

**ASIAN INDEPENDENT NETWORK LIMITED**  
**18th Annual Report**  
**2008-2009**

**NOTICE FOR 18<sup>th</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Company will be held at "Kohinoor House", Plot No.1, Gajera, Industrial Estate, Opp. I.C.Gandhi Mill, A.K.Road, Surat- 395006, Gujarat India on 30<sup>th</sup> September, 2009 at 12.30 p.m. to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive and adopt the audited balance sheet as 31<sup>st</sup> March 2009 and profit & loss account of the company for the year ended on 31<sup>st</sup> March 2009 and the Report of the Directors' and Auditors.
2. To appoint Director in place of Mr. Bhavin Prakash Chandra Shastri who retires by rotation and being eligible offers himself for reappointment.
3. To appoint Director in place of Mr. Mohamed Aswad Mohamedamin Pothiwala who retires by rotation and being eligible offers himself for reappointment.
4. To appoint the Auditor & fix their remuneration.

**SPECIAL BUSINESS:**

5. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution.

**"RESOLVED THAT**, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Rajiv Kiritbhai Bhatt, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

6. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution.

**"RESOLVED THAT**, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Kiritbhai Surajram Bhatt, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

7. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution.

**"RESOLVED THAT**, pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Sanjiv Kiritbhai Bhatt, who was appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting, who is eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956 be and is hereby appointed as Director of the company whose term of office liable to determination for retire by rotation."

8. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution.

**"RESOLVED THAT** subject to the provisions of Section 269, 310, 311, 316 read with Schedule XIII and any other applicable provisions of the Companies Act, 1956, consent of members of the Company be and is hereby granted for appointment of Mr. Kiritbhai Bhatt, Managing Director of the Company for a period of five years, commencing from 23<sup>rd</sup> June, 2009."

**"RESOLVED FURTHER THAT**, Rajiv Bhatt, Director of the Company be and is hereby authorised to file the necessary forms and resolution with the Registrar of Companies."

**"RESOLVED FURTHER THAT** Mr. Kiritbhai Bhatt, Managing Director of the Company be and is hereby authorised subject to the relevant provisions of the Companies Act, 1956 and other statutes applicable to the Company, to exercise for and on behalf of the Company, such powers, duties, rights and conditions as may be required, subject to the provisions of the Memorandum and Article of Association of the Company and also subject to any such prior permission or consent wherever applicable."

**"RESLOVED FURTHER THAT** this resolution would remain in force until withdrawn or by cancellation of the same by subsequent resolution as may be passed by the Board of Directors of the Company to that effect and that this resolution of extracts hereby communicated to the persons/ Companies etc., wherever necessary and deemed fit."

9. To Consider and if thought fit to pass with or without modification following resolution as Ordinary Resolution:

**“RESOLVED THAT** the authorized capital of the Company be and is hereby increased from Rs. 4,50,00,000/- (Rupees Four Crore Fifty Lakhs only) divided into 45,00,000 (Forty Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.”

**“RESOLVED THAT** the Clause V of the Memorandum of Association of the Company be altered in the manner following:-

**Clause V**

“The authorised capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) equity shares of Rs. 10/- (Rupees Ten Only) each.”

10. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 81(1A) and other applicable provisions if any, of the Companies Act 1956 (including any statutory modification or re-enactment thereof for the time being in force), and subject to the SEBI (Disclosure & Investor Protection) Guidelines 2000 (“SEBI Guidelines”) and such consents, approvals, permissions as may be required from any other statutory/regulatory authorities and any other appropriate authorities, institutions/bodies and subject also to such terms and conditions as may be prescribed while granting such consent, approval or permissions and sanctions, if any, the consent be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall also include any committee thereof), to issue and allot following securities on Preferential Allotment basis without offering the same to any persons, without being required to seek any further consent of the Members, with the intent that the Members shall be deemed to have given their consent thereto expressly by the authority of this resolution.”

99,400 equity shares of Rs. 10 each at Par to be allotted to the person called Preferential Shareholders i.e. Mr. Kirit Bhatt.

**“RESOLVED FURTHER THAT** the aforesaid equity shares shall rank pari passu, in all respects with the existing equity shares of the Company. The equity shares allotted on preferential basis shall be locked in from the date of their allotment for such periods as prescribed in clause 13.3.1 of SEBI Guidelines. “

**“RESOLVED FURTHER THAT** the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board is hereby authorised to do all such acts, deeds, matters and things and resolve any doubts or question that may arise in the issue and allotment of fresh shares, to effect any modification to the foregoing in the best interest of the Company and its shareholders and to execute all such writings and instrument as the Board may in its absolute discretion deem necessary or desirable.”

Place: Surat

For & on behalf of the Board of Director

Date: 29/07/2009

SD/-                      SD/-  
Rajiv Bhatt              Kirit Bhatt

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF MEETING.
2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Wednesday, 23<sup>rd</sup> September, 2009 to Wednesday, 30<sup>th</sup> September, 2009 (both days inclusive).
3. The shareholders are requested to bring their copy of Annual Report at the time of Meeting.
4. As a matter of convenience the shareholders are requested to inform their queries if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT:****Item No. 5:-**

Mr. Rajiv Kiritbhai Bhatt was appointed as an additional director of the company with effect from 29/01/2009, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company and in respect of whom the Company has received the notice under section 257 of the Companies Act, 1956 proposing the candidature for the office of Director, and hence his appointment as Director of the Company has been proposed.

None of the Directors of the Company except Mr. Rajiv Kiritbhai Bhatt, himself be deemed to be concerned or interested in the resolution set out at item no. 4 of the accompanying notice.

**Item No. 6:-**

Mr. Kiritbhai Surajram Bhatt was appointed as an additional director of the company with effect from 29/01/2009, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company and in respect of whom the Company has received the notice under section 257 of the Companies Act, 1956 proposing the candidature for the office of Director, and hence his appointment as Director of the Company has been proposed.

None of the Directors of the Company except Mr. Kiritbhai Surajram Bhatt, himself be deemed to be concerned or interested in the resolution set out at item no. 5 of the accompanying notice.

**Item No. 7:-**

Mr. Sanjiv Kiritbhai Bhatt was appointed as an additional director of the company with effect from 29/01/2009, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company and in respect of whom the Company has received the notice under section 257 of the Companies Act, 1956 proposing the candidature for the office of Director, and hence his appointment as Director of the Company has been proposed.

None of the Directors of the Company except Mr. Sanjiv Kiritbhai Bhatt, himself be deemed to be concerned or interested in the resolution set out at item no. 6 of the accompanying notice.

**Item No. 8:-**

Profile of Mr. Kiritbhai Bhatt, Director being appointed u/s 269 of the Companies Act, 1956

Name	Kiritbhai Bhatt
Date of Birth	05/06/1948
Date of Appointment	29/01/2009
No. of shares held in the company	1,50,000
No. of warrants held in the company	N.A
Directorship in other company	Kohinoor Techno Machines Ltd

Mr. Kiritbhai Bhatt, being experienced, entrepreneur and a successful businessman having experience in various type of industrial activity and has been spending his precious time and energy for day to day affairs of the Company. Therefore, the consent of the members is sought for appointment of Mr. Kiritbhai Bhatt as the Managing Director of the Company.

None of the Director of the Company in any way concern and interested except Mr. Kiritbhai Bhatt.

**Item No.9:-**

The Board of Director had decided to expand the business of the company and hence the needs fund. The management of the Company decided to increase the fund by way of Issue of Shares for which it is necessary to increase the authorized share capital of the Company.

Further Clause V of the Memorandum of Association of the Company shall have to be altered accordingly so as to increase the authorised capital of the Company. The Board recommended for passing the resolution as an ordinary resolution.

None of the directors of the Company were interested, in any way, in the aforesaid resolution.

