

SHAREHOLDER INFORMATION

1. Name of Company

Vadilal Enterprises Limited

2. Company CIN No.

L51100GJ1985PLC007995 (Old Registration No. 04-7995)

3. Fixed Deposit Department & Forex Advisory Services

Fixed Deposit Department & Forex Advisory Services of the Company are operated at the following address:
Vadilal House, Shrimali Society,
Near Navrangpura Railway Crossing,
Navrangpura, Ahmedabad – 380 009.
(Phone: 079-26564019 to 24) (Fax: 079-26564027)

4. Book-Closure for 21st Annual General Meeting

Book-Closure from 18th September, 2006 to 27th September, 2006 (both days inclusive) for the purpose of 21st Annual General Meeting of the Company.

5. Stock Exchanges where the Shares are listed

BOMBAY STOCK EXCHANGE LTD.

(Security Code No. 519152)
Department of Corporate Services,
1st Floor, Rotunda Building,
Dalal Street, Fort, B.S. Marg,
Mumbai - 400 001.
(Phone: 91-22-2272 1234 / 1233)
(Fax : 91-22-2272 2082 / 3132)

AHMEDABAD STOCK EXCHANGE LTD.

(Security Code No. 64510)
Kamdhenu Complex, Nr. Polytechnic,
Panjrapole, Ambawadi,
Ahmedabad - 380 015.
(Phone: 26307971-77)(Fax: 079-26308877)

The Annual Listing Fees upto the financial year 2006-2007 have been duly paid to the above Stock Exchanges.

6. Security Code

Ahmedabad Stock Exchange Ltd.	-	64510
Bombay Stock Exchange Ltd.	-	519152
ISIN Number	-	INE693D01018

7. Dematerialisation of Shares

The Company, consequent to introduction of Depository System (DS), entered into an agreement with NSDL and CDSL and has established an electronic connectivity with both the Depositories. Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL and CDSL.

In view of numerous advantages offered by DS, members are requested to avail the facility of dematerialisation of the Company's shares on the Depository as aforesaid. If you wish to maintain your shareholding in the electronic form by joining DS, you will have to open an account with a Depository Participant (DP), who are agents of NSDL and CDSL and lodge your share certificates with your DP for Dematerialisation. The DP will then ensure that the physical share certificates are canceled and after verification by the Company, an equivalent number of shares will be credited to your account with the DP in the electronic form. You are also permitted under the DS to reconvert your electronic shareholding into the physical form of share certificates by a process of Rematerialisation. It may be noted that the DP would charge the investors for its services, which may vary from one DP to another.

It is reiterated that requests for Dematerialisation and Rematerialisation are to be made only to the DP with whom you have opened an account and not directly to the Company.

8. Registrar & Share Transfer Agent

The Company has entrusted the work of Dematerialisation/Rematerialisation of shares to an outside Registrar, viz. MCS Ltd., Ahmedabad. As per SEBI Circular No. D&CC/FITTC/CIR-15/ 2002, dated 27-12-2002, the Company has assigned all the work related to Share Registry in terms of both physical and electronic to MCS Ltd., Ahmedabad. Hence, all Shareholders are requested to send/deliver the documents/correspondence including complaints relating to the Company's share transfer/demat/remat activity to MCS Ltd. at 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad – 380 009.

9. Share Transfer System

Presently, share transfers which are received in physical form are processed and the share certificates returned within a period of 30 days from the date of receipt, subject to the documents being valid and

complete in all respects. Share Transfer Committee of the Board meets at regular intervals to approve transfers, issue of duplicate certificates, consolidation and splitting of shares etc.

As required under Clause 47(c) of Listing Agreement with Stock Exchanges, a certificate is obtained every six months from a Practicing Company Secretary, with regard to, inter alia, effecting transfer, transmission, sub-division, consolidation etc. within one month of their lodgment. The certificates are forwarded to BSE and ASE, where the equity shares are listed.

In terms of SEBI's circular dated 31st December, 2002, Secretarial Audit is conducted on a quarterly basis by Practicing Company Secretary for the purpose of reconciliation of the total Admitted Equity Share Capital with the Depositories and in the physical form with the total issued public paid-up Equity Capital of the Company. Certificates issued in this regard are forwarded to ASE and BSE, where the Equity Shares are listed.

10. Distribution of Shareholding as on 31st March, 2006.

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Total Shares
Up to 500	1850	93.06	311052	35.75
501 to 1000	66	3.32	52715	6.06
1001 to 2000	29	1.46	43462	4.99
2001 to 3000	11	0.55	26412	3.04
3001 to 4000	10	0.50	36135	4.15
4001 to 5000	6	0.30	27844	3.20
5001 to 10000	6	0.30	41685	4.79
10001 & Above	10	0.50	330843	38.02
Total	1988	100.00	870148	100.00

11. Categories of Shareholders as on 31st March, 2006

Sr. No.	Category of Shareholders	No. of Equity Shares held	% of Total Shares
1	Directors, Relatives & HUF	138042	15.87
2	NRIs/OCBs	988	0.11
3	Corporate Bodies	312324	35.89
4	Public	418794	48.13
	Total	870148	100.00

12. Address of Registrar of Companies (ROC), Gujarat

The Registrar of Companies, Gujarat, ROC Bhavan, Opp. Rupal Park, Behind Ankur Bus Stand, Naranpura, Ahmedabad – 380 013. (Phone: 079-27438531, 27437597)

13. Consolidation of Folios

Some of the members might have more than one folio in their individual name or jointly with other person(s) mentioned in the same order. It is desirable to consolidate all similar holdings under one folio. Consolidation helps the members to monitor their holdings effectively. By doing so, it would also enable the Company to avoid unnecessary duplication of effort and related costs. Please write to the Company at the address of Share Dept. given above, requesting in writing, quoting the folio numbers that need to be consolidated and send the relevant Share Certificates.

14. Nomination facility

The Companies (Amendment) Act, 1999 has provided for a facility of nomination in the Shares of a Company. Your Company has already offered the facility of nomination to the members. Individual Shareholders can avail of the facility of nomination and may submit to the Company the prescribed Form 2B at the Share Dept. of the Company. It is advisable to avail of this facility especially by Shareholders who currently hold Shares in single name.

The Nominee shall be the person in whom all rights of transfer and/or amount payable in respect of the Shares shall vest in the event of the death of the Shareholders. A minor can be a nominee provided the name of the guardian is given in the Nomination Form.

The facility of the nomination is not available to non-individual Shareholders such as Societies, Trusts, Bodies Corporate, Partnership Firms, Kartas of HUF and holders of Powers of Attorney.

In case of any assistance, please contact at the Share Dept. of the Company at Vadilal House, Shrimali Society, Near Navrangpura Railway Crossing, Navrangpura, Ahmedabad – 380 009. Telephone Nos. 079-26564019 to 24 and Fax No. 079 – 26564027.

NOTICE

NOTICE is hereby given that the 21st ANNUAL GENERAL MEETING of the members of VADILAL ENTERPRISES LIMITED will be held on Wednesday, the 27th September, 2006, at 11.00 a.m., at Bhaikaka Hall, Nr. Law Garden, Ellisbridge, Ahmedabad-380 006, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date and reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Laxmiprasad C. Amin, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Shri Jayantilal M. Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s Kantilal Patel & Co., Chartered Accountants, Ahmedabad as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors of the Company to fix their remuneration.
5. To appoint Shri Ashish C. Doshi, Company Secretary in Whole-time Practice, pursuant to Section 383A of the Companies Act, 1956 to obtain certificate regarding compliance by the Company of all provisions of the said Act during the financial year 2006-2007 and to authorise the Board of Directors to fix his remuneration.

By Order of the Board
For VADILAL ENTERPRISES LIMITED

RAMCHANDRA R. GANDHI
Chairman & Managing Director

Registered Office:

5th Floor, Aditya Building,
Nr. Sardar Patel Seva Samaj Hall,
Off C.G. Road, Nr. Mithakhali
Six Roads, Ahmedabad - 380 006

Dated : 26th June, 2006

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT THE SHARE DEPARTMENT OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. In case of joint holders attending the Meeting, only such joint holders who is higher in the order of names will be

entitled to vote.

4. The Explanatory Statement as required under Section 173(2) of the Companies Act, 1956 in respect of Item No. 5 mentioned in the above Notice is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 18th September, 2006 to 27th September, 2006 (both days inclusive) for the purpose of 21st Annual General Meeting of the Company.
6. Members are requested to send their all correspondence relating to Shares including transfer, transmission, change of address etc. to MCS Limited, Registrar & Share Transfer Agent of the Company at 101, Shatdal Complex, 1st Floor, Opp. Bata Show Room, Ashram Road, Ahmedabad - 380 009 (Phone: 079 - 30070671, 30070678) (Fax: 079 - 26584027) or at the Share Department of the Company situated at Vadilal House, Shrimali Society, Near Navrangpura Railway Crossing, Navrangpura, Ahmedabad - 380 009.
7. Under the provisions of the Companies Act, 1956 as amended by Companies (Amendment) Act, 1999 w.e.f. 31st October, 1998, members holding shares in physical form may file Nomination Forms in respect of their shareholdings. Such members willing to avail of this facility may submit to the Company at the Share Department the prescribed Form 2B or write to or contact at Share Department for the Company for assistance.
8. Pursuant to Section 205A of the Companies Act, 1956, the Company has already transferred unclaimed dividend declared upto the financial year ended 31st March, 1994 to the General Revenue Account of the Central Government as per Rule 4A of the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those Shareholders who have so far not claimed or collected their dividend up to the aforesaid financial year may claim their dividend by an application in Form II of the aforesaid Rules to the Registrar of Companies, Gujarat at ROC Bhavan, Opp. Rupal Park, Behind Ankur Bus Stand, Naranpura, Ahmedabad - 380013.
However, pursuant to Section 205A of the Act as amended by the Companies (Amendment) Act, 1999 (1st Amendment), which came into effect from 31-10-1998, the Company has already transferred unclaimed dividend declared for the financial year ended on 31st March, 1995, 31st March, 1996, 31st March, 1997 and 31st March, 1998 to the Investor Education and Protection Fund established by the Government under Section 205C(1) of the Act. However, the amount of dividend for the subsequent years remaining unpaid or unclaimed for a period of 7 years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the Fund.
Members who have not yet encashed their dividend warrant(s) for the financial year ended 31st March, 1999 onwards, are requested to make their claims to the Company accordingly, without any delay.
9. 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.

