

NINETEENTH ANNUAL REPORT 2010-11



ISL CONSULTING LIMITED

Board of Directors

Mr. C K Kothari
Director

Mr. Hitesh C Kothari
Managing Director

Mr. Hasmukh M Thakker
Director

Mr. Jagdish V Thakker
Director

Registered Office

No.3, Murthy Lane, First Floor,
Off: Devaraja Mudali Street,
Rattan Bazar, Chennai 600 003.

Bankers

Axis Bank Limited
HDFC Bank Limited

Auditors

Venkatesh & Co.,
Chartered Accountants
Chennai.

Registrar & Share
Transfer Agents

Cameo Corporate Services Limited
No- 1, Subramaniam Building,
Club House Road, Chennai - 600002

Notice

Notice is hereby given that the 19thAnnual General Meeting of ISL CONSULTING LIMITED will be held on Friday, September 30, 2011 at 11:00 a.m. at the Registered office of the Company at No. 3, Murthy Lane, 1st Floor, Off: Devaraja Mudali Street, Ratan Bazaar, Chennai 600 003 to transact the following business:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as on at that date and the Cash Flow for the year ended as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr.Hasmukh M Thakker, who retires by rotation, and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Jagdish V Thakker, who retires by rotation, and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

“RESOLVED THAT M/s. Venkatesh & Co, Chartered Accountants (Firm Registration Number: 004636S), be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors in consultation with the Auditors, and the remuneration may be paid on a progressive billing basis to be agreed between the Statutory Auditors and the Board of Directors.

FOR ISL CONSULTING LIMITED

Place: Chennai

Date: 27/08/2011

**C.K.KOTHARI,
CHAIRMAN**

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 a proxy need not be a member of the Company. Instrument of Proxies, in order to be effective, must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.*
2. A bio-data of the Directors proposed to be re-appointed at Serial No. 2 and Serial No.3 of the Ordinary Business are given below

Mr. Hasmukh M Thakker	He is a dynamic business and is engaged in the financial markets business for more than 19 years. And is having wide experience in business administration, marketing, managerial skills and management.
Mr. Jagdish V Thakker	He is a dynamic business and is engaged in the financial, security & commodity markets business for more than 15 years. And is having wide experience in business administration, accounts, marketing, managerial skills and management and looks after the management of the affairs of the company on whole time basis.

3. **The Register of Members and the Share Transfer Books of the Company will remain closed from 29 day of September 2011 to 30TH day of September 2011 (Both days Inclusive).**
4. Members/Proxy holders are requested to bring with them the following to the meeting:
 - (I) The attendance slips and hand it over at the entrance duly signed.
 - (ii) Their copies of the annual report.
5. Members desiring any information regarding accounts are requested to write to the Registered Office of the Company at an early date to enable the management to keep the information ready at the meeting.
6. As per provisions of Section 109A of the Companies Act, 1956 Member(s) who are holding Equity shares in the company may nominate a person on whom the Shares will vest in the event of death of the holder(s) in the prescribed manner. Member(s) desiring to make such a nomination are requested to send the prescribed Form-2B to the Registered Office of the Company.
7. The Ministry of Corporate Affairs ("MCA") has taken a 'Green initiative in Corporate Governance recently, allowing paperless compliances by companies and has issued a circular to this effect on April 21,2011 that the service of documents/notices by a company can be made through electronic mode.

With a view to participate in the initiative, we request that you may provide your e-mail address, if you wish to receive the documents/notices etc., through electronic mode. You may please send us your e-mail address stating clearly your name, folio no. If you are holding shares in physical form/DP Id & Client Id if you are holding shares in dematerialized form to: -

“ Innogroup@gmail.com”

However, please note that, as a member of the company, you will be entitled to receive, free of cost, a printed copy of the Annual Report/other documents of the company, upon receipt of a requisition from you, at any time.

8. The Annual Report of the company for the year 2010-2011 is also uploaded on the Company 's website. ([www.islconsulting .in](http://www.islconsulting.in))
9. Equity shares of the company are in the Depository, set up by National Securities Depository Limited and Central Depositories Services (India) Limited. The shares of the Company are in the compulsory dematerialization list specified by SEBI and are traded in the demat mode and the shareholders are requested to get their holding dematerialized as early possible, in their own interest.

FOR ISL CONSULTING LIMITED

Place: Chennai

Date: 27/08/2011

**C.K.KOTHARI,
CHAIRMAN.**

DIRECTORS' REPORT TO THE MEMBERS OF THE COMPANY

Your Directors have great pleasure in presenting their 19th Annual Report and the Audited Accounts of the Company for the year ended 31st March 2011.