**Item No. 10:-**

Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956

1. In respect of Item No.1

a. **The Object of the issue:**

In order to meet the long term resources of the Company, raise funds for corporate actions like capital expenditure for expansion of the activities of the company working capital requirements and general corporate purpose, the Board of Directors of the Company, have at its meeting held on 23<sup>rd</sup> June, 2009, subject to approval of Members under Section 81 (1A) of the Companies Act, 1956 and subject to such other approvals as may be necessary, have recommended for issue of 99,400 equity shares of Rs.10 each at par for consideration payable in cash to each of the Investors on a preferential basis as per Clause 13.1.1'of SEBI Guidelines.

b. **Shareholding pattern before and after the Preferential Allotment:**

The shareholding pattern of the Company before and after the issue of said 99,400 equity shares would be as follows:

**PRE ISSUE SHAREHOLDING PATTERN**

Category	Pre-Issue Equity holding	% of Share Holding
<b>1. Promoters Holdings</b>		
a. Indian Promoters	13,01,642	31.11%
Sub Total	13,01,642	31.11%
<b>2. Non Promoters Holding</b>		
a. Resident Indians	27,77,855	66.41%
b. Bodies Corporate	1,03,905	2.48%
c. NRIs/FII/Foregion Corporate Bodies	100	0.00%
Sub Total	28,81,860	68.88%
Total Paid-up Capital	41,83,402	100.00%

\* Preferential shareholders existing holding has been included in Public shareholding

**POST ISSUE SHAREHOLDING PATTERN**

Category	Post-Issue Equity Holding after allotment of Equity Shares	% of Share Holding
<b>1. Promoters Holdings</b>		
a. Indian Promoters	14,01,042	32.71%
Sub Total	14,01,042	32.71%
<b>2. Non Promoters Holding</b>		
a. Resident Indians	27,77,855	64.87%
b. Bodies Corporate	1,03,905	2.42%
c. NRIs/FII/Foregion Corporate Bodies	100	0.00%
Sub Total	28,81,860	67.29%
Total Paid-up Capital	42,82,802	100.00%

\* Preferential shareholders existing holding has been included in Public shareholding

\* Pursuant to Compliances of SEBI (SAST) Regulations 1997 the Preferential Shareholders (allottees of equity Shares) has been considered as Promoters of the company

**c. Change in Management**

The existing executive directors and key-personnel in the employment of the Company shall continue to hold their respective positions and accordingly there shall be no change consequent to the allotment of equity shares to the Preferential Shareholders. Pursuant to the allotment of equity shares jointly to Preferential Shareholders and subject to compliance of SEBI(SAST) Regulations and other applicable Statutory approval/Regulations there will be change in control over the Company or the management of the affairs of the Company and the existing promoters of the Company will continue to be in control of the Company jointly with Preferential Shareholders.

**d. Identity of Allottees with Corresponding Percentage on Expand Capital**

The proposed allottees of 99,400 equity shares of Rs.10 each pursuant to special resolution at item no.1 of the notice and percentage of expanded capital to be held by them after the proposed allotment of the said equity shares to them as per said resolution are as under:

Section 81 of the Companies Act, 1956 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further shares, etc., such shares shall be offered to the existing shareholders of the company in the manner laid down in section 81 unless the shareholders in the general meeting decide otherwise by passing a special resolution..

Hence consent of the shareholders by way of a special resolution is being sought pursuant of section 81 and all other applicable provisions of Companies Act, 1956 and in terms of the provisions of the SEBI (DIP) guidelines and listing agreements executed by company with the Stock Exchanges where the company's shares are listed.

**e. Intention of the promoter/Directors/ Key management persons to subscribe to the offer:**

The promoters/Directors/ Key Management of the company have conveyed to the company that no promoters, directors, key management persons other than mentioned in item no 1 intend to subscribe to the offer proposed under special resolution at item no 1 of the notice for the shareholders approval at this meeting.

**f. Proposed time within which the allotment shall be complete:**

The Company will complete the allotment of equity shares within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority or central government.

**g. Lock –In:**

The Equity Shares to be issued to above allottees shall be locked in for a such period of as prescribed in clause 13.3.1 of SEBI Guidelines from the date of allotment as prescribed under SEBI (Disclosure & Investor Protection) Guidelines, 2000 as amended.

**h. Consents:**

The issue and allotment of above instruments other than to the holders of equity shares on the date of offer requires the approval of the Members by a Special Resolution under Section 81(1A) for the Companies Act, 1956.

In terms of provisions of the Companies Act, 1956, consent of the Members is required for allotment of further equity shares to any person other than the existing Members.

Consent of the Members is therefore sought to authorise the Board to create, offer, issue and allot equity shares pursuant to the provisions of Section 81(1A) of the Companies Act, 1956.

**i. Auditors Certificate:**

The certificate from the auditors of the Company, certifying that the issue of financial instruments on the above terms is in accordance with the SEBI Guidelines on Preferential Issues as in force on the date of this shall be laid before the Members at the Meeting.

**j. Interest of Directors**

Mr. Rajiv Bhatt Mr. Kirit Bhatt and Mr. Sanjiv Bhatt, being a major shareholder and director of Asian Independent Network Limited and Director of the company may be deemed to be concerned or interested in the resolution.

None of the other directors are in anyway, directly or indirectly concerned or interested in the above referred resolution.

The Board recommends the above resolution for your acceptance. None of the directors of the Company were interested, in any way, in the aforesaid resolution.

Date: 29<sup>th</sup> July, 2009

By and on Behalf of the Board of Director

Place: Surat

SD/-  
Rajiv Bhatt

SD/-  
Kirit Bhatt

Regd. Office:

"Kohinoor House", Plot No.1, Gajera,  
Industrial Estate, Opp. I.C.Gandhi Mill,  
A.K.Road, Surat- 395006

**DIRECTORS' REPORT**

To,  
The Members

The Directors' present the Eighteenth Annual report on the business and operations of your Company for the year 2008-2009.

**FINANCIAL RESULTS AND OPERATIONAL REVIEW:**

During the year under review the total income from operations was Rs. 2,15,700 as compared to Rs. 20,000 of that of the previous Year. The Company has provided Rs. 5,005 for depreciation. The Company has planned future operations for which it has set up an R & D Department which has been the focus and strength of the company. This effort has helped the industry by many innovative products and technologies. The consulting staff of the Company has been involved in the design, erection, start-up, and management of all phases of manufacturing operations. This practical experience is accompanied by access to meaningful information that represents the real performance and capability of these operations. Examples of these important databases include production cost, labor content, process specification, quality, and process control information gathered from diamond units.

**CHANGE IN MANAGEMENT OF THE COMPANY:**

The management and control of the Company have been changed and Mr. Rajiv Bhatt, Mr. Kiritbhai Bhatt, Mr. Sanjiv Kirit Bhatt and Mr. Yogesh Bhatt and M/s. Kohinoor Techno Machines Limited have been entered as the new promoters of the Company for which Public Announcement ("PA") has been issued by the Manager to the Offer i.e., Corporate Strategic Allianz Pvt Ltd, on behalf of the Mr. Rajiv Bhatt, Mr. Kiritbhai Bhatt, Mr. Sanjiv Kirit Bhatt and Mr. Yogesh Bhatt and M/s. Kohinoor Techno Machineries Limited collectively referred to as "the Acquirer" pursuant to and in compliance with Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time (the "Regulations") issued by the Securities and Exchange Board of India ("SEBI") to the Shareholders of Asian Independent Network Limited on 24<sup>th</sup> April, 2008 for which offer open on 13<sup>th</sup> June, 2008, and closed on 02<sup>nd</sup> July, 2008.

**DIRECTORS:**

During the year Mr. Rajiv Kiritbhai Bhatt, Mr. Kiritbhai Surajram Bhatt and Mr. Sanjiv Kiritbhai Bhatt who had been appointed as an additional directors of the Company from 29<sup>th</sup> January, 2009 is eligible himself to appoint as a regular directors of the company, u/s 257 of the Companies Act, 1956. The Members are requested to regularize their appointment.

During the year Mr. Rakshit Sheth, Mr. Ghemarbhai Mohanbhai Desai, Mr. Sujal Shah, Mr. Kiran Dwarkadas Shah and Mr. Jayantbhai Bhurabhai Bhardwaj were resigned as on 01<sup>st</sup> September, 2008 and the Board took note of the same.

Mr. Bhavin Prakash Chandra Shastri and Mr Mohamed Aswad Mohamedamin Pothiawala Directors of the Company are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

**RESPONSIBILITY STATEMENT:**

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts:

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

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

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

**A. Conservation of Energy:****(1) Energy Conservation Measures Taken:**

The Company accords high priority to conservation of energy. Several concrete steps have been taken to save energy such as utmost utilization of D.G.Set run by diesel and with regular maintenance and overhauling.

**(2) Impact of Measures of (A) above for reduction of energy Consumption and Consequent Impact on the cost of production of Goods: The measures listed above resulted in lower consumption.****(3) Total Energy consumption and energy consumption per unit of production.****B. Research and Development:**

R & D forms the basis of Kohinoor's efforts in making processes simpler, smoother and faster for the diamond industry. R & D is a highly structured activity at Kohinoor and stringent quality control measures have lead to technologically superior products. There is a total concentration on up gradation of technology and standardization of components. Our engineering & manufacturing personnel have a broad range of experience in designing & producing quality machinery & inspection equipment.

**C. Foreign Exchange Earnings and Outgo:**

Foreign Exchange Earning is NIL Foreign Exchange Outgo IS NIL

**APPOINTMENT OF AUDITORS:**

M/s. Bharat & Co., Chartered Accountants who had been appointed as Auditors of the Company at the Extra Ordinary General Meeting held on 30/03/2009 to fill the casual vacancy caused by the resignation of the M/s. Ashvin K Yagnik & Co., Chartered Accountants are the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company.