10. Members are requested to intimate immediately the change in their registered address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and to the Company at its Share Department or to MCS Limited at the address mentioned above in respect of their physical share folios, if any. In case of mailing address mentioned on this Annual Report is without PINCODE, members are requested to kindly inform their PINCODE immediately.
11. All documents referred to in the accompanying Notice are open for inspection for the members at the Share Department of the Company during office hours on all working days between 2.00 p.m. to 4.00 p.m. upto the date of the Annual General Meeting.

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the Item No. 5 mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO. 5

Pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rule, 2001, every Company, having paid-up share capital between Rs. 10 Lacs and Rs. 2 Crores, is required to file with the Registrar of Companies (ROC), a Certificate from a Secretary in Whole-time Practice certifying that the Company has complied with all provisions of the Companies Act, 1956 and a copy of such

certificate is required to be attached with the Directors' Report of the Company.

Your Company having paid-up share capital of Rs. 86.41 lacs was required to appoint Shri Ashish C. Doshi, a Secretary in Whole-time Practice to obtain from him a Certificate regarding compliance by the Company of all provisions of the Act during the financial year ended on 31st March, 2006. The said Certificate has been attached with the Directors' Report for the year ended on 31st March, 2006.

However, the Company is required to appoint Shri Ashish C. Doshi to obtain from him a Certificate for the next financial year 2006-2007 regarding compliance by the Company of all provisions of the Act during the said financial year 2006-2007.

Your Directors, therefore, recommend the resolution for your approval for appointment of Shri Ashish C. Doshi for the above purpose as per Item No. 5 of the Notice.

None of the Directors of the Company, in any way, concerned or interested in this resolution.

By Order of the Board
For VADILAL ENTERPRISES LIMITED

RAMCHANDRA R. GANDHI
Chairman & Managing Director

Registered Office:

5th Floor, Aditya Building,
Opp. Sardar Patel Seva Samaj Hall,
Off C.G. Road, Nr. Mithakhali
Six Roads, Ahmedabad - 380 006

Dated: 26th June, 2006

DIRECTORS' REPORT

To,
The members,
VADILAL ENTERPRISES LIMITED

Your Directors have pleasure in presenting herewith the 21st Annual Report together with the Audited Statement of Accounts for the year ended on 31st March, 2006.

FINANCIAL RESULTS (Rs. in Lacs)

Sr. Particulars No.	Year ended 31-3-2006	Year ended 31-3-2005
(a) Profit for the year before Depreciation and Financial Expenses	413.03	479.36
(b) Less: Depreciation 314.82 Financial Expenses 30.09	344.91	297.30 55.28
(c) Profit before tax and Exceptional Items	68.12	126.78
(d) Exceptional Items	0.00	62.45
(e) Provision for Tax — Current 3.41 — Deferred Tax (Net Charge) 18.15 — Fringe Benefit Tax 20.00	26.56	4.04 20.07 0.00
(f) Profit after Tax	26.56	40.22
(g) Balance of Profit brought forward from previous year	4.60	(35.62)
Amount available for Appropriation	31.16	4.60
APPROPRIATION Balance Profit carried to Balance Sheet	31.16	4.60
	31.16	4.60

TURNOVER & PROFITS

In spite of stiff competition in the market particularly in ice-cream business during the year under review, your Company has achieved sales turnover of Rs. 11187.21 lacs as compared to sales turnover of Rs. 10786.68 lacs achieved during the previous year ended on 31st March, 2005.

Your Company has earned Gross Profit of Rs. 413.03 lacs as compared to Rs. 479.36 lacs earned during the previous year ended on 31st March, 2005. Your Company has earned Net Profit of Rs. 26.56 lacs during the year under review as compared to Net Profit of Rs.40.22 lacs earned during the previous year ended on 31st March, 2005.

DIVIDEND

In view of inadequate profit earned by the Company during the year under review and to conserve the resources of the Company, your Directors regret their inability to recommend any dividend on Equity Shares for the year ended on 31st March, 2006.

OPERATIONS - MARKETING FOCUS

Ice-cream Division

The ice cream market in India is estimated to be about US\$ 200 million per annum. The industry structure and ongoing transformation offers opportunities for organized players to invest and grow. As the Indian market matures and consumers become more quality and brand conscious, the organized sector is poised to grow and gain prominence. High level of competition within the industry has led to innovations in several areas, thereby raising the overall capability levels in the sector. This will facilitate sustained growth in the sector and help it to become globally competitive.

The Company primarily focuses on increasing the ice-cream consumption by minimizing the price factor and eliminating the barriers for availability of ice cream. For the availability of

ice cream, the Company has got the largest fleet of Refrigerated Vehicles in India, backed by the strong Distribution Network comprising of C&F Agents, Distributors and Retail Dealers. Distribution network is continuously being improved by appointing new C&F Agents, Distributors and Dealers, together with making proper investment in respective territories for providing infrastructure. The Company clearly dominated the market in Gujarat, Rajasthan, Uttar Pradesh, Uttaranchal, Haryana and Delhi. Also the regional competitors often feel the presence of Vadilal in West Bengal, Orissa, Bihar, Jharkhand, Madhya Pradesh, Chhattisgarh, Tamilnadu, Chandigarh, Punjab, Himachal Pradesh, and Jammu.

As far as price factor is concerned, the Company is adopting the consumer-oriented strategy, whereby more and more benefits are passed on to the end consumer, that are accruing out of the economies of scale [in procurement and production]. Such benefits are passed on in the form of value for money products like "Buy One Get One Free". The Company has introduced similar offers on Economy Packs, Cups & Candies that triggered off a tremendous growth.

The overall vision of the Company to increase the consumption of ice-cream on a national level is fully supported by appropriate promotion and market communication. The Company is among the frontiers, and maximum spender on Paper advertisement all over India. This spending actually surpasses the annual advertising budget of some of the regional players.

Processed Food Division

Agriculture represents almost one third of India's GDP, which is highest among developed and developing countries. Moreover, India is world's 2nd largest producer of vegetables and fruits. Food Processing sector is the single largest organized customer of the agriculture sector. With focused approach of GOI for development of processed food industry, the production of processed Fruits & Vegetables in the country has increased a lot in recent years. The food processing sector is growing at 8 to 8.5 %. The prominent processed items are fruit pulps and juices, frozen fruits and vegetables, fruit based ready-to-serve beverages, canned fruits and Vegetables, jams, squashes, pickles, chutneys and dehydrated vegetables.

In its recent policies, Government of India has recognised the importance of Processed Food sector and decided to give boost to this industry through various policy measures. The excise duty on certain ready-to-eat packaged foods is reduced to 8% from 16%. The sector has also been accorded priority sector status for the purpose of lending by Banks. This will result in increased credit flow to this industry segment.

Many of the processed food products are made available in the local markets. The Company has already achieved significant volumes in frozen peas and corn. Apart from this, large quantities of mango pulp and mango ras (a pulp based proprietary product) are also being sold in the domestic market.

FINANCE

During the year under review, Bank of India, Ahmedabad Corporate Banking Branch, has enhanced the working capital facility enjoyed by the Company from Rs. 305 lacs to Rs.555 lacs, including term loan of Rs. 200 lacs. The Company has also availed term loans from IDBI Ltd.

In terms of the provisions of Investor Education and Protection Fund Rules, 2001, the Company has transferred the unclaimed dividend amount of Rs. 19,907/- (including interest amount of Rs. 2,162/- on fixed deposit) declared for the financial year ended on 31st March, 1998 to the Investor Education and Protection Fund established by the Government under Section 205C(1) of the Companies Act, 1956.

FIXED DEPOSITS

The Company has no overdue deposits outstanding other than those unclaimed of Rs. 1.15 lacs as on 31st March, 2006. As on date of this report, deposits aggregating Rs. 0.25 lacs thereof have been claimed and paid or renewed. The

Company has accepted fixed deposits of Rs. 50.82 lacs from the Public and Shareholders during the year 2005-2006, after complying with the provisions of Section 58 A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 as amended. After repaying the maturities during the year, the total fixed deposits as on 31st March, 2006 stood at Rs.62.55 lacs.

RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the confirmation and explanations obtained by them, your Directors make the following statement in terms of Section 217(2AA) of the Companies Act, 1956:

- a) that in the preparation of Annual Accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- a) that they have 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 31st March, 2006 and of the profit or loss of the Company for that year;
- a) that they 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;
- a) that they have prepared the Annual Accounts on a going concern basis.

ADDITIONAL DISCLOSURES

In line with the requirements of Listing Agreement with the Stock Exchanges and the Accounting Standards of the Institute of Chartered Accountants of India, your Company has made additional disclosures in the Notes on Accounts for the year under review in respect of Related Party Transactions, calculation of EPS etc.