FINANCIAL RESULTS:

Rupees in lacs

Particulars	Year ended 31-03-2011	Year ended 31-03-2010
Gross Profit/ (Loss) before Depreciation	23.99	29.28
Less: Depreciation	(0.35)	(0.35)
Profit / (Loss) for the year	23.64	28.93
Profit after tax for the year	16.31	20.16
Balance Brought forward	(95.57)	(115.73)
Balance Carried forward to Balance Sheet	(79.25)	(95.57)
Earning Per Share in Rs.	0.54	0.67

DIVIDEND

Your Directors do not recommend any dividend during the financial year 2010-2011, in view of accumulated losses of the company.

DIRECTORS

Mr. Hasmukh M Thakker, and Mr. Jagdish V Thakker, retires by rotation, at the ensuing Annual General Meeting and being eligible, offers themselves for reappointment as Directors.

A bio-data of the Directors proposed to be re-appointed at the ensuing Annual General Meeting is attached in the notice calling the meeting.

DEPOSITS

The Company has not accepted any deposits from the public

DIRECTORS RESPONSIBILITY STATEMENT

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

- a) In the preparation of the annual accounts, the applicable Accounting standards have been followed along with the proper explanation with respect the material departures if any;
- b) Appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit/ (Loss) of the company for that period;

- c) Proper and sufficient care has been taken 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:
- d) The annual accounts have been prepared on a going concern basis:

AUDITORS AND AUDITOR'S REPORT

Members are hereby informed that M/s VENKATESH & Co, Chartered Accountants, Chennai have been appointed as Auditor of the Company to hold office till the conclusion of next Annual General Meeting. M/s. VENKATESH & Co, Chartered Accountants, have offered their services to act as Auditor and have also confirmed the Board their appointment, if considered would be within the prescribed limit under section 224(1B) of the Companies Act, 1956. The Board requests the members to consider their appointment from the conclusion of the ensuing AGM till the conclusion of the subsequent AGM.

REPLY TO THE REMARKS MADE BY THE STATUTORY AUDITORS IN THEIR REPORT

With reference to the remarks made by the statutory auditors of the company, your directors would like to state that the policy of the company is to provide the retirement benefits of the employees of the company on their retirement on cash basis and hence the directors of the company have not provided any amount in the accounts of the company.

STATEMENT UNDER SECTION 217(2A)

Particulars of employees pursuant to section 217(2A) of the Companies Act, 1956 (read with companies particulars of employees rules, 1975) regarding particulars of employees, are not applicable, since none of the employees are in receipt of remuneration in excess of the limit specified herein during the period under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

The provisions of Section 217(1) (e) of the Companies Act, 1956 relating to conservation of energy, technology absorption are not applicable to the Company.

Foreign Exchange Earning : NIL
Foreign Exchange Outgo : NIL

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Clause 49 of the listing agreement, a Management Discussion and Analysis Report is given as addition to this report

REPLIES TO THE QUALIFICATORY REMARKS MADE BY THE AUDITORS OF THE COMPANY

1. The Company's policy of making investments in equity shares is one of the long terms and hence the question of provision for diminution in the value for the said investments in each year does not arise. The company is in the process of obtaining the duplicate share certificates from the companies.
2. Further the company had made advances, which are in the routine business matters, and hence no repayment period is mentioned.
3. The notes to the accounts referred to in the Auditors Report are self-explanatory and therefore, do not call for any further comments.

SECRETARIAL COMPLIANCE CERTIFICATE:

As required under Section 383A of the Companies Act, 1956 the Secretarial Compliance Certificate obtained from the Practicing Company Secretary is annexed herewith and forms part of this report.

CORPORATE GOVERNANCE:

Your Company has always striven to incorporate appropriate standard for good corporate governance. It has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under amended Listing Agreements of the Stock Exchanges with which the company is listed are complied with. A separate report on Corporate on Governance is produced as a part of Annual Report. Pursuant to Clause 49 of the Listing Agreements with the Stock Exchanges a report on Corporate Governance along with Auditors Certificate of its Compliance is included as part of the Annual Reports

LISTING AGREEMENTS REQUIREMENTS:

The securities of the company are listed at BOMBAY STOCK EXCHANGE, Ahmedabad Stock Exchange and Chennai Stock Exchange. Trading in company's securities remain suspended at Stock Exchanges for non-submission of documents and all possible steps are being taken by the management to get shares traded at the floor of the Exchange.

BUY-BACK OF SHARES:

There was no buy-back of shares during the year under review.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their deed appreciation of the dedication and commitment of the employees to the growth of your Company during the year. Your Directors also express their sincere gratitude to the consultants, auditors and shareholders for their continuous patronage and co-operation.

FOR, ISL CONSULTING LIMITED

C.K.KOTHARI
Chairman

Place: Chennai
Date: 27/08/2011

ANNEXURE - 'A'**TO THE 19TH ANNUAL REPORT OF THE BOARD OF DIRECTORS
OF M/S ISL CONSULTING LIMITED
REPORT ON CORPORATE GOVERNANCE****1. Introduction**

The Company is complying with the mandatory requirements of the code of Corporate Governance introduced by the SEBI and incorporated in Clause 49 of the Listing Agreement in all material respects.