**PUBLIC DEPOSITS**

The Company has not accepted any deposits from the public during the year under review. Your Company is listed with the Bombay Stock Exchange.

**PARTICULARS OF EMPLOYEES:**

There is no employee having remuneration with the provisions of section 217(2A) of the companies Act 1956 read with the Companies (Particulars of employee) Rules, 1975 as amended.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

**REPORT ON CORPORATE GOVERNANCE:**

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

**SEGMENT:**

Your Company is engaged in a single segment only.

**ACKNOWLEDGEMENT:**

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

For & on behalf of the Board of Directors

Place: Surat

Date: 29<sup>th</sup> July, 2009

SD/-                      SD/-  
Rajiv Bhatt          Kirit Bhatt

## ANNEXURE “B” TO DIRECTORS’ REPORT

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

**Business Overview**

We at Asian Independent Network Limited dedicate excellence in our prime mission of software development for diamond machineries and now taking initiatives in the business of diamond machineries in diamond industry with updated technology, keeping in mind the need of the industry and global competency.

We are committed towards maximum customer satisfaction and to cater their needs and to match their expectations for quality, reliability, safety, and technology and after-sale service. We move as a well-organized team with active involvement of persons at all levels for continual process improvements underlining the aspirations of the customers.

Our motto is to render quickest service to the customer at his call hence our concern for the customer and our customer to keep his wheel moving without any interruptions.

**OVERALL REVIEW OF COMPANY****Product Portfolio**

Customer's satisfaction by delivering quality products has been the corner stone of our Company. The Company, therefore, believes in manufacturing of all critical and precision components in-house. The production facilities of the Company are equipped with high precision machine tools and managed by a team of well qualified and experienced engineers and technicians.

Research & Development has always been the focus and strength of the company. This effort has helped the industry by many innovative products and technologies.

The Company provides variety of software products for diamond machineries to our esteemed clientele. Now taking steps forward to expand the business in the area of producing various diamond machineries. Firstly we are moving for the following product portfolio of the diamond machineries:

- Auto Polishing Machine
- Barrel Bruting Machine
- Laser Machine
- Sawing/Bruting/Coning
- Polished Diamond Analyser
- Rough Dia Scanner
- Kohinoor Dia Marker
- Manual Polishing Mill
- Fancy Bruting System
- Coning Machine
- Single Spidle
- Consultancy Services

The group has dedicated Design and R&D centre which is recognized by Department of Science & Technology Govt. of India. This facility is equipped with most modern instruments, manned by highly qualified engineers from various disciplines developing products & solutions to meet the need of markets and provide value added services to our customers. Hence, the next step of the Company will be to include following variety of products in the portfolio of the Company products:

- Diamond scope
- Luster View
- E Scope
- Diamond Counting System

- Auto Sawing Pad
- Polishing Sensor

## OPPORTUNITIES AND THREATS

### An Initiative that Transformed the Industry

Kohinoor, the leading company in diamond machinery manufacturing industry-developing enduring relationship with customers by providing quality products and service since 25 years

- Machine is suitable for making Table or Block the rough diamond according to laser marking.
- Easy to learn & operate.
- Guarantee a quick return on your investment.
- Suitable for table blocking for every cut.
- Reduced production cost as one operator can operate two mills.
- It's outstanding double System of sensing and micron setting which gives highest accuracy level ever seen before.
- 16 grain selection operating System which gives smooth luster finishing on table.
- Its solid rigid design gives you long lasting performance.
- User friendly break selection option.
- Available best path selection facility.

### Our Clientele

With consistent quality products and services, we have achieved total customer satisfaction resulting in worldwide customer base. We have been able to achieve long standing association with our clients by offering them maximum benefits through our superior quality of services and products.

We have a wide network of distributors and offices, which are always there to assist our clients in meeting all of their requirements with utmost precision and within time. Our teams of technically sound sales persons ensure prompt delivery of goods and provide friendly assistance with round the clock services to our valued customers.

### Quality Assurance

- Committed to deliver an up to date technology through continuous innovation and research
- Equipped with required infrastructure and utility
- Advance lab fully equipped for monitoring of test results and monitoring of produced machines in plant
- Equipped with required all testing / measuring / trial equipments for demonstration and measurement
- Skilled expert of diamond industry with mechanical technocrats with advance software technology made, research easier and quicker
- 3-D modeling of design and components are prepared for design validation prior to match required standard of accuracy and strength
- After sale support team is linked with R&D team for timely update of product performance and analysis of complain route cause to make product error / trouble free
- Customer has liberty to suggest their view / experience to make product more reliable and efficient.

## CURRENT SCENARIO

### The Competitive Edge

Asian Independent Network Limited stands tall in its arena owing to a number of factors. Few of these are:

- Strong Human Resource consisting of best talent from field of Laser, computer software-hardware, electronics and mechanical and management
- Value for money products.

- Commitment for quality in products and operations
- A large base of satisfied customers across the globe
- Dedicated efforts towards technical excellence through continuous innovation
- Customer centric product development approach
- Well articulated market sensing mechanism
- A market share of around 80% of the supply of laser machines
- Advanced R&D and manufacturing infrastructure
- Highly dynamic & well equipped Marketing & Service team
- Driven by the purpose of client business excellence

#### **Internal Control Systems and their adequacy**

The Company is committed to maintaining an effective system of internal control for facilitating accurate, reliable and speedy compilation of financial information, safeguarding the assets and interests of the Company and ensuring compliance with all laws and regulations. The Company has an internal control department to monitor, review and update internal controls on an ongoing basis. The Company has put in place a well defined organization structure, authority levels and internal guidelines for conducting business transactions. The Company appointed independent internal auditors, who would monitor and review all transactions independently to get higher level of efficiency and would report directly to the Audit Committee, which consists of entirely independent directors, on quarterly basis. The Internal Auditors conducts audit all key business areas as per the pre-drawn audit plan. All significant audit observations and follow up actions are reported to the Audit Committee along Internal Audit reports and management's responses/replies. The minutes of Audit Committee would be reviewed by the Board for its suggestions/recommendations to further improve the internal control systems. The Audit Committee periodically reviews audit plans, observations and recommendations of the internal auditors as well as external auditors with reference to significant risk areas and adequacy of internal controls.

#### **Human Resources / Industrial Relations**

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Fundamental HR processes which enable higher performance orientation, speed, skill and competency development, talent management and human asset refreshable are corner stones for the success of any organization.

#### **Caution Statement**

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate, intend, will, expect and other similar expressions are intended to identify such forward looking statements. The Company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Besides, the Company cannot guarantee that these assumptions and expectations are accurate or will be realized and actual results, performance or achievements could thus differ materially from those projected in any such forward looking statements.

**Report on Corporate Governance**

(Pursuant to Clause 49 of the Listing Agreement)

**A. Mandatory Requirements**

The Board of Directors of the Company gives due support to the principles behind the good Corporate Governance. Given below is a report on Corporate Governance:

**1. Company's philosophy on code of Corporate Governance**

Corporate Governance is an integral part of value, ethics and best business practices followed by the Company. The core values of the Company are commitment to excellence and customer satisfaction, maximizing long-term value for stakeholders, socially valued enterprise and caring for people and environment.

Statutorily, Corporate Governance involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all shareholders. The company's philosophy of corporate governance is not only to meet statutory requirements but also to go beyond that and to attain a high level of transparency and accountancy in the functioning of the Company and the conduct of the business both internal and external. This is done with the sole view to enhance share holder's value.

**2. Board of Directors****2.1 Composition of the Board:**

The Board of Directors of the Company comprised 7 Non Executive Directors. The Directors also comprised three independent directors. The Chairman is a Non executive director.

<b>Name of Director</b>	<b>Category of Director</b>
Mr. Chandrakant Sheth+	Chairman & Managing Director
Mr. Rajiv Kiritbhai Bhatt	Additional Director - Non Executive
Mr. Kiritbhai Surajram Bhatt	Additional Director - Non Executive
Mr. Sanjivbhai Kiritbhai Bhatt	Additional Director - Non Executive
Mr. Rakshit Sheth	Non Executive Director
Mr. Ghemarbhai Mohanbhai Desai	Non Executive Director
Mr. Sujal Shah	Non Executive Director
Mr. Kiran Dwarkadas Shah	Non Executive Director
Mr. Jayantbhai Bhurabhai Bhardwaj	Non Executive Director
Mr. Bhavin Prakash Chandra Shastri	Independent and Non Executive Director
Mr Mohamed Aswad Mohamedamin Pothiwala	Independent and Non Executive Director
Mr. Mishra Rabindra Maheshwar	Independent and Non Executive Director
+ resigned w.e.f 23 <sup>rd</sup> June, 2009	

**2.2 Responsibilities of the Board**

The responsibility such as policy formulation, performance review and analysis and control, direction and management of the affairs of the company is vested in the Board of Directors presided over by the Chairman and Managing Director. The Board has delegated some of its powers to the executives of the company. The Board reviews from time to time such delegated powers and their utilisation for effective functioning of the Company.

