2) Expenditure & Earnings in Foreign Currency**

Particulars	2011-2012 Rs.	2010-2011 Rs.
<b>(A) Expenditure in foreign currency</b>		
Business Promotion & Marketing	25,15,179.55	12,88,932.11
Travel Related Services	55,31,98,440.68	37,11,72,991.30
Payment Gateway Collection Charges	1,36,585.61	2,42,699.00
<b>(B) Earnings in Foreign Currency</b>		
Sales and Services Rendered ( Net )	57,97,37,471.78	38,98,73,040.40



**NOTES TO ACCOUNTS TO ACCOUNTS OF ROOMSXML SOLUTIONS LTD.**

- 3) In accordance with Accounting Standards-22 "Taxes on Income" issued by The Institute of Chartered Accountants of India, the company has recognised a Deferred Tax Liability of Rs. 11,94,113/- which results from the timing differences between the Book Profits and Tax Profits on account of depreciation.

Opening Balances of :		Rs. 11,94,113/-
Depreciation as per Company Act	Rs .27,85,342/-	
Less : Depreciation as per Income Tax Act	Rs. 49,88,281/-	
On account of Timing Difference in Depreciation	Rs. 22,02,939/-	
Tax on the same @ 30%		Rs. 6,80,708/-
<b>Deferred Tax Liability as on 31.03.2012</b>		<b>Rs 18,74,821/-</b>

- 4) **Exchange differences on account of fluctuations in foreign currency rates:**

- i) Foreign exchange (gain) / losses recognized On settlement of balance sheet items & transaction of revenue nature occurred during the year; recognized in Profit and Loss Account - Rs. 33,94,800.93 /-

- 5) **Payments to Auditors:**

Particulars	Current Year (Rs.)	Previous Year
For Statutory Audit	50,000.00	50,000.00
For Tax Audit	50,000.00	50,000.00
For Income Tax Matters	15,000.00	15,000.00
Certification fees	5,000.00	--
Service Tax	14,729.00	10,300.00
<b>Total</b>	<b>1,34,729.00</b>	<b>1,25,300.00</b>

- 6) **Details of Directors Remuneration u/s 198 of the Companies Act, 1956 are as under:**

Particulars	Current Year 2011-2012			Previous Year 2010-2011		
	Managing Dir.	Executive Dir.	Total	Managing Dir.	Executive Dir.	Total
Salary	5,50,000/-	11,00,000/-	16,50,000/-	9,00,000/-	6,75,000/-	15,75,000/-

- 7) The company has entered into an agreement in the nature of lease or leave and license with licensor for the purpose of establishment of office. These are generally in the nature of operating lease and the period of leave and license agreement is generally for one to three years and renewable / cancelable at the option of the lessee or lessor. In view of the above there are no disclosures required as per Accounting Standard 19 "Leases" issued by the Institute of Chartered Accountants of India.
- 8) In the absence of balance confirmations, balances in Sundry Debtors, Sundry Creditors and Deposit Accounts are as per Books of Account only. Adjustments, if any, having an impact of revenue nature will be dealt as and when the same are finally settled.
- 9) On the basis of information available with the Company, regarding the status of the suppliers as defined under the "Micro, Small and Medium Enterprises Development Act 2006", there were no dues to supplier as at 31 March 2011. Further there were no over dues during the period and therefore the question of provision of interest and related disclosures under the said Act, does not arise.
- 10) Related Party Disclosures as required by Accounting Standard [AS]-18 "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given in **Annexure I**.
- 11) The Balance Sheet abstract and business profile as required by the Revised Schedule VI of the Companies Act, 1956 are given in **Ann. II**.
- 12) **Contingent Assets / Liabilities**  
The Company has entered into a forward contract with exercise date being 30.04.2012 purchase of AUD 250000. During the audit period, the company has already utilized AUD 150000 and has realized gain of Rs. 13,887/-. Two other contracts outstanding on the Balance Sheet date are for AUD 200000 & AUD 250000.
- 13) Previous year figures have been regrouped/ rearranged wherever necessary.