2. Company's Philosophy on Code of Corporate Governance

Your Company focuses on developing appropriate strategies that result in maximizing the return to all stakeholders. Your Company's philosophy on Corporate Governance is characterized by a firm commitment and adoption of ethical practices across its entire value chain and in all of its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and shareholders (including the minority shareholders).

The Company will continue to focus its resources, strengths and strategies to achieve its vision of brand building, maximizing stakeholders return and developing people to deliver the same, while upholding the core values of excellence, integrity, responsibility, unity and understanding, which are fundamentals to the running of the company's business. Your Directors perceive their role as a trustee to the stakeholders in particular and the society at large, inculcating a culture of transparency, accountability and integrity across the Company.

3. Board of Directors

- (i) As on March 31, 2011, the Company had Four Directors. The composition of the Board is in conformity with Clause 49 of the Listing Agreements entered into with the Stock Exchanges.
- (ii) None of the Directors on the Board are Members in more than 10 committees or act as Chairman of more than five committees across all companies in which he is a director. The directors have disclosed to the company about the committee positions they occupy in other companies and have notified changes as and when they take place.
- (iii) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below. Other directorships do not include alternate directorships, directorships of private limited companies, Section 25 companies and of companies incorporated outside India. Chairmanships/Memberships of Board Committees include only Audit and Shareholders/Investors Grievance Committees.

The Company is managed by Board of Directors and with Mr. Hitesh C Kothari, as the Whole time director of the company and it meets at regular intervals. Policy formulation, evaluation of performance and control functions vest with Board.

During the year ended 31st March, 2011 **Five (05)** 29-07-2010, 04-09-2010, 26-10-2010, 28-01-2011 and 31-03-2011

The last Annual General Meeting was held on 30th day of September 2010

The Composition of Board, attendance of each Director at the Board Meetings held during the year under review as well as in the last Annual General Meeting and numbers of other Directorship / Committee memberships held by them are as follows

Name(s) of Director(s)	Designation and Category	No. Of Board Meetings in The Year		Attendance Last AGM	Number of outside Directorships (Excludes Private and Foreign companies)	Number of Board Committee memberships Held in other companies
		Held	Attended			
C.K.KOTHARI	Director - PROMOTER	05	05	Yes	1	Nil
HITESH C. KOTHARI	Director - EXECUTIVE	05	05	Yes	1	Nil
JAGDISH V. THAKKER	Director - INDEPENDENT	05	05	Yes	0	Nil
HASMUKH M. THAKKER	Director INDEPENDENT	05	05	Yes	0	Nil

Further the Board of Directors would like to inform the members that none of the directors are disqualified to act as directors of this company or any other public company under Section 274(1)(g) and other applicable provisions of the Companies Act, 1956.

Information about the Directors proposed to be appointed/ re-appointed required to be furnished pursuant to Clause 49 of the listing agreement with the Stock Exchanges is forming part of the notice Of the 19th Annual General Meeting to the shareholders of the Company.

- (iv) The minimum information as required under Annexure - IA of Clause 49 of the Listing Agreement is made available to the board.
- (v) None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

Equity Shares held by Non - Executive Directors

None of Non- Executive Director holds any shares/securities of the company.

Risk Management

The Company has established a robust risk assessment and minimisation procedures, which are reviewed by the Board periodically. The Company has a structure in place to identify and mitigate the various risks that would be faced by it from time to time. At every Board meeting the risks are reviewed, new risks if any are identified, assessed, and control measures are designed to put in place fixed timeline for mitigating the risk.

Committees of the Board

1. Audit Committee

Your company has an independent audit committee. The composition procedures, powers and role/functions of the audit committee constituted by the company comply with the requirements of Clause 49 of the Listing Agreement. The terms of reference of the Audit Committee included the following:

- Overseeing the company's financial reporting process and the disclosure of its financial information.
- Recommending appointment and removal of the external auditor, fixing of audit fees and approving payments for any other service.
- Reviewing with management the quarterly, half yearly and annual financial statement with primary focus on accounting policies and practices, compliance with accounting standards and stock exchange and legal requirements concerning financial statements.
- Reviewing adequacy of internal control systems in order to have the effective use and safeguard of resources and compliance with statutes polices and procedures and ensure compliance of internal control systems and reviewing the company's financial and risk management policies.
- Reviewing reports furnished by the Statutory Auditors and ensuring suitable follow up thereon.