COMPLIANCE CERTIFICATE

Pursuant to Section 383A of the Companies Act, 1956 read with the Companies (Compliance Certificate) Rule, 2001, the Compliance Certificate received by the Company from Shri Ashish C. Doshi, a Company Secretary in Whole-time Practice, certifying that the Company has complied with all the provisions of the Companies Act, 1956 during the financial year ended on 31st March, 2006 (2005-2006) has been annexed hereto and forming part of the Directors' Report.

DEPOSITORY SYSTEM

Your Company has established electronic connectivity with the Depositories, NSDL and CDSL. In view of the numerous advantages offered by the Depository system, members are requested to avail of the facility of dematerialisation of the Company's shares on NSDL and CDSL as aforesaid.

The ISIN number allotted to the Company is INE693D01018.

INSURANCE

All insurable interests of the Company including inventories, buildings, plant and machinery, vehicles and other insurable interest are adequately insured.

LISTING AGREEMENT WITH STOCK EXCHANGES

Pursuant to the provisions of Listing Agreement with the Stock Exchanges, the Company declares that the Equity Shares of the Company are listed on the Stock Exchanges at Ahmedabad and Mumbai.

The Company confirms that it has paid Annual Listing Fees due to the above Stock Exchanges up to the financial year 2006-2007.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO.

Particulars relating to Conservation of Energy and Technology Absorption are not given, as it appears that the Companies (Disclosure of particulars in report of Board of Directors) Rules, 1988 is not applicable to the Company due to the nature of the Company's business operations, being Marketing Company.

There is no any Foreign Exchange Earnings and Outgo during the year under review.

DIRECTORS

During the year under review, Shri Ramanlal V. Mehta ceased to be a Director of the Company due to his sad demise. The Directors place on record the valuable services and guidance provided by Shri Ramanlal V. Mehta during his tenure as Director of the Company.

Pursuant to the provisions of the Companies Act, 1956 and Articles of Association of the Company, Shri Laxmiprasad C. Amin and Shri Jayantilal M. Shah, Directors of the Company, retire by rotation at the ensuing Annual General Meeting, and being eligible, offer themselves for re-appointment. Members are requested to consider their re-appointment as Directors of the Company, for which necessary resolutions have been incorporated in the Notice of the meeting.

PARTICULARS OF EMPLOYEES

Provisions of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended are not applicable to the Company, since none of the employees of the Company, including Managing Director, was in receipt of total remuneration of Rs. 24,00,000/- p.a. or Rs. 2,00,000/- p.m. during the year under review.

AUDITORS

M/s. Kantilal Patel & Co., Chartered Accountants, Ahmedabad, hold office as Statutory Auditors of the Company until the conclusion of this Annual General Meeting and the Board recommends their re-appointment till the conclusion of the next Annual General Meeting. The Company has received a certificate from Auditors under Section 224(1) of the Companies Act, 1956 to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Act. Members are requested to consider their re-appointment as Statutory Auditors of the Company for the current year at a remuneration to be decided by the Board of Directors.

TRADE RELATIONS

The Board desires to place on record its appreciation of the support and co-operation that your Company received from Distributors, Dealers, Stockists, C&F Agents, retailers and all others associated with your Company. It will be your Company's continued endeavor to build and nurture strong links with the trade, based on mutuality, respect and co-operation and consistent with the consumer interest.

ACKNOWLEDGMENTS

The Board wish to place on record its gratitude for the co-operation and assistance extended by various departments of the Union Government, State Government, Bankers and Financial Institutions.

The Board of Directors is overwhelmed with dedicated and sincere services of the employees of the Company at all levels. The Company would make every effort to meet the aspirations of its Shareholders and wish to sincerely thank the Shareholders for their whole hearted co-operation and support at all times.

For and on behalf of the Board

RAMCHANDRA R. GANDHI
Chairman & Managing Director

Ahmedabad, 26th June, 2006

FORM
[SEE RULE 3]
COMPLIANCE CERTIFICATE

To
The Members
Vadilal Enterprises Limited
Ahmedabad.

I have examined the registers, records, books, and papers of **Vadilal Enterprises Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the Rules made there under and also the provisions contained in the Memorandum and Articles of Association of the company for the financial year ended on **31st March, 2006**. In my opinion and to the best of my information and according to the examinations 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 has kept and maintained all registers as stated in the Annexure "A" to this certificate, as per the provisions and rules made there under and all entries therein have been duly recorded.
2. the company has duly filed forms and returns as stated in Annexure "B" to this certificate with the Registrar of Companies, Regional Director, Central Government, Company Law board or other authorities within the time prescribed under the Act and the rules made there under.
3. the company being a limited company, restrictive provisions applicable to private limited company are not applicable and therefore comments are not required.
4. the Board of Directors duly met 6 (Six) times on 30/04/2005, 21/06/2005, 29/08/2005, 14/11/2005, 30/01/2006 and 18/02/2006 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose. No circular resolutions were passed during the year under review.
5. the company closed its Register of Members and Share Transfer Books from 19/09/2005 to 27/09/2005 (both days inclusive) and necessary compliance of section 154 of the companies Act has been made.
6. the Annual general Meeting for the financial year ended on 31/03/2005 was held on 27/09/2005 after giving due notice to the members of the company and the resolutions thereat were duly recorded in the Minutes Book maintained for the purpose.
7. no Extra Ordinary General Meeting was held during the financial year.
8. the company has not advanced any loan to its directors and/or persons or firms or companies referred in the section 295 of the Act.
9. the company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. the company has made necessary entries in the register maintained under section 301 of the Act.
11. there were no instances requiring approval under section 314 of the Act.
12. duly constituted committee of directors called Share Transfer Committee has approved the issue of duplicate share certificates.
13. the company has :
 - (i) delivered all the certificates on lodgment thereof for transfer, transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) not deposited any amount as no dividend was declared for the year ended as on 31/03/2005.
 - (iii) not paid/posted any warrants for dividends to the members as no dividend was declared for the year ended as on 31/03/2005;
 - (iv) transferred the amount of Rs.19907/- (including interest of Rs.2162/- on fixed deposit) on 04/01/2006 being unpaid/ unclaimed dividend for the year 1997-98 which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund vide Challan No. 1083 dated 04/01/2006 and has also filed Form No. 1 along with list in Form No. 1A duly certified by a Practising Company Secretary with the office of The Registrar of Companies Gujarat.
 - (v) duly complied with the requirements of section 217 of the Act.
14. the Board of directors of the company is duly constituted and the appointment of directors have been duly made.
15. The company has not appointed any Managing Director during the year under review. However the re-appointment of Shri Ramchandra Gandhi as Managing Director of the company was made in the last year as per Central Government's approval received in the current year dated 24/05/2005 in compliance with the provisions of section 269 read with schedule XIII to the Act.
16. the company has not appointed any sole selling agents during the year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.

18. the directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. the company has not issued any securities during the financial year.
20. the company has not bought back any shares during the year ended on 31/03/2006.
21. the company was not required to redeem any preference shares or debentures during the financial year.
22. the company, wherever necessary, has kept in abeyance rights to dividend, pending registration of transfer of shares in compliance with the provisions of the Act.
23. the company has complied with the provisions of section 58A and 58 AA read with the Companies (Acceptance of Deposits) Rules, 1975, applicable directions issued by the Reserve Bank of India/any other authority in respect of deposits accepted including unsecured loans taken, amounting to Rs.4 lacs from shareholders and Rs.46.82 lacs from public aggregating to Rs. 50.82 lacs. However, after deducting amount of deposits repaid during the year, balance of outstanding deposits from Shareholders was Rs. 10.06 lacs and from Public was Rs. 52.49 lacs aggregating to Rs. 62.55 lacs as per the Return of Deposits for the year ended on 31/3/2006 duly certified by the Company and Auditors. The Company has filed Text of Advertisement with the Registrar of Companies, Gujarat on 05/09/2005 and has also filed Return of Deposit as on 31/3/2005 with the Registrar of Companies on 30/06/2005 as required under the Act.
24. the amount Borrowed by the company from Directors, members, public financial institutions, banks and others during the financial year ended on 31/03/2006 are within the borrowing limits of the company and that necessary resolution as per section 293 (1)(d) of the Act had been passed on 30/09/1995 in duly convened Annual General Meeting.
25. the company has not made loans and investments, or given guarantees or provided securities to other bodies corporate during the year under review.
26. the company has not altered the provisions of the Memorandum of Association with respect to situation of the company's Registered office from one state to another during the year under scrutiny.
27. the company has not altered the provisions of the Memorandum of Association with respect to the objects of the company during the year under scrutiny.
28. the company has not altered the provisions of Memorandum of Association with respect to the name of the company during the year under scrutiny.
29. the company has not altered provisions of Memorandum of Association with respect to the Share Capital of the company during the year under scrutiny.
30. the company has not altered Articles of Association during the year under scrutiny.
31. no prosecutions were initiated against the company and no show cause notices were received by the company for alleged offences under the Act and no fines, penalties and punishments were imposed on the company in any cases.
32. the company has received Rs. 92889.70 as security from its employees during the year under certification.
33. the company had normally deposited both employees and employers contributions to Provident Fund with prescribed authorities pursuant to section 418 of the Act.