**2.3 Meeting and Attendance Record of Directors**

The meetings of the Board of Directors are held at periodical intervals and are generally at the registered office of the Company. The meeting dates are decided well in advance and the agenda and notes on agenda are circulated in advance to the directors. All material information is incorporated in the notes on agenda for facilitating meaningful and focused discussion at the meeting. Where it is not perusable to attach supporting or relevant documents to the agendas, the same is tabled before the meeting. In case of business exigencies or urgency of matters, resolutions are passed by circulation. Senior Management persons are often invited to attend the Board Meetings and provide clarifications as and when required.

During the year under review, the Board met 7 times on the following dates:

05/05/2008	30/07/2008	01/09/2008	17/10/2008
22/10/2008	29/01/2009	04/03/2009	

c. Attendance of Directors at Meetings of Board of Directors and last AGM:

Name of Director	Category of Directorship	No. of Meetings Attended	Attendance at the last AGM held on 30.09.2008
Mr. Chandrakant Sheth	Chairman & Managing Director	7	YES
Mr. Rajiv Kiritbhai Bhatt	Additional Director - Non Executive	3	NO
Mr. Kiritbhai Surajram Bhatt	Additional Director - Non Executive	3	NO
Mr. Sanjibhai Kiritbhai Bhatt	Additional Director - Non Executive	3	NO
Mr. Rakshit Sheth	Non Executive Director	2	NO
Mr. Ghemarbhai Mohanbhai Desai	Non Executive Director	2	NO
Mr. Sujal Shah	Non Executive Director	2	NO
Mr. Kiran Dwarkadas Shah	Non Executive Director	2	NO
Mr. Jayantbhai Bhurabhai Bhardwaj	Non Executive Director	2	NO
Mr. Bhavin Prakash Chandra Shastri	Independent and Non Executive Director	4	YES
Mr Mohamed Aswad Mohamedamin Pothiawala	Independent and Non Executive Director	4	YES
Mr. Mishra Rabindra Maheshwar	Independent and Non Executive Director	4	YES

#### 2.4 Details of Directors seeking re-appointment at the ensuing Annual General Meeting

As per the provisions of the Companies Act, 1956, two third of the directors of a company should be retiring directors, of which one third of such directors are required to retire every year and if eligible, they qualify for re-appointment.

Mr. Bhavin Prakash Chandra Shastri and Mr Mohamed Aswad Mohamedamin Pothiawala, Directors of the Company who retire by rotation at the ensuing Annual General Meeting and offer themselves for re-appointment.

#### **Profile of Mr. Bhavin P Shastri, Director being appointed u/s 269 of the Companies Act, 1956**

Name	Bhavin P Shastri
Date of Birth	22/03/1976
Date of Appointment	01/09/2008
No. of shares held in the company	NIL
No. of warrants held in the company	N.A
Directorship in other company	NIL

#### **Profile of Mr. Mohamed Aswad Mohamedamin Pothiawala, Director being appointed u/s 269 of the Companies Act, 1956**

Name	Mohamed Aswad Mohamedamin Pothiawala
Date of Birth	14/09/1980
Date of Appointment	01/09/2008
No. of shares held in the company	NIL
No. of warrants held in the company	N.A
Directorship in other company	NIL

**2.5 Details of Directors who are as Chairman and Directors in other Public Companies**

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 (C) (ii) across all the Companies in which he is a director. The necessary disclosure regarding Directorship and Committee position have been made by the Directors who are on the Board of the Company as on 31<sup>st</sup> March, 2009 and the same is reproduced herein below :

Sr. No.	Name of Director	No of Directorship in other Public Companies	No. of Committees positions held as Chairman on other public Companies	No. of Committees positions held as member in other public Company
1.	Mr. Chandrakant Sheth	—	1	—
2.	Mr. Rajiv Kiritbhai Bhatt	1	—	—
3.	Mr. Kiritbhai Surajram Bhatt	1	—	—
4.	Mr. Sanjibhai Kiritbhai Bhatt	1	—	—
5.	Mr. Rakshit Sheth	—	—	—
6.	Mr. Ghemarbhai Mohanbhai Desai	—	—	—
7.	Mr. Sujal Shah	—	—	—
8.	Mr. Kiran Dwarkadas Shah	—	—	—
9.	Mr. Jayantbhai Bhurabhai Bhardwaj	—	—	—
10.	Mr. Bhavin Prakash Chandra Shastri	—	—	—
11.	Mr Mohamed Aswad Mohamedamin Pothiwala	—	—	—
12.	Mr. Mishra Rabindra Maheshwar	—	—	—

**3. COMMITTEE OF BOARD:**

The Company had Three Board Committees. These are

1. Audit Committee
2. Remuneration Committee
3. Share Transfer & Shareholders/Investor Grievance Committee

Moving with various committees formed and reported in the previous Annual Report and in line with the requirements of SEBI and Stock Exchanges, the Board has formally constituted the following committees of Directors.

**3.1 Audit Committee:**

The Audit committee constituted by the Board of directors as per the provisions of Clause 49 of the listing Agreements as well as in Section 292A of the Companies Act, 1956, comprises of three members viz. Mr. Chandrakant Sheth, Mr. Rajiv Bhatt and Mr. Kiritbhai Bhatt, who are well versed with finance, accounts, management and corporate affairs. Two members constitute the quorum of the said Audit Committee Meeting. Mr. Chandrakant Sheth is the Chairman of the committee.

The Audit Committee of the Board of Directors of the Company, Inter-aila, provides assurance to the Board on the adequacy of the internal control systems and financial disclosures.

The audit committee while reviewing the Annual Financial Accounts ensures compliance of the Accounting Standard (AS) issued by the Institute of Chartered Accountants of India.

**TERMS OF REFERENCE:**

The scope of activities of the Audit Committees include the following :

- A. Overseeing the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- B. Recommending the appointment and removal of external auditor, fixation of audit fees and also approval for payment of any other Consultancy services provided by the statutory auditor.

- C. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:
- Any changes in accounting policies and practices.
  - Major accounting entries abased on exercise of judgment by management.
  - Qualifications in draft audit report.
  - Significant adjustments arising out of audit.
  - The going concern assumption
  - Compliance with accounting standards
  - Compliance with stock exchange and legal requirements concerning financial statements
  - Any related party transactions i.e transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interest of company at large.
- D. Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- E. Reviewing the adequacy of internal audit function, 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.
- F. Discussion with internal auditors any significant findings and follow up there on.
- G. 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 system of a material nature and reporting the matter to the board.
- H. Discussions with external auditors before the audit commences, the nature and scope of audit, as well as conduct post audit discussions to ascertain any area of concern.
- I. Reviewing the company's financial and risk management policies.
- J. To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non payment of declared dividend) and creditors.

Executive summary of the Audit Committee Meetings are placed before the immediate next Board Meetings held after the Audit Committee for deliberations and the full minutes of the same are placed before the following

Board Meeting for recode. The Board of Directors, regularly appraised on the recommendations for the Audit Committee, further, at the beginning of the financial year, the Committee discuss the plan for the internal audit and statutory audit.

Dates of the Audit Committee Meetings are fixed in advance and agenda is circulated to the Directors at least seven days before the meeting.

As required under Clause 49(III)(E) of the Listing Agreement, the Audit Committee had reviewed the following information:

- Management Discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions submitted by management
- Management letters/letters of internal controls, weaknesses issued by the Statutory Auditors.
- Internal Auditors Reports relating to internal control weaknesses.
- Appointment, removal and terms of remuneration of the internal auditors.

During the year under review, the 4 Audit Committee were held during Financial Year 2008-09. The dates on which the said meetings were held as follows:

05/05/2008	30/07/2008	17/10/2008	29/01/2009
------------	------------	------------	------------

The necessary quorum was present at the meetings.

### 3.2 Remuneration Committee

The remuneration committee of the Company comprises of Mr. Chandrakant Sheth, Mr. Rajiv Bhatt and Mr. Kiritbhai Bhatt.

The Remuneration Committee reviewing the overall compensation policy, service agreements and other employments and other employment conditions of Managing / Whole time Directors and Managing Director etc.

There was no meeting of Remuneration Committee during the Financial Year 2008-09

**3.3 Share Transfer & Shareholders'/Investor Grievance Committee:**

The Share Transfer & Shareholders'/Investor Grievance committee comprises as under:

Sr. No.	Name	Position
1	Mr. Chandrakant Sheth	Chairman
2	Mr. Rajiv Bhatt	Member
3	Mr. Kiritbhai Bhatt	Member

The committee is responsible for approving and monitoring transfers, transmission, splitting and consolidation of shares issued by the Company. In addition to that, the committee also monitors redressal of complaints from shareholders relating to transfer of shares, non-receipt of balance sheet etc., No sitting fees is paid to the committee members.