Composition and Attendance

The Company has an Audit Committee of the Board consisting of THREE "Non-Executive Directors", who are also Independent Directors, and during the year under review. The said committee was reconstituted by electing Mr. Hasmukh M Thakker as the Chairman and by inducting Mr. CK Kothari as a member of the said committee and further their composition and attendance of the meeting held during the financial year are as under:

Name of Directors	Status	No. Of Meetings held	No. Of Meetings attended
HASMUKH M THAKKER	Chairman	06	06
JAGDISH V THAKKER	Member	06	06
C K KOTHARI	Member	06	06

The quorum shall be either 2 members or one third of the members of the Audit Committee, whichever is higher and there shall be a minimum of two independent directors. Head of Finance and Representatives of Statutory Auditors are also invited to attend the meeting.

The functions of the Audit Committee include the following:

- Supervising of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditors and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by the management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Reviewing with the management, the statement of uses / application of funds, raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

- Discussion with internal auditors on any significant findings and follow up thereon.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism, in case, the same exists.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The Audit Committee is empowered to

- Investigate any activity within its terms of reference.
- Seek information from any employee.
- Obtain outside legal or other professional advice.
- Secure attendance of outsiders with relevant expertise, if it considers necessary.

The Company has systems in place to ensure that the Audit Committee reviews:

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

2. Remuneration Committee

The role of the Remuneration Committee is to recommend to the Board the appointment / reappointment of the executive and non-executive Directors. The Committee has also been vested with the authority to determine the periodic increments in salary and annual incentive of the Executive Directors.

The Committee has formed remuneration committee during the year under review with the following directors as members:

Name of Directors	Status	No. of Meetings held	No. of Meetings attended
HASMUKH M THAKKER	Chairman	01	01
HITESH C KOTHARI	Member	01	01
JAGDISH V THAKKER	Member	01	01

The Committee is the approving committee for the remuneration payable to the directors and oversees the employee's remuneration also.

Non-Executive Director

Non-Executive Directors of the Company are remunerated by way of sitting fees for the meetings of the Board/Committees of the Board attended by them, subject to the extent waived off.

None of the non-executive directors has pecuniary relationship with company, its promoters, management or its subsidiaries.

During the year under review, the company had paid the remuneration of Rs.4, 84, 452 /- to Mr. Hitesh C Kothari, Whole time Director of the company and the remuneration committee had duly approved the same.

Share Transfer and Investor's Grievance Committee

Terms of Reference

The Committee oversees share transfers and monitor investors grievances such as complaints on transfer of shares, non-receipt of balance sheet, etc., and redress thereof, within the purview of the guidelines set out in the listing agreement.

Composition and Attendance

The Board of Directors constituted a Shareholders/Investors Grievance Committee consisting of the following Directors as members thereof -

Name of Directors	Status
HITESH C.KOTHARI	Chairman
JAGDISH V. THAKKER	Member
HASMUKH M. THAKKER	Member

Mr. HITESH C.KOTHARI is the Compliance Officer. The quorum for the Meeting shall be two.

No complaints of any material nature was noticed or received during the year under review.

The Committee supervises the mechanism for redressal of Investor grievances and ensures cordial investor relations. The Committee takes care of the following matters:

- Redressal of Shareholders' and investors' complaints like transfer of shares, non-receipt of Balance Sheet, non receipt of declared dividend etc.
- Scrutinise the performance of the Registrar & Share Transfer Agent and recommends measures for overall improvement of the quality of service.
- Any allied matter(s) out of and incidental to these functions and not here in above specifically provided for.

Details of Complaints

Number of complaints received from investors	-	26
Number of complaints	-	26
Number of complaints remaining unresolved and pending	-	Nil

Table.7. Nature of complaints received and attended during 2010-11

Sl. No.	Nature of Complaints	Received & Redressed during the year
1.	Correspondence regarding demat / general	Nil
2.	Correspondence regarding loss of shares and issuance of duplicate share certificates	4
3.	Correspondence regarding non-receipt of share certificate, transmission of shares	4
4.	Revalidation of dividend warrants / non-receipt of dividend warrants	11
5.	Correspondence regarding deposits	7

Compliance Officer

The Name and designation of the Compliance Officer of the Company

Mr. Hitesh C Kothari, Whole Time Director & Compliance Officer

Regd. office : No.3, Murthy Lane, First Floor, Rattan Bazar, Chennai 600 003.

Corp. office: 501, Abhijit-II, Near Mithakhali six road, Ahmedabad -380009.

Phone No. : 079-40030352
 Fax No. : 091-044-28460129
 E-mail ID : innogroup@gmail.com

GENERAL BODY MEETINGS:

The last three Annual General Meeting held as follows: -

Financial Year	AGM	Location	Date
2009-2010	AGM	No. 3, Murthy Lane, 1 st Floor, Off: Devaraja Mudi Street, Ratan Bazaar, Chennai 600 003	Sep. 30, 2010
2008-2009	AGM	No. 3, Murthy Lane, 1 st Floor, Off: Devaraja Mudi Street, Ratan Bazaar, Chennai 600 003	Sep. 30, 2009
2007-2008	AGM	No. 3, Murthy Lane, 1 st Floor, Off: Devaraja Mudi Street, Ratan Bazaar, Chennai 600 003	Sep. 20, 2008

i) Special Resolutions

No Special Resolutions were passed in the last three Annual General Meetings of the Company.