Place : Ahmedabad

Signature : Sd/-

Date : 26th June, 2006

Name of Company Secretary : Ashish C. Doshi

C. O. P. No. : 2356

Annexure A

Registers maintained by the Company :

Sr No.	Section	Name of the Register
1.	108	Share Transfer Register (in electronic form)
2.	143	Register of Charges
3.	150	Register of Members (in electronic form)
4.	151	Index Members (in electronic form)
5.	193	Minutes of Meeting of Board of Directors
6.	193 (1)	Minutes of General Meetings
7.	209(1)	Books of Accounts
8.	301	Register of Contracts (Companies and Firms in which directors are interested)
9.	303	Register of Directors
10.	307	Register of Director's Shareholding
11.	372 A	Register of Loans made to other companies and Investments in securities of other bodies Corporate.
12.	Table A	Attendance Register of Directors

Annexure B

Forms and returns as filed by the company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ended on 31st March, 2006

Sr. No.	Particulars of Form/Return	Section	Description of the Document	Date of filing and ROC Receipt No.
01	Balance Sheet as at 31/03/2005 in Schedule VI	220	Balance Sheet as at 31/3/2005 in Schedule VI	616237 dtd.03/10/2005
02	Annual Return as on 27/09/2005 in Schedule V	159	Annual Return as on 27/09/2005 in Schedule V	634821 dtd.24/11/2005
03	Compliance Certificate for the year ended on 31/03/2005	383A	Compliance Certificate for the year ended on 31/03/2005	616237 dtd.03/10/2005
04	Text of Advt. inviting Deposits dtd. 29/08/2005	58A read with Companies (Acc.of Depo.) Rules, 1975	Text of Advt. inviting Deposits dtd. 29/08/2005	Filed on 05/09/2005
05	Form 32 dtd. 31/01/2006	303	Form 32 showing changes in particulars of Directors	648819 dtd. 3/2/2006
06	Form 32 dtd. 07/12/2005	303	Form 32 showing changes in particulars of Company Secretary due to resignation	640992 dtd. 9/12/2005
07	Return of Deposits as on 31/03/2005	58A read with Companies (Acceptance of Deposit) Rules, 1975	Return of Deposits as on 31/03/2005	604131 dtd.30/06/2005
08	Form 1 and 1A dated 16/01/2006 and 5/1/2006	205 read with IEPF Rules	Transfer of unpaid/ unclaimed dividend for the year 1997-98 deposited with bank on 4/1/2006 to Central Govt.'s IEPF A/c	Submitted on 20/01/2006

Place : Ahmedabad

Signature : Sd/-

Date : 26th June, 2006

Name of Company Secretary : Ashish C. Doshi

C. O. P. No. : 2356

AUDITORS' REPORT

To,
The Members of
Vadilal Enterprises Limited
Ahmedabad.

1. We have audited the attached balance sheet of **Vadilal Enterprises Limited** as at **March 31, 2006**, the profit & loss account and also the cash flow statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
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 here to a statement on the matters 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 report that:
 - (i) We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purposes of our audit.
 - (ii) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - (iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (iv) In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub section (3C) of section 211 of the Companies Act, 1956.
 - (v) On the basis of the written representations received from directors, as on 31st March 2006, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2006 from being appointed as a Director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956, on the said date.
5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2006
 - (b) In the case of the Profit & Loss Account, of the 'profit' of the Company for the year ended on that date.
and
 - (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For **KANTILAL PATEL & CO.,**
Chartered Accountants

Place : Ahmedabad
Date : June 26, 2006

[Mayank S. Shah]
Partner
Membership No.: 44922

ANNEXURE TO THE AUDITORS' REPORT TO THE MEMBERS OF VADILAL ENTERPRISES LIMITED, ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2006.

- (i) In respect of its Fixed Assets :
 - [a] The Company has maintained proper records showing full particulars including quantitative details and situation only in respect of building, vehicles and Deep Freeze Machines capitalized on wards 1997-98. In respect of Deep Freeze Machines capitalized prior to 1997-98 and other assets, individual details as to cost and accumulated depreciation, remains to be reconciled with ledger balances appearing in the financial statements.
 - [b] In respect of Deep Freeze Machines, Acrylic Boards, Push Carts and Freezer on Wheels lying with third parties, we are informed that the Company has formulated a programme of physical verification of these assets over a period of three years. In majority cases, Deep Freeze Machines, Push Carts and Freezer on Wheels were verified during the financial year 2003-04. Physical verification of Acrylic Boards was overdue since 1998-99. Acrylic Boards are not verified during the year hence the question of reconciliation between physical verification and book records does not arise.
Except vehicles and building, we are informed by the management that other assets viz. furniture & office equipments are not verified.
In respect of leased assets, we are informed that the Company has obtained confirmation from the lessee.
No material discrepancies were noticed in case of vehicles, building, and leased assets on such physical verification.
 - [c] The Company has not disposed off substantial part of fixed assets during the year.
- (ii) In respect of its Inventories :
 - [a] As explained to us, inventories have been physically verified by the management at reasonable intervals during the year.
 - [b] In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.
 - [c] The company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on such physical verification of inventory as compared to the book records.
- (iii) In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 :
The company has not granted nor taken any loans, secured or unsecured to /from companies, firms or other parties covered in the register maintained under section 301 of the Act. And hence, Paragraph 4 (iii)(a), (b), (c), (d), (e), (f) and (g) are not considered applicable to the company.

(iv) In respect of main trading item viz. Ice-cream, Mango pulp, Mango Ras, Frozen Vegetables, the purchases are made at agreed terms and conditions. In our opinion and according to the explanations given to us, there are adequate internal control system commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.

(v) In respect of transactions covered under Section 301 of the Companies Act, 1956:

[a] In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in Section 301 of the Act, have been entered in the register required to be maintained under that section.

[b] The transactions for purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 5Lakhs or more in respect of each party, according to the information and explanations given to us, purchase of specialized items such as Ice-cream, Mango Pulp, Mango Ras alternative sources are limited and others are made with reference to prevailing market prices at the relevant time for such goods, materials or services or the prices at which transactions for similar goods or services have been made with other parties.

(vi) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 58 A and 58AA or any other relevant provisions of the Companies Act, 1956 and the rules framed there under with regard to the deposits accepted from the public.

We are informed that 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.

(vii) In our opinion, the Company has an Internal Audit System commensurate with its size and the nature of its business.

(viii) As the Company is a trading company, Paragraph 4(viii) is not applicable.

(ix) In respect of statutory dues:

[a] According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education & Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and Other statutory dues wherever applicable to the company have generally been regularly deposited by the company with the appropriate authorities.

[b] According to the information and explanations given to us, no undisputed amount payable in respect of aforesaid statutory dues were outstanding as at 31st March, 2006 for the period of more than six months from the date they become payable.

[c] The disputed statutory dues aggregating to Rs.2.61 lacs, that have not been deposited on account of matters pending before appropriate authorities are as under:

(Rs. in lacs)				
Sr. No.	Dispute under :	Amount (net of deposit) (Rs.)	Period to which the amount relates	Forum where dispute is pending
(i)	Central Sales Tax Act and Sales Tax Act of various states	0.84 1.77	1991-92 1992-93	- Dy. Commn of Sales Tax - Dy. Commn of Sales Tax

(x) The company has no accumulated losses as at March 31, 2006. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.

(xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to financial institution or banks. The company has not obtained any borrowings by way of debentures.

(xii) The company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) The company has not given any guarantee for loans taken by others from bank or financial institutions.

(xiv) The company has not obtained any new term loans during the year. The term loans outstanding at the beginning of the year were applied for the purpose for which they were obtained.

(xv) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that, funds of Rs.511.12 Lacs raised on short-term basis have been used for long term investments.

(xvi) During the year, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section-301 of the Companies Act, 1956.

(xvii) According to information and explanations given to us, the company has not issued any debentures during the year.

(xviii) The company has not raised any money by way of public issue during the year.

(xix) To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year that causes the financial statements to be materially misstated.

(xx) In our opinion and according to the information and explanations given to us, the nature of the company's business/activities during the year are such that paragraphs

4(xiii) provisions of any special statute applicable to chit fund,

4(xiv) dealing or trading in shares, securities, debentures and other investments

of Company (Auditor's Reports) Order, 2003 are not applicable to the company.

For **KANTILAL PATEL & CO.,**
Chartered Accountants

Place : Ahmedabad
Date : June 26, 2006

[Mayank S. Shah]
Partner
Membership No.: 44922

BALANCE SHEET AS AT 31ST MARCH, 2006

	SCHEDULE	(Rs. in Lacs)	AS AT 31.03.2006 (Rs. in Lacs)	AS AT 31.03.2005 (Rs. in Lacs)
I SOURCES OF FUNDS :				
1) SHAREHOLDERS' FUNDS:				
Share Capital	1.11	86.40		86.28
Reserves & Surplus	1.12	192.99		166.24
			279.39	252.52
2) LOAN FUNDS:				
Secured Loans	1.21	407.00		460.61
Unsecured Loans	1.22	1,111.07		1,099.03
			1,518.07	1,559.64
3) DEFERRED TAXATION (NET)				
	1.31		174.91	156.76
TOTAL ->			1,972.37	1,968.92
II APPLICATION OF FUNDS :				
1) Fixed Assets :				
Gross Block		3,221.96		3,192.56
Less : Depreciation		1,511.36		1,500.67
Net Block			1,710.60	1,691.89
Capital Work in Progress			0.19	0.00
			1,710.79	1,691.89
2) Investments :				
	1.60		73.88	85.88
3) i. Current Assets, Loans & Advances:				
(a) Inventories	1.71	223.88		121.72
(b) Sundry Debtors	1.72	741.13		626.08
(c) Cash & Bank Balances	1.73	85.11		73.54
(d) Loans & Advances	1.74	2,033.92		1,963.83
Sub Total (i)		3,084.04		2,785.17
Less:				
ii. Current Liabilities & Provisions :				
(a) Current Liabilities	1.41	2,825.39		2,548.76
(b) Provisions	1.42	74.95		52.04
Sub Total (ii)		2,900.34		2,600.80
Net Current Assets : (i-ii)			183.70	184.37
4) Miscellaneous Expenditure				
(To the extent not written off or adjusted)	1.81		4.00	6.78
TOTAL ->			1,972.37	1,968.92
Significant Accounting Policies				
	3.1			
Notes to the Accounts				
	3.2			

This is the Balance Sheet referred to in our report of even date

For and on behalf of the Board

For **KANTILAL PATEL & CO.**
Chartered Accountants

Ramchandra R. Gandhi - Chairman & Managing Director
Jayantilal M. Shah - Director

Mayank S. Shah
Partner

Place: Ahmedabad
Date : June 26, 2006.