The status of shareholders' complaints received so far/number not solved to the satisfaction of shareholders/ number of pending share transfer transactions (as on 31st March, 2009 is given below):

**Complaints Status: 01.04.2008 to 31.03.2009**

- Number of complaints received so far	:	3
- Number of complaints solved	:	3
- Number of pending complaints	:	0

**Compliance Officer:**

Mr. Rajiv Bhatt is Compliance Officer for the purpose of complying with various provisions of Securities and Exchange Board of India (SEBI), Listing Agreement with Stock Exchanges, Registrar of Companies and for monitoring the share transfer process etc.

**4. GENERAL BODY MEETINGS:**

(a) The location and time, where last three years Annual General Meetings are as follows :

Year	Venue	Date	Time
2005-2006	Dholka – Bagodra Road, Village Khanpur, Dholka, Gujarat	28/09/2006	10.30 a.m.
2006-2007	Dholka – Bagodra Road, Village Khanpur, Dholka, Gujarat	28/09/2007	10.30 a.m.
2007-2008	Dholka – Bagodra Road, Village Khanpur, Dholka, Gujarat	30/09/2008	11.00 a.m.

(b) All the resolutions including special resolutions set out in the respective notices were passed by the shareholders. The following special resolutions were passed in previous Three Annual General Meeting for the year:

**2008**

Special Resolution in regard to (1) Regularize Mr. Bhavin P Shastri as director of the company (2) Regularize Mr. Mohamed Aswad Pothiawala as director of the company (3) Regularize Mr. Rabindra M Mishra as director of the company

**2007**

Special Resolution in regard to re-appointment of Mr. Chandrakant Sheth as Chairman and Managing Director of the Company

**2006**

No Special Resolution passed in the Annual General Meeting.

**EXTRA ORDINARY GENERAL MEETING DURING THE YEAR 2008-2009**

Two Extra Ordinary General Meeting held during the financial year under review.

- (a) Extra Ordinary General Meeting was held during the year for Appointment of M/s. Bharat & Co., Chartered Accountants, Surat as statutory Auditors of the Company to fill casual vacancy caused by the resignation of M/s. Ashvin K Yagnik & Co., Chartered Accountants, Ahmedabad on 30<sup>th</sup> March, 2009.
- (b) Extra Ordinary General Meeting was held during the year for Public Announcement under Regulation 10 and 12 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended from time to time (the "Regulations") issued by the Securities and Exchange Board of India ("SEBI") to the Shareholders of Asian Independent Network Limited on 24<sup>th</sup> April, 2008.

## 5. **DISCLOSURES:**

There were no significant or material related party transactions that have taken place during the year which have any potential conflict with the interest of the company at large. The detailed related party information and transactions have been provided in Note 4 of Schedule 13 of Notes to Accounts.

One Notice had been received by SEBI vide Letter No. IM/PEND/03/2008 dated 07/05/2008 and same had been resolved by the Company accept that no any strictures have been imposed by SEBI, Stock Exchanges or any statutory authorities on matters relating to capital markets during the last three years.

### **CHANGE IN CAPITAL STRUCTURE:**

During the Financial Year, the Capital structure of the company had been changed by Preferential Allotment of Equity Shares pursuant to the provisions of Section 81(1A) and other applicable provisions if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), and subject to the SEBI (Disclosure & Investor Protection) Guidelines 2000 ("SEBI Guidelines"). Thereby the present paid up capital of the Company came to Rs. 418,34,020/- as also reflected in the audited Balance Sheet as at 31st March, 2009.

### **CEO/CFO CERTIFICATION:**

(Under Clause 49(V) of Listing Agreement)

I Certify that —

- a. I have reviewed the financial statements and the cash flow statement for the year 2008-09 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - 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 2008-09 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 the internal control, if any, of which we are aware of 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 -
  - Significant changes in internal control over the financial reporting during the year 2008-09;
  - Significant changes in accounting policies during the year 2008-09 and that the same have been disclosed in the notes to the financial statements; and
  - 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 over the financial reporting.

## 6. **MEANS OF COMMUNICATION:**

The Quarterly Unaudited Financial Results are published in Local English and Vernacular language newspapers. The presentation as to the Company's performance etc., are made to the Institutional Investors/Financial Analysts as and when felt expedient.

The Management Discussions and Analysis Report forms part of the Directors Report and is given separately.

**7. GENERAL SHAREHOLDERS' INFORMATION:**

- a. Annual General Meeting: Date, Time and venue: 30<sup>th</sup> September, 2009 at 12.30 p.m. at the Registered Office of the Company.
- b. Financial Year: 1<sup>st</sup> April 2008 to 31<sup>st</sup> March 2009.
- c. Financial Calendar:
  - i. 1<sup>st</sup> quarterly results – last week of July, 2008.
  - ii. 2<sup>nd</sup> quarter results – last week of October, 2008.
  - iii. 3<sup>rd</sup> quarter results – last week of January, 2009.
  - iv. 4<sup>th</sup> quarter results – last week of April, 2009.
- d. Date of Book Closure: Wednesday, 23<sup>rd</sup> September, 2009 to Wednesday, 30<sup>th</sup> September, 2009.
- e. Dividend Payment Date: N.A.
- f. Listing of Equity Shares on Stock Exchanges: The Bombay Stock Exchange Limited Annual listing fees for the financial Year upto 31-03-2009 has been paid.
- g. Stock Code: BSE 519485
- h. Demat ISIN number: **INE237D01014**
- i. Market price data: The Company has its high price for the month ended March, 2009 is Rs. 8.73 and low price for the month ended March, 2009 is Rs. 4.25 has been reported to take place.
- j. Performance of the Company's shares in comparison with broad-based indices as BSE's Sensex: The Company has nothing to report on the matter.
- k. Registered and Transfer Agent: Pinnacle Share Registry Private Limited, Naroda, Ahmedabad w.e.f. 01-04-02 as the common agency both in respect of physical and demat shares.
- l. Share Transfer System: All the transfers are received and processed by share Transfer agents and are approved by share transfer committee. Share Transfer requests received in physical form are registered within 30 days and demat requests are confirmed within 21 days.
- m. Market price data:

MONTH	HIGH Rs.	LOW Rs.
April 2008	11.93	6.75
May 2008	15.19	11.95
June 2008	15.39	11.95
July 2008	15.18	13.07
August 2008	16.69	13.85
September 2008	16.40	11.51
October 2008	15.50	11.87
November 2008	15.56	9.73
December 2008	14.60	6.42
January 2009	10.75	6.20
February 2009	7.70	5.51
March 2009	8.73	4.25

## n. Distribution of Shareholding as on 31.03.2009.

Share Holding of Nominal Value		Share Holders		Share Amount	
Rs.	Rs.	No.	% to total	In Rs.	% to total
1	500	4261	84.31	765924	18.31
501	1,000	485	9.60	618900	14.79
1001	2,000	150	2.97	267100	6.38
2001	5,000	110	2.18	291900	6.98
5001	10,000	22	0.44	199700	4.77
10001	Above	26	0.51	1926478	46.05
Details not available				113400	2.71
Total		5054	100.00	4183402	100.00

## o. Shareholding pattern as on 31.03.2009

Category	No. of Shares held	% of Shareholding
a. Promoters and persons who may be deemed to be acting in concert including promoter/directors group Companies	1301642	31.11
b. Other bodies corporate	103905	2.48
c. Indian public	2881760	68.89
Total	4183402	100.00

Dematerialization of shares: As on 31-03-09 Demated shares accounted for 62.76% (26,25,502 Equity Shares) of total equity.

Outstanding GDR / ADR / Warrants: Not Applicable

**Address for communication:**

- Pinnacle Share Registry Pvt. Ltd.  
Near Ashoka Mills, Naroda,  
Ahmedabad – 380025
- Asian Independent Network Limited  
"Kohinoor House", Plot No.1, Gajera, Industrial Estate,  
Opp. I.C.Gandhi Mill, A.K.Road, Surat- 395006, Gujarat

Declaration of compliance with the code of conduct

All the Directors and senior management personal have, respectively, affirmed compliance with the code of conduct as approved and adopted by the Board of Directors.

**For, ASIAN INDEPENDENT NETWORK LIMITED**

Date: 29<sup>th</sup> July, 2009  
Place : Surat

SD/-  
Managing Director

AUDITOR'S REPORT

To  
The members

We have audited the attached Balance Sheet of ASIAN INDEPENDENT NETWORKS LIMITED as at 31<sup>st</sup> March, 2009 and also the Profit & Loss Account for the year ended on that date annexed thereto and cash flow statements for the period ended on that date. These financial statements are responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standard 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 disclosure 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.