(ii) Postal Ballot

There were no circumstances necessitating the Company to seek the approval of its members through a Postal Ballot as required under the provisions of Section 192A of the Companies Act, 1956.

VIII. DISCLOSURES

- (i) There are no materially significant related party transactions of the Company which have potential conflict with the interests of the Company at large.
- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2008-09, 2009-10 and 2010-11 respectively: The Company's shares are in suspension mode with Bombay Stock Exchange Limited, Mumbai and the Directors are taking every steps to restore the trading of the same.
- (iii) The Company has fulfilled the following non-mandatory requirements as prescribed in Annexure I D to the Clause 49 of the Listing Agreements with the Stock Exchanges:
- (a) The Company has set up a Remuneration Committee, details of which have been given earlier in this Report.

(b) **Whistle-Blower Policy**

The Company has put in place an un-codified system through which employees and business associates may report unethical business practices at work place without the fear of reprisal. The Company has set up a direct contact initiative under which all employees/business associates have direct access to the Chairman of the Audit Committee. The “Whistle Blower Protection Policy” aims to:

- Allow and encourage employees and business associates to bring to the management’s notice concerns about suspected unethical behavior, malpractice, wrongful conduct, fraud, violation of policies etc.
- Ensure timely and consistent organizational response.
- Build and strengthen a culture of transparency and trust.
- Provide protection against victimization.

(iii) **Secretarial Audit**

A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The secretarial audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(v) **Code of Conduct**

The Board has laid down a Code of Conduct for its Members and Senior Management Personnel of the Company. The code of conduct is available with the Board of Directors. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct.

The CEO has affirmed to the Board that this Code of Conduct has been complied by the Board Members and Senior Management Personnel.

(vi) **Code for prevention of insider trading practices**

In compliance with the SEBI regulation on prevention of insider trading, the Company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them of the consequences of violations.

(vii) **Disclosure of accounting treatment in preparation of financial statements**

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements.

(viii) CEO/CFO Certification

The CEO and CFO certification of the financial statements and the cash flow statement for the year is enclosed and forms part of this report.

IX. MEANS OF COMMUNICATION

The quarterly, half-yearly unaudited financial results were published in newspapers. The company has also posted its quarterly results; share holding pattern etc. on the company's website " <http://www.islconsulting.in> ".

Compliance by the Company

There have been no instances of non-compliance on any matter relating to the capital market during the last three years. The company's share continued to be on suspension and the company is taking all necessary steps to revoke the same and provide for trading.

Related Party Disclosure

During the year under review there were no materially significant related party transaction with its promoter, director and management that had a potential conflict with the interest of the Company at large except to the extent duly disclosed in the notes on accounts as enclosed along with this report.

Means of Communication

The Board of Directors takes of the Company takes on record the Un-audited financial results in the prescribed form within one of the close of the quarter and announces the results to the Stock Exchanges where the Company's shares were listed and the notice calling the Annual General Meeting are promptly and routinely communicated to the Stock Exchanges where the Company's shares are listed. During the year under review no presentation were made to analyst.

Management Analysis and Discussion

Appended to this Report

GENERAL SHAREHOLDER'S INFORMATION

1	AGM Date Time & Venue	30 day of September 2011 at 11.00 A.M at No.3, Murthy Lane, 1 st Floor, Off: Devaraja Mudali Street, Ratan Bazaar, Chennai 600 003.
2	Financial Calendar (Tentative) <u>Financial reporting for the</u> Quarter ending June 30, 2011 Quarter ending September 30, 2011 Quarter ending December 31, 2011 Quarter ending March,31, 2012	 By Fourth week of July, 2011 By Fourth week of October, 2011 By Fourth week of January 2012 By Fourth week of April, 2012 or within three months from the close of the said quarter ending March 31, 2012
3	Dates of book closure	29th September 2011 to 30th September 2011 (Both days Inclusive)
4.	Dividend Payment Date	N.A
5	The Equity Shares of Rs.10/- each are listed at -	Mumbai Stock Exchange Limited Stock Code: Demat ISIN NO: INE569B01014 Ahmedabad Stock Exchange Chennai Stock Exchange.
7	Registered Office	Registered Office of the Company No.3, Murthy Lane, 1 st Floor, Off: Devaraja Mudi Street, Ratan Bazaar, Chennai 600 003

Listing on Stock Exchanges

At present, the Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE).

Stock Code	ISLCONS
ISIN No.	INE569B01014
BSE Stock Code	511609

Stock Market data

- During the year under review, the Company's shares are not traded on Stock Exchanges.