Place: Ahmedabad
Date : June 26, 2006.

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

	SCHEDULE	YEAR ENDED 31.03.2006 (Rs. in Lacs)	YEAR ENDED 31.03.2005 (Rs. in Lacs)
I. INCOME :			
Sales & Service Charges	2.1	11,187.21	10,786.68
Other Income	2.2	95.18	104.50
TOTAL		11,282.39	10,891.18
II. EXPENDITURE :			
Cost of Goods Sold	2.3	9,128.53	8,778.08
Selling ,Distribution & Other Expenses	2.4	1,740.83	1,633.74
Financial Expenses	2.5	30.09	55.28
Depreciation		314.82	297.30
TOTAL		11,214.27	10,764.40
III. Profit Before Tax and Exceptional items		68.12	126.78
IV. Exceptional Items	2.6	0.00	62.45
V. Provision For Tax			
-Current		3.41	4.04
-Deferred Tax(Net Charge)		18.15	20.07
-Fringe Benefit Tax		20.00	0.00
VI. Net Profit After Tax		26.56	40.22
VII Balance Brought Forward		4.60	(35.62)
VIII. Balance Carried to Balance Sheet		31.16	4.60
Significant Accounting Policies	3.1		
Notes to the Accounts	3.2		
Basic and Diluted Earnings per Equity Share (Rupees) (Nominal Value of Rs.10/- per Equity Share) (Refer Sch.-3.2 Note No.7)		3.05	4.62

This is the Profit & Loss Account referred to in our report of even date

For and on behalf of the Board

For **KANTILAL PATEL & CO.**
Chartered Accountants

Ramchandra R. Gandhi - Chairman & Managing Director
Jayantilal M. Shah - Director

Mayank S. Shah
Partner

Place: Ahmedabad
Date : June 26, 2006.

Place: Ahmedabad
Date : June 26, 2006.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2006

	Ended on 31.03.2006 (Rs. in Lacs)	Ended on 31.03.2005 (Rs. in Lacs)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax after Exceptional items as Profit & Loss Accounts	68.12	64.33
Adjusted for :		
Depreciation	314.82	297.30
(Profit) / Loss on Sale of Fixed Assets	0.04	(2.02)
Excess Diminution of the investments Written-back	0.00	0.01
Provisions for doubtful debts	5.52	21.70
Provisions for doubtful advance	7.13	9.91
Deep-Freeze Machine Written-off / Impairment	0.00	62.45
Dividend Income	(0.07)	(0.06)
Interest Income	(56.66)	(42.94)
Interest Expenses	86.75	98.22
	425.65	508.90
Operating profit before working capital changes		
Adjusted for :		
Trade and other receivables	(185.25)	(617.00)
Inventories	(102.16)	32.50
Trade payables	282.45	314.42
Deferred Expenses	2.78	(6.78)
	423.47	232.04
Cash Generated from operations		
Direct taxes paid / Adjustment	(15.15)	(2.03)
	408.32	230.01
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of fixed assets	(333.84)	(307.46)
Sale / Discard of fixed assets	0.08	4.55
Sales / (Purchase) of investments	12.00	46.07
Interest received	54.21	40.94
Dividend received	0.07	0.06
	(267.48)	(215.84)
Net Cash used in investing activities		
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from borrowings	79.95	119.10
Repayment of borrowings	(121.52)	(57.62)
Proceeds from the issue of Share Capital	0.31	0.00
Interest paid	(87.81)	(98.34)
Dividend Paid	(0.20)	(0.30)
	(129.27)	(37.16)
Net cash used in financing activities		
Net increase / (Decrease) in cash equivalents (A+B+C)	11.57	(22.99)
Net Cash equivalents as at 01.4.2005(Opening Balance)	73.54	96.53
	85.11	73.54
	(Rs. in Lacs)	(Rs. in Lacs)
	31.03.2006	31.03.2005
Major Components of Cash and Cash Equivalents as at		
Cash on hand [Including cheques on hand of Rs.Nil Lacs (P.Y. Rs. 16.38 Lacs.)]	20.40	24.63
Balance With Banks - On Current Accounts	17.67	36.62
- On Fixed Deposit Accounts (Rs.35.04 Lacs	47.04	12.29
P.Y.Rs.1.39 Lacs Pledged with banks)		
	85.11	73.54

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of the Board

For **KANTILAL PATEL & CO.**
Chartered Accountants

Ramchandra R. Gandhi - Chairman & Managing Director
Jayantilal M. Shah - Director

Mayank S. Shah
Partner

Place: Ahmedabad
Date : June 26, 2006.

Place: Ahmedabad
Date : June 26, 2006.

SCHEDULES TO BALANCE SHEET AND PROFIT & LOSS ACCOUNT

	AS AT 31.03.2006 (Rs. in Lacs)	AS AT 31.03.2005 (Rs. in Lacs)
SCHEDULE:1.11 SHARE CAPITAL :		
AUTHORISED :		
20,00,000 (P.Y 20,00,000) Equity Shares of Rs.10/-each	200.00	200.00
ISSUED, SUBSCRIBED & PAID UP :		
8,70,148 (P.Y.8,70,148) Equity Shares of Rs. 10 each	87.01	87.01
Less: Calls in Arrears (Due from other than Directors)	0.61	0.73
TOTAL	86.40	86.28
SCHEDULE:1.12 RESERVES & SURPLUS:		
BALANCE AS PER LAST BALANCE SHEET	93.77	93.77
Less: Calls in Arrears	0.91	1.10
	92.86	92.67
GENERAL RESERVE :		
Balance as per Last Balance sheet	68.97	68.97
PROFIT & LOSS ACCOUNT BALANCE	31.16	4.60
TOTAL	192.99	166.24
SCHEDULE:1.21 SECURED LOANS		
[A] TERM LOANS :		
(a) FROM FINANCIAL INSTITUTIONS :		
I. D. B. I. (Secured against hypothecation of Delivery Vehicles and specific Deep Freeze Machines and gauranteed by some of the Directors and a company.)	186.29	238.32
Interest Accrued & Due	0.00	16.44
	186.29	254.76
(b) FROM BANKS :		
(i) I.C.I.C.I Car Loan (Secured Against hypothecation of specified vehicle of the company)	6.66	1.10
(ii) H.D.F.C Car Loan (Hire Purchase) (Refer Sch.-3.2 Note No.5[b])	10.88	13.62
(iii) Kotak Mahindra Car Loan (Hire Purchase) (Refer Sch.-3.2 Note No.5[b])	10.91	13.84
(iv) Centurion Bank Ltd. Car Loan (Secured against hypothecation of specific Refrigerated Vehicles of the Company)	4.79	23.80
[A]	219.53	307.12
(Secured Loans of Rs. 59.81 Lacs repayable within one year) (P. Y. Rs. 73.54 Lacs)		
[B] CASH CREDITS :-		
From Scheduled Bank :	187.47	153.49
(Secured by hypothecation of stocks, book debts and personal guarantee of some of the Directors & further secured by creation of Equitable Mortgage by simple deposit of title deeds of 1st floor of Vadilal House situated at Shrimali Soc., N'gpura , A'hd. and also secured by gurantee of a company)		
[B]	187.47	153.49
TOTAL [A+B]	407.00	460.61
SCHEDULE: 1.22 UNSECURED LOANS:		
Security Deposits from Dealers/Distributors.(Interest Free)	1,048.83	1,034.05
Fixed Deposits from Public	61.40	64.23
Add :-Interest Accrued & due	0.84	0.75
(Repayable within one year Rs. 52.63 Lacs- P.Y Rs. 51.87 Lacs)	62.24	64.98
TOTAL	1,111.07	1,099.03

	AS AT 31.03.2006 (Rs. in Lacs)	AS AT 31.03.2005 (Rs. in Lacs)
SCHEDULE: 1.31 DEFERRED TAX LIABILITY (NET) :		
(Refer Sch.-3.1 Note No.-L)		
Deferred Tax Liability		
Deference between Book and Income Tax Depreciation	182.05	224.01
Deferred Revenue Exp.	1.35	2.28
	183.40	226.29
Deferred Tax Assets		
Expenditure disallowable under Section 43B	0.97	0.00
Provision for doubtful debts / advances	7.52	16.10
Unabsorbed depreciation	0.00	49.17
Others	0.00	4.26
	8.49	69.53
TOTAL	174.91	156.76
SCHEDULE: 1.41 CURRENT LIABILITIES		
Sundry Creditors (Refer Sch. 3.2 Note No. 3)	1,984.40	1,876.30
Other Liabilities	352.89	333.01
Acceptances	207.73	213.82
Advance received from customers	67.72	61.81
Temporary overdraft in current a/c with Banks	207.56	56.14
Unclaimed Dividend *	1.20	1.40
Unclaimed matured fixed deposits *	1.40	2.73
Interest Accrued But not Due on deposits*	2.49	3.55
	2,825.39	2,548.76
TOTAL	2,825.39	2,548.76
* These figures do not include any amounts, due & outstanding, to be credited to investors education & protection fund.		
SCHEDULE : 1.42 PROVISIONS		
Gratuity (Refer Sch.-3.1 Note No.F[i])	22.47	21.50
Leave Encashment (Refer Sch.-3.1 Note No.F[iii])	19.12	15.52
Provision for Income Tax Less Advance Tax (Current Tax)	13.36	15.02
Provision for Fringe Benefit Tax	20.00	0.00
	74.95	52.04
TOTAL	74.95	52.04