**As per our report attached of even date**

**V. L. Jain & Co.**

**Chartered Accountants**

**CA Dr. Vardhaman L Jain**

Partner (M.No. 34364)

Pune, May 25, 2012.

**On behalf of the Board of Directors**

**Prakash Bang**  
Managing Director

**Ruchir Bang**  
Executive Director



Book Post

To,

---

---

---

---

If undelivered please return to,

Indrayani Biotech Ltd.,

**Registered Office:**

1133/5, F C Road,

Opp. Police Grounds, Shivajinagar,

Pune – 411 016.



## NOTICE

Notice is hereby given that the **TWENTIETH** Annual General Meeting of the members of the **INDRAYANI BIOTECH LIMITED** will be held at the Registered Office of the Company at 1133/5, F C Road, Opp. Police Grounds, Pune – 411 016 on Saturday the 29<sup>th</sup> day of September, 2012 at 11.30 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March 2012 and Profit and Loss Account for the year ended on that date together with the Report of the Directors' and the Auditors' thereon.
2. To appoint a director in place of Mr. Vivek Malpani, who retires by rotation, and being eligible, offered himself for reappointment.
3. To appoint a director in place of Mr. Rajesh Vaishnav, who retires by rotation, and being eligible, offered himself for reappointment.
4. To appoint the Statutory Auditors and to fix their remuneration and in this connection to pass with or without modification the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 224(1) & Section 224(2) of the Companies Act, 1956, M/s. G V Madane & Co., Chartered Accountants, Pune be and are hereby appointed as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company to audit the financial accounts of the Company for the Financial Year ending on March 31, 2013, on such remuneration as may be fixed by the Board of Directors and agreed by the auditors."

### SPECIAL BUSINESS:

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

### DISINVESTMENT OF SHARES IN ROOMSXML SOLUTIONS LIMITED:

"RESOLVED THAT pursuant to sub-clause (a) of clause (1) of Section 293 of the Companies Act, 1956, and subject to such approvals, if any, as may be required, the Company hereby accords consent to and authorizes the Board of Directors of the Company to sell/ transfer or otherwise dispose off, as a going concern, the investment in subsidiary, M/s. RoomsXML Solutions Ltd., of 50,000 equity shares of Rs. 10/- each, aggregating to Rs. 5,00,000/-.

FURTHER RESOLVED THAT such investment be sold/transferred to Mr. Prakash Bang and other family members at a value of Rs. 20/- per share (including Rs. 10/- per share as a premium).

FURTHER RESOLVED THAT Mr. Ruchir Bang, Director, be and is hereby authorized to complete the sale/transfer with such modifications, and to do all such acts, deeds, matters and things as may be deemed necessary and expedient in the interests of the Company."

By order of the Board of Directors  
For **INDRAYANI BIOTECH LIMITED**

**Prakash Bang**  
Managing Director

Date: August 13, 2012

### Registered Office:

1133/5, F C Road, Opp. Police Grounds, Shivajinagar,  
Pune – 411 016.

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. The Register of Members and the Share Transfer books of the Company will remain closed from 25<sup>th</sup> Septmeber, 2012 to 29<sup>th</sup> September, 2012. (both days inclusive)
3. Members are requested to notify immediately change of address, if any, at the Registered Office of the Company.
4. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
5. Members are requested to bring their copies of the Annual Report to the Meeting.

6. Members/ Proxies attending the meeting should bring the attendance slips, duly filled in, for handing over at the venue of the meeting.
7. All Documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company during working hours between 11.00 a.m. to 1.00 p.m. on all working days, for a period of twenty one days before the date of the meeting.
8. The Members are requested to send their queries, if any, to the Registered Office of the Company located at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune 411 016, marking the envelope superscribing "Queries relating to AGM 2012" to the attention of the Managing Director.