Graphical representation of volume of Shares of during financial year 2010-2011: NOT APPLICABLE

Shareholders' Services

The Company as and when receives from the investors/shareholders for the conversion of their shares from physical mode to demat is usually confirmed within in a 15 days time after adhering to the formalities as required under the regulations and has no pending cases as at the end of the financial year. Totally nearly 30.93 % of the equity shares of the Company are held in demat mode as on 31-03-2011. The companies attend to its shareholders complaints/grievances and send to them corresponding letters/clarification letters and none of the shareholders letters received by the company have been unattended/unanswered.

Share Transfer System

The Company has full fledged Share transfer agents M/s Cameo Corporate Services Limited, Chennai - 2 and the entire share transfers, transmissions etc., and shareholders Grievances, corresponding have been handled by them.

(i) Distribution of shareholding

a. Distribution of Equity Shareholding as on 31st March, 2011Table. 11 Distribution of Shareholding as at 31st March, 2011

No. of Shares held	No. of folios/ shareholders	No. of folios/ Shareholders(%)	No. of Shares	Shareholding (%)
Upto-500	9352	94.46	1159833	38.66
501 -1000	231	2.33	190756	6.36
1001 -2000	107	1.08	193556	6.45
2001 - 3000	65	0.66	117580	3.92
3001 - 4000	48	0.48	86828	2.89
4001 - 5000	25	0.25	45223	1.51
5001 - 10000	17	0.17	30752	1.03
10001 & ABOVE	56	0.57	1175472	39.18
Total	9901	100%	300000	100%

As on 31st March, 2011

No. of Shares in Physical form : 2080870

No. of Shares in Dematerialized form : 919130

b. Category of Shareholders as on 31st March, 2011Table 12 Shareholding Pattern as at 31st March, 2011

Category	No. of Folios / Shareholders	No. of Shares held	Shareholding (%)
Promoters	3	577300	19.24%
Director and their relatives	4	419100	13.97%
Overseas Corporate Body	-	-	-
Other Corporate Bodies	42	68200	2.27%
NRIs	-	-	-
Others	9852	1935400	64.52%
TOTAL	9901	3000000	100%

Instruments

The Company has not issued GDRs' / ADRs' / Warrants / Convertible Instruments.

Registered office Address

ISL CONSULTING LIMITED
No. 3, Murthy Lane, 1st Floor,
Off: Devaraja Mudi Street,
Chennai 600 003.

Address for Communication

501, Abhijit -II, Near Mithakhali six
Above Standard Chartered bank,
Ahmedabad - 380009.

Web Add:-www.islconsulting.in
E-mail - innogroup@gmail.com
Phone no. -079-40030352

**For and on behalf of the Board
For ISL CONSULTING LIMITED**

**C.K.KOTHARI
CHAIRMAN**

Place: CHENNAI
Date:27/08/2011

**CERTIFICATE ON CORPORATE GOVERNANCE
TO THE MEMBERS OF
ISL CONSULTING LIMITED**

We have examined the compliance of conditions of Corporate Governance by ISL Consulting Limited ("the Company") for the year ended 31st March, 2011 as stipulated in Clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Limited.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of the Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us, we hereby 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 grievances are pending for a period exceeding one month against the Company as per the records maintained by the Shareholders' / Investors' Grievance Committee, except in cases of any legal dispute or constraints.

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.

Sd/-
V.DASARATHY
FOR VENKATESH & CO.,
CHARTERED ACCOUNTANTS

Place : Chennai
Date : 27-08-2011

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for the members of the Board and the Senior Management Personnel and these Codes are available on the Company's website. I confirm that the Board and the Senior Management Personnel of the Company have complied with the Code of Conduct in respect of the financial year ended March 31, 2011.

For **ISL Consulting Limited**

C.K. KOTHARI
CHAIRMAN

HITESH C KOTHARI
MANAGING DIRECTOR

Chennai, 27-08-2011

**CERTIFICATION BY
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

As required by Clause 49(V) of the Listing Agreement with Stock Exchanges, we hereby certify that:

- a) We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2011 and that to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or isolative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee
 - i) significant changes in internal control over financial reporting during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) that there were no instances of 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 financial reporting.

Sd/-
C.K.KOTHARI
Chairman

Sd/-
HITESH C KOTHARI
Managing Director

Place: Chennai
Date: 27-08-2011.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE & DEVELOPMENT

There are very few listed Corporate Companies in the area of brokerages and related activities and your Company is one among them. Our Company is the direct member of Multi Commodity Exchange of India Ltd. "Quality service with honest efforts" - is our motto. To deliver it, we have advance infrastructure and quality human resource. Our vast client base and their faith in our excellent services prove our strong presence in the market. We have the adequate understanding of market and our research is quit unique and stands among the best. The Membership Number of MCX - Reg. No : 31425 - FMC Code : MCX/TCM/CORP/1095.