SCHEDULE:1.50 FIXED ASSETS (Refer Schedule 3.1 Note No. C) : (Rs. in Lacs)

	GROSS BLOCK (AT COST)				DEPRECIATION						NET BLOCK	
	As on 01.04.05	Addi- tion	Deduc- tion	Impairment during yr.	As on 31.03.06	Up to 01.04.05	For the year	Deduc- tion	Impairment during yr.	Upto 31.03.06	As on 31.03.06	As on 31.03.05
Building	37.05	0.00	0.00	0.00	37.05	6.06	0.65	0.00	0.00	6.71	30.34	30.99
Plant & Machinery	2,881.30	323.88	304.10	0.00	2,901.08	1,301.53	300.86	304.10	0.00	1,298.29	1,602.79	1,579.77
Office Equipments	16.99	0.48	0.00	0.00	17.47	7.83	0.84	0.00	0.00	8.67	8.80	9.16
Furniture & Fixtures	14.71	0.52	0.00	0.00	15.23	10.35	0.94	0.00	0.00	11.29	3.94	4.36
Vehicles	216.09	8.77	0.15	0.00	224.71	148.48	11.53	0.03	0.00	159.98	64.73	67.61
Leased Assets.	26.42	0.00	0.00	0.00	26.42	26.42	0.00	0.00	0.00	26.42	0.00	0.00
Total.....	3,192.56	333.65	304.25	0.00	3,221.96	1,500.67	314.82	304.13	0.00	1,511.36	1,710.60	1,691.89
Previous Year	3,032.02	308.23	80.78	66.91	3,192.56	1,286.36	297.30	58.40	24.59	1,500.67	1,691.89	
Capital Work in Progress	0.00	0.19	0.00	0.00	0.19							

Note :

- [1] Gross Block of Vehicles as on 31/03/06 includes assets taken on Hire Purchase at cost of Rs. 42.85 Lacs (P.Y Rs.34.49 lacs) , accumulated depreciation thereon is Rs. 4.84 lacs (P.Y Rs. 1.30 Lacs)and net carrying amount is Rs. 38.01 Lacs (P.Y.Rs.33.19 lacs)
- [2] Vehicles includes Vehicles amounting to Rs. 42.85 Lacs (P.Y. Rs.34.49 lacs) which are held in the Name of Directors of the company.
- [3] Gross Block of Rs. 3221.96 lacs and Depreciation upto 31-03-06 of Rs. 1511.36 lacs include amount of Rs. 195.98 lacs which represents Fixed Assets fully depreciated and Net Block value of respective fixed assets is Rs NIL.

(Rs. in Lacs)	AS AT 31.03.2006 (Rs. in Lacs)	AS AT 31.03.2005 (Rs. in Lacs)
SCHEDULE : 1.60 INVESTMENTS :		
(Refer Sch.-3.1 Note No.D)		
Long Term Investments:-		
(A) Quoted :		
In Equity Shares of Rs.10/- each fully paid up :		
(i) 2000 (P.Y.2000)Gujarat Narmada Knitwear Ltd.	0.20	0.20
(ii) 400 (P.Y.400) Aminex Chemicals Ltd.	0.04	0.04
(iii) 535000(P.Y.535000)Vadilal Chemicals Ltd.	81.60	81.60
	81.84	81.84
3864.40(P.Y.3864.40)6.75% Tax Free Bonds of Rs. 100/- each of Unit Trust of India	3.86	3.86
	85.70	85.70
Less :-Diminution in Value of Investments	22.97	22.97
	62.73	62.73
(B) Unquoted :		
(i) In Equity shares of Rs.10/- each fully paid up :- 700000(P.Y.700000)Kalpit Realty & Services Ltd.	0.37	0.37
70000(P.Y.70000) Shraddha Realtors Ltd.	7.00	7.00
115200(P.Y.115200) Majestic Farm House Ltd.	11.52	11.52
(ii) In Equity shares of Rs.25/- each fully paid up :- 2450(P.Y. 2450) Textile Traders Co-op.Bank Ltd	0.61	0.61
40(P.Y.40) Siddhi Co-op Bank Ltd.	0.01	0.01
(iii) In 12.5% I.D.B.I-Omni Bond of Rs.1,00,000/- each 0 (P.Y.12)	0.00	12.00
	19.51	31.51
Less :-Diminution in Value of Investments	8.36	8.36
	11.15	23.15
TOTAL	73.88	85.88
Aggregate Value of -		
a. Quoted Investments		
Book Value	85.70	85.70
Market Value	62.71	62.71
b. Unquoted Investments		
Book Value	19.51	31.51
SCHEDULE : 1.71 INVENTORIES :		
(Refer Sch.-3.1 Note No.E)		
Machinery Parts	33.36	43.76
Finished Goods	190.52	77.96
TOTAL	223.88	121.72
SCHEDULE:1.72 SUNDRY DEBTORS :		
(Refer Sch.-3.2 Note No.2)		
Debts outstanding for a period exceeding Six months	129.97	141.43
Less: Provision for doubtful debts	5.52	38.01
	124.45	103.42
[a]		
Other debts [b]	616.68	522.66
TOTAL [a+b]	741.13	626.08
Of the above debts		
a) Fully Secured	302.26	327.79
b) Unsecured Considered Good	438.87	298.29
c) Considered doubtful	5.52	38.01
TOTAL	746.65	664.09

	AS AT 31.03.2006 (Rs. in Lacs)	AS AT 31.03.2005 (Rs. in Lacs)
SCHEDULE : 1.73 CASH & BANK BALANCES :		
Cash on hand [Including cheques on hand of Rs. Nil Lacs (P.Y Rs. 16.38 Lacs)]	20.40	24.51
Remittance in Transit	0.00	0.12
Bank Balances:		
A) With Scheduled Banks:		
(i) In Current Accounts	17.63	36.58
(ii) In Fixed Deposit Accounts [Fixed Deposits of Rs. 35.04 Lacs (P.Y.Rs.1.39 Lacs) are pledged with Scheduled Banks]	47.04	12.29
B) With Non-Scheduled Banks (In Current Accounts) :-		
(i) Development Credit Bank [Max. Balance during the year Rs. 0.04 Lacs P.Y.Rs 0.04 Lacs]	0.04	0.04
TOTAL	<u>85.11</u>	<u>73.54</u>
SCHEDULE : 1.74 LOANS & ADVANCES :		
Advances recoverable in Cash or in kind or for value to be received.	140.30	119.75
Staff Loan	3.38	2.51
Deposits with Government Authority	2.12	2.07
Other Trade/Security Deposits	1,015.61	1,017.58
Advance Payment Of Tax Less Provisions (Current Tax)	23.16	13.09
Loan to others	28.73	26.00
Loan in current Account	838.44	793.92
	<u>2,051.74</u>	<u>1,974.92</u>
Less: Provision for irrecoverable Advances	17.82	11.09
TOTAL	<u>2,033.92</u>	<u>1,963.83</u>
Of the above Loans and Advances -		
a) Fully Secured	0.00	0.00
b) Unsecured Considered Good	2,033.92	1,963.83
c) Considered Irrecoverable	17.82	11.09
TOTAL	<u>2,051.74</u>	<u>1,974.92</u>
SCHEDULE : 1.81 MISCELLANEOUS EXPENDITURE :		
(Refer Sch.-3.1 Note No.M)		
Upfront Interest on restructuring of Loan	4.00	6.78
TOTAL	<u>4.00</u>	<u>6.78</u>
	YEAR ENDED 31.03.2006 (Rs. in Lacs)	YEAR ENDED 31.03.2005 (Rs. in Lacs)
SCHEDULE:2.1 SALES & SERVICE CHARGES :		
(Refer Sch.-3.1 Note No.G)		
Sales	11,650.18	11,203.92
Less: Sales Comm.,Trade Discount, Scheme Discount,Damages etc.	<u>524.85</u>	<u>460.74</u>
	11,125.33	10,743.18
Service Charges Income	13.15	13.52
Forex Advisory Fees'	48.73	29.98
TOTAL	<u>11,187.21</u>	<u>10,786.68</u>
SCHEDULE : 2.2 OTHER INCOME :		
Dividend Income on Long Term Investments(Gross)	0.07	0.06
Promotional Charges Recovered	2.78	3.05
Excess Provision / Credit Balance Written back	36.00	37.77
Profit on sale of Assets (Net)	0.00	2.02
Miscellaneous Income	56.33	61.60
TOTAL	<u>95.18</u>	<u>104.50</u>