- A. As required by Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4A) of the Companies Act, 1956 and on the basis of such checks as considered appropriate, We enclose in the annexure "A" a statement on the matters specified in the said order.
- B. Further, to our comment in the annexure referred to in paragraph "A" above, We report 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 appears from our examination of those books;
  - c) The balance sheet and profit & loss account dealt with by this report are in agreement with the books of account;
  - d) In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956;
  - e) On the basis of written representations received from the director's and taken on record by the Board of Directors, We report that none of the director is disqualified form being appointed as a director in terms of Clause (g) of section 274 (1) of the Companies Act, 1956;
  - f) In our opinion and to the best of our information and according to the explanation given to us, the said statement of accounts read with notes thereon gives 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 principle generally accepted in India:
    - 1) In the case of the Balance Sheet of the State of affairs of the company as at 31<sup>st</sup> March, 2009;
    - 2) In the case of Profit & Loss Account, of the profit for the Year ended on that date. And
    - 3) In case of Cash Flow Statement, of the cash flow of the Company for the year ended on that date.

For, Bharat & Co.  
Chartered Accountants

Bharat H. Gandhi  
(Proprietor)  
M. No. 125227

Place: Surat  
Date: 23/07/2009

**Annexure “A” referred to in our main Audit report**

- (1) (a) The company has broadly maintained proper records to show full particulars, including quantitative details and situation of fixed assets.
- (b) We have been informed that fixed assets of the Company are physically verified by the management according to a regular program of verification which in our opinion is reasonable having regard to nature size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (2) In our opinion and according to information and explanations given to us. The going concern status of the Company is not affected even though the company has disposed off substantial part of its fixed assets during the year under audit. According to information and explanation given to us, the company has changed the nature of activities during the previous year, the going concern status of the company is not affected.
- (3) Since the company is operating in software development activity, hence there is no question of inventory valuation and verification has been arise.
- (4) (a) The company has taken loans from 4 (Four) parties covered in the register maintained u/s 301 of the Act. The maximum amount involved during the year was Rs 1.46 lacs and the year end balance of loans taken from such parties was Rs 1.46 lacs. The above amount also represents for which no due dates for repayment has been specified.
- (b) In our opinion and according to information and explanation given to us, the rate of interest and other terms and condition of loan given to or taken from parties covered in the register maintained under section 301 of the Companies Act 1956, prima facie, are not prejudicial to the interest of the company;
- (c) The parties have repaid principle amount as stipulated and have been regular in payments of interest, wherever specified. The company is regular in repaying the principal amounts as stipulated and has been regular in the payments of interest.
- (d) There is no overdue amount of loan granted to or taken from companies, firms and other parties listed in the register maintained u/s 301 of the Act.
- (5) In our opinion and according to information & explanation given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and with regards to sale of goods. In our opinion and according to information and explanations given to us there is no continuing failure to correct major weaknesses in internal controls system.
- (6) In our opinion and according to information & explanation given to us, the the company has not entered into any transaction exceeding Rs 5 lacs in respect of any party during the financial year that need to be entered in the register pursuant to section 301 of the companies act 1956.
- (7) The company has not accepted any deposits under the provisions of section 58A and 58AA of the Companies Act 1956 and the Companies (Acceptance of deposits) Rules 1975
- (8) In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
- (9) As the Company is not manufacturing company, requirement as prescribed by the Central Government of India u/s 209(1) (d) of the Act regarding the maintaining the Cost records are not applicable to the Company.
- (10) (a) According to the books and records as produced and examined by us in accordance with the generally accepted auditing practices in India and also based on management representation, undisputed statutory dues including provident fund, investor education protection fund, employees state insurance , income tax, Service tax, sales tax, wealth taxes, custom duty, cess and other material statutory dues have generally been regularly deposited by the company during the year with the appropriate authority in India.
- (b) According to information & explanation given to us, there are no undisputed amounts payable in respect of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty and Cess were in arrears as at 31<sup>st</sup> March 2009 for a period of more than six months from the date they became payable.
- (c) According to information and explanations given to us, there are no dues of sales tax, income tax, service tax, customs duty and cess which have not been deposited on account of any dispute.

- (11) In our opinion, the company has accumulated losses of Rs 248.33 lacs at the end of the financial year which is more than fifty percent of its net worth. The company has incurred cash losses during the financial year covered by our audit and have incurred cash losses during the immediately preceding financial year
- (12) In our opinion and according to information & explanation given to us, the company has not defaulted in repayment of dues to a financial institution, Banks, or debenture holders.
- (13) In our opinion and according to information & explanation given to us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (14) Clause (Xiii) is not applicable to the company as the company is not a chit fund, nidhi, mutual benefit fund or a society.
- (15) In our opinion and according to information & explanation given to us, the company is not dealing or trading in shares, securities, debentures and other investments. Accordingly the provisions of clause 4(xiv) of the Companies (Auditors Report) Order 2003 are not applicable to the Company.
- (16) According to information & explanation given to us, the company has not given any guarantee for loan taken by others from bank or financial institution.
- (17) In our opinion and according to information & explanation given to us, the company has not availed any term loans during the year.
- (18) According to information & explanation given to us and on an overall examination of balance sheet of the company, we report that there is no funds raised on short term basis have been used to finance short term assets except permanent working capital.
- (19) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- (20) The clause is not applicable to the company as it has not issued any debentures.
- (21) The clause is not applicable to the company as the management has not raised the money by public issue.
- (22) According to information & explanation given to us, no fraud on or by the company has been noticed or reported during the year.

**For Bharat & Co**  
Chartered Accountants

Bharat H. Gandhi  
(Proprietor)  
M. No: 125227

Place: Surat  
Date: 23/07/2009

## BALANCE SHEET AS AT 31ST MARCH 2009

	Schedule	Current Year Figure Rs	Previous Year Figure Rs
<b>I. Sources of funds:</b>			
(1) Shareholder's Funds			
(a) Share Capital	1	41,834,020	41,834,020
(b) Reserve & Surplus	2	3,346,000	3,346,000
	<b>Total</b>	<b>45,180,020</b>	<b>45,180,020</b>
(2) Loan Funds			
(a) Secured Loans		-	-
(b) Unsecured Loans	3	146,225	3,968,693
	<b>Total</b>	<b>146,225</b>	<b>3,968,693</b>
Deferred Tax Liabilities		963,673	963,673
	<b>TOTAL</b>	<b>46,289,918</b>	<b>50,112,386</b>
<b>II. Application of funds:</b>			
(1) Fixed Assets	4		
Gross Block		43,500	15,777,674
Less: Depreciation		5,005	7,813,495
Net Block	<b>Total</b>	<b>38,495</b>	<b>7,964,179</b>
(2) Current Assets, Loan and Advances			
(a) Sundry Debtors	5	297,200	81,500
(b) Cash & Bank Balances	6	12,478	13,561
(c) Loans & Advances	7	21,202,100	21,203,920
	<b>Total</b>	<b>21,511,778</b>	<b>21,298,981</b>
Less :Current Liabilities & Provisions			
(a) Liabilities	8	118,500	4,500
(b) Provision		-	-
		118,500	4,500
Net Current Assets	<b>Total</b>	<b>21,393,278</b>	<b>21,294,481</b>
Misc Exp. and Pre Operative Exps		25,215	25,215
Profit & Loss Account (Loss)		24,832,930	20,828,511
	<b>TOTAL</b>	<b>46,289,918</b>	<b>50,112,386</b>
Notes to Accounts attached herewith	14	-	-

As per our report of even date annexed hereto

**Bharat & Co.**

Chartered Accountants

For Asian Independent Network Limited

**Bharat H. Gandhi**  
(Proprietor)

M. No. 125227

**Kiritbhai S Bhatt**  
Director**Rajiv K. Bhatt**  
Director

Place: Surat

Date: 29-07-2009

## PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2009

	Schedule	Current Year Figure Rs	Previous Year Figure Rs
<b>INCOMES:</b>			
Sales / Income From Operations	9	215,700	20,000
Other Income	10	14,045	206
	<b>TOTAL</b>	<b>229,745</b>	<b>20,206</b>
<b>EXPENDITURES:</b>			
Employee Cost	11	106,300	41,100
Administrative and General Expenses	12	4,116,032	131,774
Financial Expenses	13	6,827	78
Depreciation	4	5,005	-
	<b>TOTAL</b>	<b>4,234,164</b>	<b>172,952</b>
<b>PROFIT/(LOSS):</b>		<b>(4,004,419)</b>	<b>(152,746)</b>
Profit (Loss) B/F from Previous Year		(20,828,511)	(20,675,765)
Profit (Loss) carried forward to Balance Sheet		(24,832,930)	(20,828,511)
Notes to Accounts attached herewith	14	-	-