OPPORTUNITIES & THREATS/RISKS & RESOURCES

With the company getting the membership from Multi Commodity Exchange for trading in commodities and the results are showing better signs and is hoping for better future ahead. However with the competition bringing down the brokerage income the company is approaching the future with cautious optimism.

INTERNAL CONTROL SYSTEMS

The Company's systems and procedures are fully computerized and all the internal control procedures required in operating all the financial transactions are system based.

The Company's accounts have been periodically reviewed by the undersigned along with the senior management personnel and the Statutory Auditors.

DISCUSSION OF FINANCIAL PERFORMANCE

Your Directors are very hopeful to continue the performance of the company and post better results in the forth coming financial year and to add value to the shareholders. The Company is hopeful of improving its turnover and bottom line and hopeful of posting better revenue ahead.

MATERIAL DEVELOPMENT

There has been no material development which affects or has material effect on the future of the company.

**By Order of the Board
For ISL CONSULTING LIMITED**

**C.K.Kothari
Chairman**

Registered Office:
No. 3, Murthy Lane, 1st Floor,
Off: Devaraja Mudali Street,
Chennai 600 003.
Place: CHENNAI
Date : 27/08/2011

REPORT OF THE AUDITORS TO THE MEMBERS OF**ISL CONSULTING LIMITED**

1. We have audited the attached Balance Sheet of ISL CONSULTING LTD as at 31st March 2011 and the Profit & Loss Account for the year ended on that date along with the Cash Flow statement 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 (Auditor's Report) Order 2003 issued by the Central Government in terms of sub section (4A) section 227 of the Companies Act 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to 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 purposes of our audit.
 - b. In our opinion, the Company has kept proper books of accounts as required by law, so far as appear from our examination of those books.
 - c. The Balance Sheet, Profit and Loss account and the Cash Flow statement referred to in this report are in agreement with the books of account.
 - d. In our opinion, the Balance sheet, Profit and loss account and Cash flow statement dealt with by this report comply with the accounting standards prescribed u/s 211(3c) of the Companies Act, 1956 except with regard to matters stated in para (5) below. *Subject to non-provision for accrued gratuity liability, bonus and leave encashment in accordance with As-15 on Employee Benefits in the financial statements of the employer issued by the Institute Of Chartered Accountants Of India.*
 - e. The company has not levied or collected any cess for the purpose of rehabilitation or revival or protection of assets of the Sick Industrial Companies on its annual turnover and has not paid to the credit of The

Central Government the said levy as required u/s 441 A of the Companies Act as the same has not been notified by the Central Government.

- f. On the basis of written representations received from the Directors, and taken on record by Board of Directors, we report that none of the directors is disqualified as on 31st march, 2011 from being appointed as a director in terms of clause (g) of sub - section (1) of section 274 of the Companies Act, 1956.
5. We further report that
- a. Kothari Securities Limited 22, 50,000/- and M/s Innovation Agro Products Ltd. Rs.8,15,000/- respectively which the Company has classified as long term We are unable to comment on realizable value of Investment made in the above company, in the absence of the Balance sheet of the investee Company.
- b. The Company has made advances of Rs.45,21,896/- on which no repayment stipulations or confirmation are made and the realisability is not ascertainable.
- c. The Share Certificates with regard to investments made by the company were not available for physical verification.
6. In our opinion, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956 in the manner so required give a true & fair view.
- (i) In so far as it relates to the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011 and
- (ii) In so far as it relates to the Profit and Loss account of the **Profit** of the Company for the year ended on that date.
- (iii) In the case of the cash flow statement, of the cash flows for the year ended on the date

**For Venkatesh & Co.,
Chartered Accountants
F.R.No.:-004636S**

**Place: Chennai
Date: 27/08/2011**

**CA Dasaraty V
Partner
Membership No.26336**

ANNEXURE TO THE AUDITORS' REPORT
(Referred to in paragraph 3 of our Report of even date)

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227 (4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company, as we considered appropriate and according to the information and explanations given to us during the course of the audit, we report that,

1.
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situations of fixed assets.
 - (b) The fixed assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
 - (c) No assets have been disposed off during the year and the going concern concept is not altered.
2.
 - (a) In respect of the securities held as stock in trade and investments the same have been physically verified at reasonable intervals by the Management.
 - (b) The procedures of physical verification followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company is maintaining proper records of inventory and no material discrepancies are noticed on such physical verification.
3. The Company has taken not given or taken loans from the parties covered in the register Maintained under section 301 of the companies act of 1956.
4. In our opinion and according to the explanations given to us the internal control procedure of the Company are commensurate with the size of the company and the nature of its business with regards to Fixed Assets other assets and with regard to the sale of securities. No instance of continuing failure to correct major weakness in internal control was noticed.
5. According to the information and explanations given to us there were transactions of sale of shares made in pursuance of contracts or arrangements entered in the Register maintained under section 301 of the Companies Act 1956 which were made at market prices. The Company has maintained register u/s 301 of the Companies Act 1956.
6. The Company has not accepted any deposits from the public. Therefore the provisions of section 58 A and 58AA of the Companies Act 1956 and rules framed there under are not applicable.