#### **Annexure to the Notice**

#### **ADDITIONAL INFORMATION ON DIRECTORS RETIRING AND SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

<b>Particulars</b>	<b>Mr. Vivek Malpani</b>	<b>Mr. Rajesh Vaishnav</b>
Date of Birth	October 13, 1958	December 27, 1956
Date of Appointment	June 06, 1992	August 20, 2010
Qualification	M.Sc., MBA	B. Com., DBM
Expertise	Technology & Management	Business Management, Corporate Strategy
Directorship held in other Public Limited Companies	Nil	Websource Technologies Ltd.
Shareholdings in Company (shares)	26,988	200,400 (40,000 shares held jointly with Mrs. Shaswati Vaishnav)

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

##### **ITEM NO. 5 OF THE NOTICE:**

Your Company had invested a sum of Rs. Five lakhs only, to buy the entire shareholding of M/s. RoomsXML Solutions Limited, on August 28, 2010. This Company has a B2B travel portal involved in the business of providing the facilities to book hotel rooms anywhere in the world. The customers also had the advantage of a better price. At that time it looked a very lucrative and profitable business proposition.

However, the facts are as follows:

- 1) The financial performance of the wholly owned subsidiary, M/s. RoomXML Solutions Limited has not been satisfactory. During the last financial year ending March 2012, the Company made a small profit of Rs. 1.79 lakhs. The profit or loss of the Company from it's operations depends solely on the Foreign Exchange fluctuations and not on the operations. The current interpretation of the Accounting Standards makes it mandatory for the Company to convert all it's foreign exchange transactions into Indian Rupees both ways, receipts as well as payments.
- 2) The online travel business model is changing from merchant model (I.e. customers pay to RoomsXML upfront and roomsXML makes the payment to the hotel later after retaining it's margins) to agency model (I.e. customers pay directly to the hotel and RoomsXML would get a commission later). This shift will significantly affect the performance and cash-flow of RoomsXML Solutions Limited.
- 3) On the 10<sup>th</sup> of May 2012, the Reserve Bank of India, announced that all Foreign Exchange remittance received must be compulsorily converted into Indian Rupees and when payments are to be made from such receipts, the Company should buy Foreign Exchange at the market rates prevailing on the date of remittance. (This has subsequently been modified to within 30 days of receipt of the remittance.) This will result in a greater loss in two ways :
  - a) The Bank Charges and Commissions on the selling and buying of Foreign Exchange.
  - b) Customers from anywhere in the world can use the Company's portal to book hotel rooms anywhere they require. They can make the booking and pay for it on the Company's portal. In 95% of the transactions, India is neither the originating point of the transaction nor the terminating point of the transaction. However, merely because RoomsXML Solutions Limited is an Indian Company, it has to convert all the receipts into Indian Rupees within 30 days of receipt and purchase foreign exchange at the prevailing market price on the date of remittance. The time gap between receipt of the money from the customers and payment to the hotels is between 45 to 90 days.

The costs of Bank Charges, Commissions, Hedging and Foreign Exchange risks are much higher than the profit margins and hence, as it stands, the business is not viable.

Therefore, the Directors recommend that the Shareholders grant their permission to dispose-off all the Shares held in RoomsXML Solutions Limited for a sum of Rs.20/- per share of a face value of Rs.10/- each. In this manner, RoomsXML Solutions Limited will cease to be a subsidiary of the Company.

The certificate is being obtained from the Chartered Accountant, for valuation of equity shares, at which the equity shares are to be transferred / sold. Such valuation certificate is available for inspection at the Registered Office of the Company, during the working hours, till the date of ensuing Annual General Meeting.

The approval of the Board of Directors to sale/transfer investment in RoomsXML Solutions Ltd., to the concerned parties, had obtained in the meeting of the Board of Directors held on May 28, 2012.

Section 293(1)(a) of the Companies Act, 1956, provides that the Board of Directors of a Public Company shall not sell, lease or otherwise dispose of whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking except with the consent of the Company in General Meeting. The ordinary resolution has, accordingly been proposed for obtaining the approval of the Shareholders.