	YEAR ENDED 31.03.2006 (Rs. in Lacs)	YEAR ENDED 31.03.2005 (Rs. in Lacs)
SCHEDULE : 2.3 COST OF GOODS SOLD :		
(Refer Sch.-3.2 Note No.9)		
Opening Stock	77.96	134.00
Add: Purchases	9,422.57	8,851.78
	<u>9,500.53</u>	<u>8,985.78</u>
Less: Capitalised during the year	181.48	129.74
	<u>9,319.05</u>	<u>8,856.04</u>
Less: Closing Stock	190.52	77.96
TOTAL	<u><u>9,128.53</u></u>	<u><u>8,778.08</u></u>
SCHEDULE : 2.4 SELLING, DISTRIBUTION & OTHER EXPENSES:		
Advertisement,Sales Promotion & Publicity Expenses	458.05	400.87
Freight & Forwarding Charges	473.52	475.54
Employees Expenses (Refer Sch.-2.41)	319.21	327.18
Repairs & Maintenance - Machinery	98.76	50.78
- Others	10.06	4.65
Rent	18.55	20.86
Rates & Taxes	13.53	9.01
Insurance	5.17	6.59
Vehicle Repairs & Petrol Expenses	43.60	42.88
Travelling	65.95	67.27
Provision for doubtful debts	5.52	21.70
Provision for doubtful Advances	7.13	9.91
Loss on the sale of Assets	0.04	0.00
Bad Debts/Loans/Advances/Other Current Assets irrecoverable written-off	41.11	1.08
Less : Provided in earlier years	38.42	0.00
	<u>2.69</u>	<u>1.08</u>
Foreign exchange difference (Refer Sch.-3.1 Note No.H)	3.33	2.73
Miscellaneous Expenses (Refer Sch.-2.42)	215.72	192.69
TOTAL	<u><u>1,740.83</u></u>	<u><u>1,633.74</u></u>
EMPLOYEES EXPENSES : 2.41		
Salaries, Wages, Allowances & Bonus ,etc.	292.70	285.02
Contribution to P.F.,F.P.F., etc.	23.17	38.99
Staff Welfare Expenses	3.34	3.17
TOTAL	<u><u>319.21</u></u>	<u><u>327.18</u></u>
MISCELLANEOUS EXPENSES : 2.42		
Sales Tax	17.25	19.69
C & F Commission	67.20	58.49
Directors' Travelling Expenses	0.68	0.20
Directors' sitting fees	0.48	0.22
Auditor's Remuneration -		
- Audit Fees	2.20	2.05
- Tax Audit Fees	0.75	0.70
- Management/Other Services	0.00	0.90
- Certificate Fees	0.78	0.58
- Taxation Matters	1.26	0.43
- Out of Pocket expenses	0.29	0.23
Other Expenses (Including Legal & Professional Charges, Conveyance,Electricity,Printing & Stationery, Telephone, Telerate Fees Expenses, etc.)	124.83	109.20
TOTAL	<u><u>215.72</u></u>	<u><u>192.69</u></u>

	YEAR ENDED 31.03.2006 (Rs. in Lacs)	YEAR ENDED 31.03.2005 (Rs. in Lacs)
SCHEDULE : 2.5 FINANCIAL EXPENSES :		
On Fixed Loans	27.33	40.56
On Bank Overdraft	13.04	12.40
On Fixed deposits	4.10	6.49
Brokerage & other Financial Charges	42.28	38.77
TOTAL	86.75	98.22
Less : Interest Income	56.66	42.94
(Tax Deducted at Source Rs.3.90 Lacs P.Y. Rs.0.79 Lacs)		
TOTAL	30.09	55.28
SCHEDULE : 2.6 EXCEPTIONAL ITEMS :		
Impairment on Fixed Assets (Refer Sch.-3.1 Note No.C[iii])	0.00	42.32
Discarded / dilapidated Fixed Assets Written-off (Includes Rs. NIL Lacs P. Y Rs. 0.30 Lacs C.W.I.P W/off)	0.00	20.13
TOTAL	0.00	62.45

SCHEDULE 3.1-SIGNIFICANT ACCOUNTING POLICIES

(A) ACCOUNTING CONVENTION :

The financial statements have been prepared in accordance with applicable Accounting Standards and relevant presentational requirements of the Companies Act,1956 and are based on the historical cost convention as modified to include the revaluation of certain fixed assets.

(B) USE OF ESTIMATES:

Preparation of financial statements in conformity with the generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of the financial statements and accompanying notes. Difference between the actual results and estimates, are recognised in the period in which the results are known/ materialised.

(C) FIXED ASSETS AND DEPRECIATION:

(i) Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss. Other attributable cost incurred for bringing the fixed assets to its intended use are added to the cost of Fixed Assets. Adjustments arising from exchange rate variations relating to transaction in foreign currencies attributable to Fixed Assets are capitalised.

(ii) Lease assets (Given prior to 01.04.2001) are shown at the cost of acquisition.

(iii) IMPAIRMENT OF ASSETS:

The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal/external factors. An impairment loss is recognised wherever the carrying amount of fixed assets exceeds its recoverable amount. The recoverable amount is measured as the higher of the net selling price & the value in use determined by the present value of estimated future cash flows.

(iv) Depreciation on fixed assets is provided on "Straight Line Method" at the rates and in the manner prescribed in Schedule XIV of the Companies Act,1956,.(as amended) except in case of;

(a) On electrical installation(Acrylic Glow Sign Board & Translite), Push Carts,Tricycles,Insulated Iron / Plastic Boxes and Freezer on wheels in respect of which depreciation is charged at 20% based on the estimated useful life of five years.

(b) On Plastic Crates and on specific assets of Happinez Parlour on which depreciation is charged at 33.33% based on the estimated useful life of three years.

(c) In respect of Deep Freeze Machines for addition from the year 2001-02,depreciation is charged at 10% based on estimated useful life of Ten years.

(d) On leased assets(given prior to 01.04.2001)depreciation is provided at the rate prescribed in Schedule XIV or the rate based on the estimated useful life equivalent to lease period of the respective assets, whichever is higher.

(v) ASSETS TAKEN ON FINANCE LEASE AFTER 01.04.2001:

Finance lease, which transfers substantially all risks and rewards incident to ownership of an asset to the company are capitalised at the inception of value of the minimum lease payments. Lease payments are apportioned between finance charges and the reduction of the outstanding liability,based on the implicit rate of return. Initial direct costs such as commission and legal fees are capitalised.

Such leased assets are depreciated on straight line method at the rates prescribed in schedule XIV of the companies Act, 1956.

(vi) Cost of electrical installation more than five years old and their corresponding depreciation are adjusted from gross block of fixed assets and depreciation fund respectively.

(D) INVESTMENTS:

Investments are classified as long term investments and are stated at cost. A Provision for diminution in the value of long term investments is made for each investment individually, only if such decline is other than temporary.

(E) INVENTORIES:

Inventories are valued as under:

INVENTORY	VALUATION METHOD
(i) Finished Goods.	At cost or net realisable value whichever is lower. Due provision for obsolescence and wear & tear is made.
(ii) Machinery Parts	At Lower of cost or Net realisable Value. Cost is determined on "Weighted Average" basis. Due Provision for obsolescence and wear & tear is made.

(F) RETIREMENT BENEFITS:

(i) GRATUTITY

- a) The Company has an arrangement with LIC of India for employees other than employees of Refrigeration Service Division for future payment of gratuity to employees. LIC of India will pay the gratuity liability to the extend of fund of Rs. 14.08 Lacs as on 31st March 2006 as against liability of gratuity of Rs.28.10 Lacs on the basis of acttural valuation at the year end. The company has made during the year provision of Rs. 0.03 lacs for the difference amount of Rs.14.02 Lacs which was Rs. 13.99 lacs as on 31st March 2005.
- b) In respect of employees of Refrigeration Services Division, where no funding exists, provision for gratuity is made on the basis of acttural valuation at the year end.

(ii) Leave encashment is determined and accounted on accrual basis at the year end.

(iii) Contributions to defined contribution schemes such as Provident Fund and Family Pension Fund are charged to the Profit and Loss Account as incurred.

(G) REVENUE RECOGNITION:

(i) SALES ACCOUNTING:

Sales are shown net of Damages, Trade Discount and Special Scheme Discount. Local Sales tax is included in Sales but does not include Value Added Tax.

(ii) Service charges income are accounted when there is reasonable certainty of recovery.

(iii) ACCOUNTING OF LEASING BUSINESS :(Entered prior to 01.04.2001)

(a) Lease equalisation is arrived at by the difference between Annual Lease charge and depreciation provided in the Accounts. Annual Lease charge is the difference between finance income and the Lease rentals receivable for the year. The aforesaid amount of lease equalisation is adjusted from lease rentals in the Profit & Loss Account.

(b) Lease Terminal Adjustment account arising on account of corresponding entries passed for Lease equalisation is adjusted in the net book value of the leased assets and is shown in the Balance Sheet under Fixed Asset.

(iv) Income of Forex Advisory Fees accounted on accrual basis.

(v) Dividend income from Investment is accounted for when the right to receive is established

(H) FOREIGN CURRENCY TRANSACTIONS:

(i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.

(ii) Assets and Liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at the year-end rates and those covered by forward exchange contracts are translated at the rate ruling at the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference having been recognised over the life of the contract. The difference in translation of current assets and current liabilities is recognized in the Profit & Loss Account, except exchange difference on account of acquisition of fixed assets which are adjusted to the cost of the relevant Fixed Assets.

(iii) Exchange difference related to acquisition of fixed assets is adjusted to the cost of those assets.

(iv) Premium or discount arising at the inception of the forward exchange contract is amortised as income or expense over the period of the contract. Any profit or loss arising in renewal or cancellation of forward exchange contracts is recognised as income or expense during the year.

(I) PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions are recognised when the company has present legal or constructive obligation, as a result of past events, for which it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made for the amount of the obligation. These are reviewed at each year end and adjusted to reflect the best current estimate.

Contingent Liabilities are disclosed by way of Notes to Accounts.

Contingent Assets are neither recognised nor disclosed in the financial statements.

(J) CONTINGENCIES AND EVENTS OCCURRING AFTER BALANCE SHEET DATE:

All contingencies and events occurring after Balance Sheet date which have a material effect on the financial position of the company are considered for preparing the financial statement.

(K) BORROWING COST:

Borrowing cost utilized for acquisition, construction or production of qualifying assets are capitalised as part of cost of such assets till the activities necessary for its intended use are complete. All other borrowing costs are charged in statement of profit & loss of the year in which incurred.

(L) TAXES ON INCOME AND EXPENSES:

(i) Current tax is determined as the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Where there is unabsorbed depreciation or carry forward losses, deferred tax assets are recognised only if there is reasonable certainty of realisation of such asset. Other deferred tax assets are recognised only to the extent there is reasonable certainty of realisation in future. Such assets are reviewed at each Balance Sheet date to reassess realisation.