As per our report of even date annexed hereto

**Bharat & Co.**  
Chartered Accountants

**For Asian Independent Network Limited**

**Bharat H. Gandhi**  
(Proprietor)  
M. No. 125227

**Kiritbhai S Bhatt**  
Director

**Rajiv K. Bhatt**  
Director

Place: Surat  
Date: 29-07-2009

## SCHEDULE

	Schedule	Current Year Figure Rs	Previous Year Figure Rs
<b>Share Capital</b>	<b>1</b>		
Authorised:			
45,00,000 Equity Shares (P. Y. 45,00,000) of Rs. 10/- each		45,000,000	45,000,000
		<u>45,000,000</u>	<u>45,000,000</u>
Issued, Subscribed & Paid-up Capital:			
41,83,402 Equity Shares (P. Y. 41,83,402) of Rs. 10/- each		41,834,020	41,834,020
		<u>41,834,020</u>	<u>41,834,020</u>
<b>Reserve &amp; Surplus</b>	<b>2</b>		
State Cash Subsidy		346,000	346,000
Subsidy from D.I.C		3,000,000	3,000,000
		<u>3,346,000</u>	<u>3,346,000</u>
<b>Unsecured Loan</b>	<b>3</b>		
From Directors and Relatives		54,000	3,968,693
Inter Corporate Loan		92,225	-
		<u>146,225</u>	<u>3,968,693</u>
<b>Sundry Debtors</b>	<b>4</b>		
Over six months		81,500	81,500
Others		215,700	-
		<u>297,200</u>	<u>81,500</u>

## Schedule 5

Particulars	Gross Block			Depreciation					Net Block	
	Opening	Addition	Deletion	Closing	Opening	For the Year	Deletion	Closing	Closing	Opening
Land	127,990	-	127,990	-	-	-	-	-	-	127,990
Building	10,988,730	-	10,988,730	-	4,805,854	-	4,805,854	-	-	6,182,876
Plant and Machineries	4,559,261	-	4,559,261	-	2,929,803	-	2,929,803	-	-	1,629,458
Misc Equipment	53,533	-	53,533	-	36,723	-	36,723	-	-	16,810
Computer	48,160	43,500	48,160	43,500	41,115	5,005	41,115	5,005	38,495	7,045
<b>total</b>	<b>15,777,674</b>	<b>43,500</b>	<b>15,777,674</b>	<b>43,500</b>	<b>7,813,495</b>	<b>5,005</b>	<b>7,813,495</b>	<b>5,005</b>	<b>38,495</b>	<b>7,964,179</b>

Date of Addition

Computer

4-Feb-2009

31-Mar-2009

55.00

21000

1899

Computer

6-Jan-2009

31-Mar-2009

84.00

22500

3107

43500

5005

## Cash and bank Balances

6

Balance with Bank in Current A/cs

12,178

12,763

Cash on hand

300

798

12,47813,561

## SCHEDULE

	Schedule	Current Year Figure Rs	Previuos Year Figure Rs
<b>Loan And Advances</b>	<b>7</b>		
Advance Recoverable in cash or kind		20,892,100	20,877,100
Sundry Deposits		310,000	326,820
		-	
		<u>21,202,100</u>	<u>21,203,920</u>
<b>Current Liabilities and Provisions</b>	<b>8</b>		
Sundry Creditors for Expenses		75,000	4,500
Sundry Creditors for Capital Goods		43,500	-
		<u>118,500</u>	<u>4,500</u>
<b>Sales / Income from Operations</b>	<b>9</b>		
Software Development Income		215,700	-
Rental Income		-	20,000
		<u>215,700</u>	<u>20,000</u>
<b>Other Income</b>	<b>10</b>		
Demat Service Charge Wrtnen Back		14,045	206
		<u>14,045</u>	<u>206</u>
<b>Employee Cost</b>	<b>11</b>		
Salary		106,300	41,100
		<u>106,300</u>	<u>41,100</u>
<b>Administration and General Expenses</b>	<b>12</b>		
Accountant Salary		5,000	-
Audit Fees Exps		7,500	4,500
Courier Exps		1,101	2,322
Custodian Fees		11,605	11,460
Consultancy Exps		1,106	21,200
Data Entry Charges		6,100	12,000
Demat Service Charges		28,090	10,113
Electricity Bill Exps		12,530	-
Listing Fees		10,000	10,300
Loss on Sale of Assets		3,964,179	-
Filing Fees Exps		1,000	2,500
Petrol and Oil Exps		3,942	5,894
Postage and Telephone Exps		23,299	22,803
Repair & Maintainence		1,950	500
Stationery Printing Exps		31,172	28,182
Misc General Exps		7,458	-
		<u>4,116,032</u>	<u>131,774</u>
<b>Financial Exps</b>	<b>13</b>		
Bank Commission Exps		6,827	78
		<u>6,827</u>	<u>78</u>

**NOTES TO ACCOUNTS: Schedule –14****(1) Significant Accounting Policies:**

Following significant accounting policies has been followed in preparation & presentation of financial statement.

**a. Basis of Accounting:**

Accrual basis of accounting has been followed in preparation & presentation of financial statement.

**b. Fixed Assets:**

Fixed Assets are stated at cost of acquisition including installation/incidental cost, wherever applicable.

**c. Depreciation:**

Depreciation on depreciable fixed assets has been provided at the rates and in the manner prescribed in schedule XIV to The Companies Act, 1956 under straight line method basis considering single shift working, wherever applicable. Depreciation has been provided on the assets which were put to use during the previous year. Depreciation on addition has been provided on prorata basis.

**d. Revenue Recognition:**

Software development charges income has been recognised based on the proportionate completion method of rendering services.

**e. Investments:**

Investments are stated at cost of acquisition including incidental cost if any.

- (2) The Balance of Unsecured Loans, Sundry Debtors, Loans & Advances and Current Liabilities are subject to confirmation.
- (3) Contingent liability provided for Rs Nil
- (4) Estimate amount of contract remaining to be executed on Capital account and not provided for Rs Nil (Previous year figure Rs Nil)
- (5) Income tax expenses comprise current tax (i.e amount of tax for the year determined in accordance with the Income Tax Law) and deferred tax charge or credit (reflecting the tax effects of timing difference between profit offered for income taxes and profit as per financial statements). The deferred tax charge or credit and corresponding deferred tax liabilities or assets are measured using the tax rates and tax law that have been enacted or substantively enacted by the balance sheet date.
- (6) Previous years figure have been reworked, regrouped and rearranged, wherever considered necessary.
- (7) The amount in financial statements is rounded off to the nearest rupee, wherever applicable.
- (8) The amount due to small scale industry for more than thirty days could not be ascertained in absence of information from the respective party.
- (9) Unrealized Stock invest worth Rs 14.57 Lacs is included in Loans and Advances.
- (10) In spite of long overdue outstanding of loans and advances and sundry debtors accounts, no doubtful debts provision is made by the company
- (11) In opinion of the Board, the aggregate value of current assets, loan and advances are approximately of the value stated, if realized in the ordinary course of business.
- (12) As stipulated in AS – 28, the company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing business are capable of generating adequate return over their useful lives in the usual course of business, there is no indication to the contrary and accordingly the management is of the view that no impairment provisions is called for in these accounts.
- (13) The company has entered into transaction with the Related Party during the year under consideration. The transactions with related party have been disclosed in the statement annexed hereto.

(14) Payment to Auditors includes;

Particulars	Current Year	Previous Year
Audit Fees	7,500/-	4,500/-

(15) Quantitative details in respect of quantities:

(1)	Licensed Capacity :	Not Applicable				
	Installed Capacity :	Not Applicable				
	Actual Production :	Not Applicable				
	Particulars	Unit	Quantity		Amount (In Rs.)	
			Current Year	Previous Year	Current Year	Previous Year
2.	Software development Income		NA	NA	—	
3.	Total value of stores and spares consumed					
	Indiginious		NIL	NIL	NIL	NIL
	Imported		NIL	NIL	NIL	NIL
4.	C.I.F Value of Imports		NIL	NIL	NIL	NIL
5.	Expenditure in foreign currency		NIL	NIL	NIL	NIL
6.	Earning in foreign currency		NIL	NIL	NIL	NIL
7.	Remittance in foreign currency on account of dividend		NIL	NIL	NIL	NIL

For &amp; on behalf of the Board

**Bharat & Co.**  
Chartered Accountants**Kiritbhai S Bhatt**  
Director**Rajiv K. Bhatt**  
Director**Bharat H. Gandhi**  
(Proprietor)  
M. No. 125227Place: Surat  
Date: 29-07-2009