None of the Directors of the Company, except Mr. Prakash Bang and Mr. Ruchir Bang, are interested in this resolution.

By order of the Board of Directors  
For INDRAYANI BIOTECH LIMITED

Prakash Bang  
Managing Director

Date: August 13, 2012.

Registered Office:  
1133/5, F C Road,  
Opp. Police Grounds, Shivajinagar,  
Pune – 411 016.

## **INDRAYANI BIOTECH LIMITED**

Regd. Office : 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune 411 016, Maharashtra, India.

### **POSTAL BALLOT**

NOTICE TO MEMBERS OF INDRAYANI BIOTECH LTD.  
PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956.

NOTICE for the Twentieth Annual General Meeting of the Members of Indrayani Biotech Ltd. to be held on Saturday, the 29<sup>th</sup> day of September, 2012 at 11.30 a.m. at the Registered Office of the Company at 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune - 411 016, inter alia, contains a Special Business at Item No. 5, seeking approval of the Members for Sale/transfer of investment of 50,000 equity shares of Rs. 10/- each, in RoomsXML Solutions Ltd. by Ordinary Resolution.

In accordance with the provisions of Section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the shareholders are requested to send their ASSENT or DISSENT in writing for the aforesaid Special Business item No. 5 in the enclosed Postal Ballot Form within 30 days of Posting of this Notice. The Proposed Ordinary Resolution along with Explanatory Statement is appended below.

Item No. 5: To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

#### **DISINVESTMENT IN ROOMSXML SOLUTIONS LIMITED:**

“RESOLVED THAT pursuant to sub-clause (a) of clause (1) of Section 293 of the Companies Act, 1956, and subject to such approvals, if any, as may be required, the Company hereby accords consent to and authorizes the Board of Directors of the Company to sell/transfer or otherwise dispose off, as a going concern, the investment in subsidiary, M/s. RoomsXML Solutions Ltd., of 50,000 equity shares of Rs. 10/- each, aggregating to Rs. 5,00,000/-.

FURTHER RESOLVED THAT such investment be sold/transferred to Mr. Prakash Bang and other family members at a value of Rs. 20/- per share (including Rs. 10/- per share as a premium).

FURTHER RESOLVED THAT Mr. Ruchir Bang, Director, be and is hereby authorized to complete the sale/transfer with such modifications, and to do all such acts, deeds, matters and things as may be deemed necessary and expedient in the interests of the Company.”

By Order Of The Board Of Directors  
For **INDRAYANI BIOTECH LTD.**

**Prakash Bang**  
Managing Director

Date: 13<sup>st</sup> August, 2012  
Place : Pune

**INSTRUCTIONS :**

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer at the address of the Company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by other means at the expense of the registered shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer duly appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder (as per the specimen signature registered with the Company). In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the second named shareholder.
4. **Unsigned Postal Ballot Forms or forms with unmatched signs will be rejected.**
5. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on **September 25, 2012**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the date of dispatch of the Notice i.e. August 13, 2012.
7. In case shares are held by bodies corporate or under Power of Attorney, Postal Ballot Form signed in the representative capacity must be accompanied by certified true copy of Resolution of Board of Directors / Power of Attorney, with specimen signature of Authorised Representative or Power of Attorney holder. If the same is / are already registered with the Company, please quote the Registration No. beneath the signature.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

**NOTES :**

1. The relative Explanatory Statement pursuant to Section 173 and 192A of the Companies Act, 1956, in respect of business to be transacted is annexed hereto.
2. The Company has appointed Mr. Ravi Sabnis, Practicing Company Secretary, as Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. The Scrutinizer will be in a position for 35 days (excluding holidays) from the date of posting of this notice. The Scrutinizer shall submit his report as soon as possible after last date of receipt of postal ballot.
4. The Scrutinizer will be available at the Registered Office of the Company for the purpose of ascertaining the requisite majority and the postal ballot and all other papers relating to postal ballot will be under his safe custody till the Chairman considers, approves and signs the minutes of the Twentieth Annual General Meeting.
5. The results of the postal ballot will be declared by the Chairman at the Twentieth Annual General Meeting to be convened on September 29, 2012 and the date of passing of resolution will be the date of the Twentieth Annual General Meeting.

