ABCOM INDIA HOLDINGS LIMITED

REPORT OF THE DIRECTORS

FOR THE YEAR ENDED 31ST MARCH 2005

The Directors present herewith their Annual Report, together with the accounts of the Company for the year ended 31st March 2005

PRINCIPAL ACTIVITIES AND RESULTS OF OPERATIONS

The Company has not traded during the year and there is therefore neither a profit nor a loss for the year ended 31st March 2005

DIRECTORS AND DIRECTORS' INTERESTS

The Directors of the Company during the year were as follows:

The Hon Mr A Bagri

Mr M C Thompson

None of the Directors has any interests in the share capital of the Company. The interests of the Directors in the share capital of the parent company are shown in that company's report.

By Order of the Board

Secretary

20th January 2006



ABCOM INDIA HOLDINGS LIMITED

BALANCE SHEET AS AT 31ST MARCH 2004

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Cash in Hand £ 2

Financed by:

SHARE CAPITAL

Authorised Shares of £1 each £2,000,000

Issued and fully paid

£ _2

NOTE

- a) For the year ended 31 March 2005 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- c) The directors acknowledge their responsibility for:
- i. ensuring the company keeps accounting records which comply with section 221, and
- ii. preparing accounts which give a tree and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the Board of Directors on 20th January 2006 and signed on its behalf:

The Hon Mr A Bagri - Director