## GOUPING OF ACCOUNTS

	Current Year Figure Rs	Previuos Year Figure Rs
<b>Unsecured Loan</b>		
<i>From Directors and Relatives</i>		
Rajiv K Bhatt	18,000	-
Sanjiv K bhatt	17,500	-
Gulamshabir G Panwala	18,500	-
C. A. Sheth HUF		216,000
Chandrakant Sheth		2,377,165
Toral C Sheth		154,200
Fulva Sheth		380,200
Lilaben Sheth		841,128
	54,000	3,968,693
<b>Inter Corporate Loan</b>		
Kohinoor Techno Machines Ltd	92,225	-
	92,225	-
<b>Sundry debtors</b>		
Over Six Months		
Jayeshbhai Trivedi	1,500	1,500
Thakor Pratapbhai	80,000	80,000
	81,500	81,500
Others		
Matrix Computers	215,700	-
	215,700	-
<b>Bank balance</b>		
Current Accounts		
Bank of Baroda		9,943
Punjab national bank	2,235	2,235
Mahila Utkarsh Nagrik sah bank		3,943
People Co-op Bank		1,585
State Bank of India		5,000
The Co-op Bank of Rajkot	-	-
	12,178	12,763

## GOUPING OF ACCOUNTS

	Current Year Figure Rs	Previous Year Figure Rs
<b>Loan and Advances</b>		
<b>a) Advance Recoverable in Cash Or Kind</b>		
Darshini Enterprise	15,336,000	15,336,000
Kalikund Builders	2,505,149	2,505,149
P F Dabhi	142,560	142,560
Share Application (Stock Invest)	1,457,500	1,457,500
Unique Consultancy	15,000	
Subhash kasiwal	295,000	295,000
Vidhata Enterprise	350,000	350,000
	<u>20,101,209</u>	<u>20,086,209</u>
Comp. Ser System Pvt Ltd	29,536	29,536
Fabron Airtech Engg	75,441	75,441
Frick India Ltd	50,000	50,000
Rajesh Insulation	599,598	599,598
Shakti Traders and Engg	36,316	36,316
	<u>790,891</u>	<u>790,891</u>
<b>Total</b>	<u>20,892,100</u>	<u>20,877,100</u>
<b>b) Sundry Deposits</b>		
Electrical Deposits	-	10,820
Stock Exchange Ahmedabad	310,000	310,000
Telephone Deposit	-	6,000
	<u>310,000</u>	<u>326,820</u>
<b>Sundry Creditors for Expenses</b>		
Audit Fees Payable	7,500	4,500
Rajani H. Gandhi	8,000	-
Pratik Kothari	10,000	-
Salary Payable	49,500	-
	<u>75,000</u>	<u>4,500</u>
<b>Sundry Creditors for Capital Goods</b>		
Matrix Computers	43,500	-
	43,500	-
<b>Misc General Exps</b>		
Sundry Balance Written Off	7,358	
Travelling Exps	100	
	<u>7,458</u>	

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009**  
PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

Particulars	Rs in Lacs	
	Current Year FY 2008-09	Previous Year FY 2007-08
<b><u>A CASH FLOW FROM OPERATION ACTIVITIES</u></b>		
Net Profit (Loss) before Tax and Extra Ordinary Items	(40.04)	(1.53)
<i>Adjustment for :</i>		
Depreciation	0.05	-
Fixed Assets - Loss on Sale	39.64	-
Unpaid Loan Charges	-	-
Operating Profit Before working Capital Changes	(0.35)	(1.53)
<i>Adjusted For :</i>		
Trade and Other Receivables	(2.16)	1.14
Inventories	-	-
Trade and Other Payable	1.14	-
Cash generated from Operation	(1.37)	(0.39)
Interest Paid	-	-
Interest Received	-	-
Cash Flow before Extra Ordinary Items	(1.37)	(0.39)
Extra Ordinary Items (Provision of Exps W/o)	-	-
Net Cash used in Investing Activities	<b>(1.37)</b>	<b>(0.39)</b>
<b><u>B CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
Sale of Fixed Assets	40.00	-
Purchase of Fixed Assets	(0.44)	-
Net Cash used in Investing Activities	<b>39.57</b>	-
<b><u>C CASH FLOW FROM FINANCING ACTIVITIES</u></b>		
Proceeds from Issue of Share Capital	-	-
Share Application Money Refund	-	-
Proceeds from Long Term Borrowing	-	-
Repayment of Short Term Borrowings	(39.68)	-
Proceeds from Short Term Borrowings	1.48	0.35
Net cash used in Financing Activities	<b>(38.20)</b>	<b>0.35</b>
<b>Net cash used in cash and Cash Equivalents</b>	<b>(0.01)</b>	<b>(0.04)</b>
<b>Cash and Cash Equivalents (Opening Balance)</b>	<b>0.13</b>	<b>0.17</b>
<b>Cash and Cash Equivalents (Closing Balance)</b>	<b>0.12</b>	<b>0.13</b>

For and on behalf of the Boards

For ASIAN INDEPENDENT NETWORK LIMITED

**Kiritbhai S Bhatt**  
Director

**Rajiv K. Bhatt**  
Director

Place: Surat  
Date: 29-07-2009

Place: Surat  
Date: 29-07-2009

**BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE  
AS PER SCHEDULE VI PART IV OF THE COMPANIES ACT 1956**

**I REGISTRATION DETAILS**

Registration Number	16678	State Code 0'4
Balance Sheet	31 / 03 / 2009	

**II CAPITAL RAISED DURING THE YEAR**

Rs in Lacs	
Public Issue	Right Issue
NIL	NIL
Bonus Shares	Private Placement
NIL	NIL

**III POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS**

(Rs in Lacs )

	Total Liabilities	Total Assets
	462.90	462.90
Source funds :	Paid Up Capital	Reserve & Surplus
	418.34	33.46
	Secured Loan	Unsecured Loan
	NIL	1.46
Application of Funds	Net Fixed Assets	Investments
	0.38	NIL
	Net Current Assets	Misc Exps
	213.93	0.25
	Accumulated Losses	
	248.33	

**IV PERFORMANCE OF THE COMPANY**

Rs in Lacs

Turnover	Total Expenditure
2.30	42.34
Profit (Loss) before Tax	Profit (Loss) after Tax
(40.04)	(40.04)

V Earning Per Share Rs .00 Dividend Rate : 0.00

**VI GENERIC NAMES OF PRODUCTS OF THE COMPANY**

Item Code No 

8	5	2	4	9	0	0	9
---	---	---	---	---	---	---	---

(I T C CodeNo)

Product Description Computer Software

**AUDITORS REPORT ON CORPORATE GOVERNANCE**

To,  
The Members,  
ASIAN INDEPENDENT NETWORK LIMITED,  
"Kohinoor House",  
Plot No.1, Gajera, Industrial Estate,  
Opp. I.C.Gandhi Mill, A.K.Road,  
Surat- 395006, Gujarat

We have examined the compliance of Corporate Governance by Asian Independent Network Limited for the year ended on 31<sup>st</sup> March, 2009, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

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 ensuing the compliance of the conditions of the corporate Governance. It is neither an audit nor an expression of to opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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 M/s. Bharat & Co.  
Chartered Accountants

Place: Surat  
Date: 23<sup>RD</sup> July 2009

Bharat H Gnadhi  
(Proprietor)  
M. No. 125227

**PROXY FORM**

Registered Folio No:  
No of Shares held:

I/We \_\_\_\_\_ of \_\_\_\_\_ being Member / Members of Asian Independent Network Limited, hereby appoint Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ or failing him Shri / Smt. \_\_\_\_\_ of \_\_\_\_\_ as my/ our proxy to vote for me/ us and on my/ us behalf at the 18<sup>th</sup> Annual General Meeting of the Company to be held on 30<sup>th</sup> Day of September, 2009 at 12.30 p.m.

Signed by the said \_\_\_\_\_ day of \_\_\_\_\_ 2009.

Signature: \_\_\_\_\_

**Affix Rs. 1  
Revenue  
Stamp**

Applicable to the members holding shares in electronic form.

**NOTE:**

The proxy to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

---

**ATTENDANCE SLIP**

Please complete this Attendance slip and hand it over at the entrance of the Meeting Hall. It helps us to make proper arrangements. Failures to bring this Attendance Slip create unnecessary inconvenience to you. Please write below

Reg. Folio No:

I hereby record my presence at the 18<sup>th</sup> Annual General Meeting of the Company held at Surat (Place of AGM) on the 30<sup>th</sup> Day of September, 2009 at 12.30 p.m.

Full Name of the Members/Proxy \_\_\_\_\_  
(In Block Letters, to be filled in if the proxy attends instead of the Member)

\_\_\_\_\_  
Members/ Proxy Signature

Application to the members holding shares in electronic form.

**NOTES:**

1. Members/ Proxy holders are requested to bring their copy of the Notice with them at the Meeting.
2. Please carry with you this Attendance Slip and hand over the same duly completed, stamped signed at the space provided, at the entrance of the Meeting Hall.
3. Shareholders / Proxy holders should bring their copy of the Annual Report for the meeting.

In connection with the directors report, the following points has been observed and do the needful regarding this

Book Post

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

If undelivered Please return to :  
**ASIAN INDEPENDENT NETWORK LIMITED**  
"Kohinoor House", Plot No.1, Gajera,  
Industrial Estate, Opp. I.C.Gandhi Mill,  
A.K.Road, Surat- 395006,