(ii) Fringe Benefit tax has been determined at current applicable rate on taxes falling within the ambit of "Fringe Benefit" as defined under the Income tax Act, 1961.

(M) Miscellaneous Expenditure:

Upfront interest paid on restructuring of term loans is amortised over the tenure of such loans.

SCHEDULE 3.2 - NOTES TO THE ACCOUNTS.

1. CONTINGENT LIABILITIES NOT PROVIDED FOR :

	As on 31-03-2006 (Rs. in Lacs)	As on 31-03-2005 (Rs. in Lacs)
(a) Estimated amount of Contracts remaining to be executed on Capital account and not provided for (net of advances).	265.77	3.20
(b) Claims against the Company not acknowledged as debt / against which appeal has been filed.		
(i) Sales Tax*	2.61	2.61
(ii) Others	15.01	8.80

*(Disputed Statutory dues pending at Office of Deputy Commissioner of Sales Tax)

Note : Future Cash outflows in respect of 1 (b) above depends on ultimate settlement / conclusions with the relevant authorities.

2. Certain balances of debtors, creditors, loans and advances and deposits from dealers/distributors are subject to confirmation. Any adjustments, if required, would be made at the time of reconciliation/settlement of the Accounts.

3. a) Sundry Creditors includes :

	As on 31-03-2006 (Rs. in Lacs)	As on 31-03-2005 (Rs. in Lacs)
Total outstanding dues of small scale industrial undertakings.	11.82	6.99
Total outstanding dues of creditors other than small scale industrial undertakings	1,972.58	1,869.31
	<u>1,984.40</u>	<u>1,876.30</u>

The names of small scale industrial undertakings to whom Company owes a sum outstanding for more than 30 days (as per available information with the company).

a) Mak Traders b) Gemini Publicity c) Mahesh Arts d) Creative Advertising e) Bindi Artist & Printers f) Alka Glowsign g) Matchwell Packing & Ind. h) S B Ref. Services

4. REMUNERATION TO CHAIRMAN & MANAGING DIRECTOR:

Salaries, Wages, Allowances, Bonus etc. includes Rs.9.46 Lacs towards managerial remuneration as under :-

	Year ended 31-03-2006 (Rs. in Lacs)	Year ended 31-03-2005 (Rs. in Lacs)
(a) Salary.	6.00	5.37
(b) Contribution to P.F. & other Funds.	1.02	0.29
(c) Perquisites (HRA, Allow. etc.)	2.44	2.88
	<u>9.46</u>	<u>8.54</u>

The Computation of net profit U/s 349 of the Companies Act, 1956 is not given, as no commission is paid to the Managing Director in view of inadequate profit as per such computation.

5. a) The Company has taken buildings on operating lease that are renewed on a periodic basis and are cancelable at its option. Rental expenses for operating lease recognised in statement of profit and loss for the year is Rs.17.27 Lacs.(P.Y. Rs.18.77 Lacs)

b) In respect of assets taken on finance after 1st April,2001 (Rs. in Lacs)

	Balance as at 31.03.06	Not later than one year	Later than one year and not later than five years	Later than five years
i) Total of minimum lease payments	24.10	7.15	16.95	—
ii) Present value of minimum lease payment	21.79	6.02	15.77	—

iii) A general description of the significant finance leasing arrangements:

The Company has taken vehicles on hire purchase for a period of 60 months.

6. Segment Reporting as defined in Accounting Standard 17 is not applicable since revenue of segment other than trading operations in food products does not exceed 10% of total revenue. Similarly as company sells its products in India, there are no reportable geographical segments.

7. EARNINGS PER SHARE:

- a) The amount used as the numerator in calculating basic and diluted earnings per share is the net profit for the year disclosed in the profit & loss account.
- b) The weighted average number of equity shares used as the denominator in calculating both basic & diluted earnings per share is 8,70,148.

8 RELATED PARTY DISCLOSURES:

a) **Name of related party and description of relationship with whom transactions taken place.**

- | | |
|--|---|
| 1) Key Management Personnel | a) Shri Ramchandra R. Gandhi |
| 2) Relative of Key Management Personnel | a) Shri Rajesh R. Gandhi
b) Shri Virendra R. Gandhi |
| 3) Group of Individuals having significant influence over the company & relatives of such individuals. | a) Devanshu L. Gandhi |
| 4) Enterprises owned or significantly influenced by group of individuals or their relatives who have significant influence over the company. | a) Vadilal Industries Ltd.
b) Kalpit Realty and Services Ltd.
c) Vadilal Soda Fountain.
d) Vadilal International Pvt. Ltd.
e) Ambica Dairy Products.
f) Majestic Farm House Ltd. |

b) **Related Party Disclosures :**

(Rs. in Lacs)

Sr. No.	Particulars of Transactions	2005-06	2004-05
		Enterprises owned or significantly influenced by group of individuals or their relatives who have significant influence over the Company	Enterprises owned or significantly influenced by group of individuals or their relatives who have significant influence over the Company
1	Sales	94.47	49.39
2	Purchases	9,135.03	8,789.20
3	Vehicle Hire Charges paid	61.12	99.98
4	Receipt on Account of Capital Reduction	0.00	46.08
5	Service Charges Received	1.44	1.44
6	Rent for Vehicles used	2.64	2.64
7	Godown Rent	3.10	2.79
8	Replacement Income	4.69	3.51
9	Trade Discount given	9.45	4.94
	Outstanding at year end :		
	Receivables *	1,021.70*	1,018.61
	Payables	1,600.74	1,738.03
	Outstanding Corporate Guarantees Obtained	376.22	391.94

Note : a) Payment to Key Management Personnel in form of Managing Director's remuneration is shown in Note 4.

*b) Amount includes Rs.1,000 Lacs (P.Y Rs.1,000 Lacs) towards Franchise Deposit.

c) Sitting fees paid to relatives of key management personnel and to the other Director's is disclosed elsewhere in accounts.

9. PURCHASES, TURNOVER & STOCK

Particulars (Unit)	Qty In	Opening Stock		Purchases		Turn Over		Closing Stock	
		Qty.	Value Rs.in Lacs	Qty.	Value Rs.in Lacs	Qty.	Value Rs.in Lacs	Qty.	Value Rs. in Lacs
Ice cream/Frozen Dessert	K.L	14 (9)	6.75 (4.40)	16,881 (17,112)	8,713.44 (8,550.16)	16,880 (17,107)	10,655.73 (10,403.49)	15 (14)	7.46 (6.75)
D.F.M's	Nos.	519 (852)	71.21 (129.60)	1,811 (467)	303.45 (82.93)	1 (0)	0.08 (0.00)	1,190 (519)	183.06 (71.21)
Others			0.00 0.00		405.68 (218.69)		469.52 (339.69)		0.00 (0.00)
			77.96 (134.00)		9,422.57 (8,851.78)		11,125.33 (10,743.18)		190.52 (77.96)

- Notes :-
- Ice Cream and Frozen Dessert Turnover in value is after deduction of damages at dealers Places of Rs. 22.37 Lacs (P.Y.Rs.31.39 Lacs) for which quantity adjustments are not made as it is not readily ascertainable.
 - 1,139 Nos(P.Y.800 Nos) of Deep Freeze Machine amounting to Rs.181.48 Lacs (P.Y.Rs.129.74 Lacs) have been capitalised during the year.

	2005-2006 Rs. in Lacs	2004-2005 Rs. in Lacs
10. (a) Value of Imports on C.I.F value	Nil	Nil
(b) Expenditure in Foreign Currency	Nil	Nil
(c) Earnings in Foreign Currency	Nil	Nil

11. Previous year figures have been regrouped/rearranged wherever necessary to make them comparable with current year figures.

12. Information pursuant to Part IV to the Companies Act, 1956.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE.

I. REGISTRATION DETAIL :

Registration No. :	7995	State Code :	04
Balance Sheet Date :	31-03-2006		

II CAPITAL RAISED DURING THE YEAR (AMOUNT IN RS. LACS)

Public Issue :	Nil	Right Issue :	Nil
Bonus Issue :	Nil	Private Placements :	Nil

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS (AMOUNT IN RS. LACS)

Total Liabilities :	1,972.37	Total Assets :	1,972.37
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Sources of Funds

Paid-up Capital :	86.40	Reserves & Surplus :	192.99
Secured Loans :	407.00	Unsecured Loans :	1,111.07
Deferred Taxation (Net) :	174.91		

Application of Funds

Net Fixed Assets :	1,710.79	Investments :	73.88
Net Current Assets :	183.70	Misc. Expenditure :	4.00
Accumulated Losses :	Nil		

IV. PERFORMANCE OF COMPANY (AMOUNT IN RS. LACS)

Turnover :	11,282.39	Total Expenditure :	11,214.27
Profit/(Loss) before Tax :	68.12	Profit after Tax :	26.56
Earning per Share(Rs.) Annualised. :	3.05	Dividend Rate :	Nil

V. GENERIC NAME OF PRINCIPAL PRODUCTS OF THE COMPANY

Item Code No. (ITC Code) :	040210.09
Product Description :	Marketing of Ice-cream and Frozen Desert
Item Code No. (ITC Code) :	081290.02
Product Description :	Marketing of Mango Pulp.

For and on behalf of the Board

For **KANTILAL PATEL & CO.**
Chartered Accountants

Ramchandra R. Gandhi - Chairman & Managing Director
Jayantilal M. Shah - Director

Mayank S. Shah
Partner

Place: Ahmedabad
Date : June 26, 2006

Place: Ahmedabad
Date : June 26, 2006