## EXPLANATORY STATEMENT

(Pursuant to Section 173 and 192 A of the Companies Act, 1956.)

### ITEM NO. 5

Your Company had invested a sum of Rs. Five lakhs only, to buy the entire shareholding of M/s. RoomsXML Solutions Limited, on August 28, 2010. This Company has a B2B travel portal involved in the business of providing the facilities to book hotel rooms anywhere in the world. The customers also had the advantage of a better price. At that time it looked a very lucrative and profitable business proposition.

However, the facts are as follows:

- 1) The financial performance of the wholly owned subsidiary, M/s. RoomXML Solutions Limited has not been satisfactory. During the last financial year ending March 2012, the Company made a small profit of Rs. 1.79 lakhs. The profit or loss of the Company from its operations depends solely on the Foreign Exchange fluctuations and not on the operations. The current interpretation of the Accounting Standards makes it mandatory for the Company to convert all its foreign exchange transactions into Indian Rupees both ways, receipts as well as payments.
- 2) The online travel business model is changing from merchant model (i.e. customers pay to RoomsXML upfront and roomsXML makes the payment to the hotel later after retaining its margins) to agency model (i.e. customers pay directly to the hotel and RoomsXML would get a commission later). This shift will significantly affect the performance and cash-flow of RoomsXML Solutions Limited.
- 3) On the 10<sup>th</sup> of May 2012, the Reserve Bank of India, announced that all Foreign Exchange remittance received must be compulsorily converted into Indian Rupees and when payments are to be made from such receipts, the Company should buy Foreign Exchange at the market rates prevailing on the date of remittance. (This has subsequently been modified to within 30 days of receipt of the remittance.) This will result in a greater loss in two ways :
  - a) The Bank Charges and Commissions on the selling and buying of Foreign Exchange.
  - b) Customers from anywhere in the world can use the Company's portal to book hotel rooms anywhere they require. They can make the booking and pay for it on the Company's portal. In 95% of the transactions, India is neither the originating point of the transaction nor the terminating point of the transaction. However, merely because RoomsXML Solutions Limited is an Indian Company, it has to convert all the receipts into Indian Rupees within 30 days of receipt and purchase foreign exchange at the prevailing market price on the date of remittance. The time gap between receipt of the money from the customers and payment to the hotels is between 45 to 90 days.

The costs of Bank Charges, Commissions, Hedging and Foreign Exchange risks are much higher than the profit margins and hence, as it stands, the business is not viable.

Therefore, the Directors recommend that the Shareholders grant their permission to dispose-off all the Shares held in RoomsXML Solutions Limited for a sum of Rs.20/- per share of a face value of Rs.10/- each. In this manner, RoomsXML Solutions Limited will cease to be a subsidiary of the Company.

The certificate is being obtained from the Chartered Accountant, for valuation of equity shares, at which the equity shares are to be transferred / sold. Such valuation certificate is available for inspection at the Registered Office of the Company, during the working hours, till the date of ensuing Annual General Meeting.

The approval of the Board of Directors to sale/transfer investment in RoomsXML Solutions Ltd., to the concerned parties, had obtained in the meeting of the Board of Directors held on May 28, 2012.

Section 293(1)(a) of the Companies Act, 1956, provides that the Board of Directors of a Public Company shall not sell, lease or otherwise dispose of whole of the undertaking of the Company, or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking except with the consent of the Company in General Meeting. The ordinary resolution has, accordingly been proposed for obtaining the approval of the Shareholders.

None of the Directors of the Company, except Mr. Prakash Bang and Mr. Ruchir Bang, are interested in this resolution.

## INDRAYANI BIOTECH LIMITED

Regd. Office : 1133/5, F C Road, Opp. Police Grounds, Shivajinagar, Pune 411 016, Maharashtra, India.

Sr. No.

### POSTAL BALLOT FORM

1. Name(s) of Shareholders(s) :  
(IN BLOCK LETTERS)  
(Including joint holders, If any.)
  
2. Registered address of the sole / :  
first named Shareholder.
  
3. Register Folio No. / :  
DP ID NO. \* / Client ID No. \*  
(\*Applicable to Investors holding  
shares in dematerialised form.)
  
4. No. of Shares held
  
5. I/We hereby exercise my/our vote in respect of the ORDINARY RESOLUTION to be passed through postal ballot for the business at Item No. 5 stated in the Notice dated August 13, 2012 of the Company by sending my/our Assent or Dissent to the said resolution by placing the tick (✓) mark at the appropriate box below.

Resolution at Item No. 5	No. of Shares		
Ordinary Resolution under section 293(1)(a) of the Companies Act, 1956 for sale/transfer of investment in RoomsXML Solutions Ltd. as detailed in the Resolution.		I / We Assent to the Resolution.	
		I / We Dissent to the Resolution.	

Note : Please read carefully the instructions before exercising the vote.

---

Place :

Date :

Signature of the Shareholder

**INDRAYANI BIOTECH LIMITED**

Registered Office 1133/5, F C ROAD, SHIVAJINAGAR, OPP. POLICE GROUNDS, Pune - 411 016.

**FORM OF PROXY**

Regd . Folio No./ DP ID/ Client ID\* : No. of Shares held :

I / We, \_\_\_\_\_  
of \_\_\_\_\_ being a  
member/members of **INDRAYANI BIOTECH LIMITED** hereby appoint Mr. / Mrs. / Ms. \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_  
or failing him / her \_\_\_\_\_  
of \_\_\_\_\_  
or failing him / her \_\_\_\_\_  
of \_\_\_\_\_

as my / our proxy, to attend for me / us and on my / our behalf at the Twentieth Annual General Meeting of the Company to be held on Saturday, 29th September, 2012 at 11.30 a.m. and at any adjournment thereof.

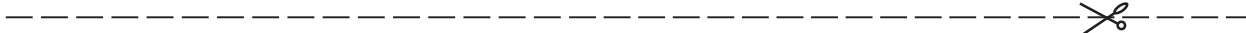
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2012.

Affix Re. 1  
Revenue  
Stamp

**Signature (s) of the Shareholder (s)**

Notes :

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2. This form, duly completed and signed across the stamp, should reach to the Registered Office of the Company at least before 48 hours of the meeting.



**INDRAYANI BIOTECH LIMITED**

Registered Office 1133/5, F C ROAD, SHIVAJINAGAR, OPP. POLICE GROUNDS, Pune - 411 016.

**ATTENDANCE SLIP**

Twentieth Annual General Meeting – 29th September, 2012

Regd. Folio No./ D.P Client ID : \_\_\_\_\_  
No. of Shares Held : \_\_\_\_\_  
Name / s : \_\_\_\_\_  
(1<sup>st</sup> name)  
(Joint Holder) : \_\_\_\_\_

I / We record my / our presence at the Twentieth Annual General Meeting of the Company at 1133/5, F C Road, Shivajinagar, Pune - 411 016 on Saturday, 29th September, 2012 at 11.30 a.m.

**Signature(s) of the Shareholder(s)/Proxy** \_\_\_\_\_

Notes :

- 1. Only Shareholders of the Company or their Proxies whose names are registered with the Company will be allowed to attend the meeting ON PRODUCTION OF THIS ATTENDANCE SLIP duly completed.
- 2. Please complete this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the meeting.



To,  
The Scrutiniser  
**Indrayani Biotech Ltd.**  
1133/5, F C Road,  
Opp. Police Grounds,  
Shivajinagar, Pune - 411 016.

**Prepaid  
Postage**