7. The Company has no Internal Audit system.
8. The Central Government has not prescribed for the Company maintenance of the Cost Records under clause (d) of subsection (1) of section 209 of the Act.
9. a) According to the records of the Company, the company is regular in depositing undisputed statutory dues and other statutory dues applicable to it with the appropriate authorities.
b) According to the records of the Company and according to the information and explanations given to us, there are no dues of Income tax, Wealth tax, Sales tax, Excise duty and Cess, which have not been deposited on account of dispute.
10. The accumulated losses of the Company's does not exceeded 50% of its net worth and it has not incurred any cash loss during the current year.
11. The company has not taken term loans from any financial institutions bank or issued Debentures. Hence the question of default in repayment of dues does not arise.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is dealing in shares and proper records have been maintained for the transactions. We are informed that the investments are held in the name of the Company.
14. The company has not given guarantee for loans taken by others from Bank or financial institution.
15. The company has not obtained term loans during the year.
16. As per the records of the company no funds were raised on short term Basis and used for long term investment and vice versa
17. 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.
18. The company has not issued any debentures and hence creation of Securities in respect of debentures does not arise.
19. The company has not raised money by way of public issue of shares.
20. According to information and explanations furnished to us no fraud on or by the company has been noticed or reported during the year.
21. The nature of the business of the company is such that the Clauses XIII, of paragraph 4 of the Companies Act (Auditors Report) Order 2003 are not applicable

**For Venkatesh & Co.,
Chartered Accountants
F.R.No.-004636S**

**Place: Chennai
Date: 27/08/2011
Membership No.26336**

**CA Dasaraty V
Partner**

ISL CONSULTING LIMITED
No 3,Murthy Lane 1st Floor, Off -DevaraJa Mudli Street, Ratan Bazar, Chennai--600003
BALANCE SHEET AS AT 31.03.2011

	SCH.		AS AT 31.03.2011	AS AT 31.03.2010
I. SOURCE OF FUNDS			Rs.	Rs.
1.Share Holders Fund				
Share Capital	1		30,000,000	30,000,000
2. Loans Funds				
a) Unsecured Loans	2		12,596,179	438,798
Deferred Tax Liability			172,526	176,454
TOTAL			42,768,705	30,615,252
II. APPLICATION OF FUNDS				
1.Fixed Assets				
a)Gross Block	3	4,678,731		4,580,531
b) Less: Depreciation		3,935,710		3,900,153
c) Net Block			743,021	680,378
2.Investments	4		4,065,000	4,065,000
3.Current Assets Loans & Advances A				
a) Inventory	5	8,519,105		21,390,422
b) Cash & Bank	6	5,470,207		1,108,016
c) Loans & Advances	7	19,158,728		5,976,834
		33,148,040		28,475,272
Less: Current Liabilities & Provisions B				
a) Liabilities	8	2,377,016		11,280,385
b) Provisions	9	735,900		882,406
		3,112,916		12,162,790
Net Current Assets (A-B)			30,035,124	16,312,482
4.Profit & Loss Account			7,925,559	9,557,392
			42,768,705	30,615,252
Notes on Accounts & Significant Accounting Policies	14			

As per report of even date

For Venkatesh & Co.
Chartered Accountants
F.R.No.004636S

For ISL Consulting Limited

CA Dasaraty.V
Partner
Membership No. 26336

Hitesh C.Kothari
Director

C.K. Kothari
Director

Place : Chennai
Date : - 27/08/2011

ISL CONSULTING LTD
No 3,Murthy Lane 1st Floor,Of-Devaraja Mudli Street, Rattan Bazar, Chennai--600003

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2011

	Sch	Year Ended 31.03.2011	Year Ended 31.03.2010
INCOME		Rs	Rs
Sales	10	22,929,946	-
Other Income	11	11,519,251	50,690,662
		34,449,196	50,690,662
EXPENDITURE			
Purchases/Cost of Project	12	30,018,351	46,500,000
Administrative & Other Expenses	13	1,805,787	1,261,928
Interest Expenses		225,698	-
Depreciation	3	35,557	35,108
		32,085,392	47,797,036
Profit or Loss Before Tax		2,363,804	2,893,626
Add: Deffered tax		3,928	4,972
Less: Provision for Taxation		735,900	882,406
Profit After Tax		1,631,833	2,016,193
Balance Brought Forward		(9,557,392)	(11,573,585)
Balance Carried Forward		(7,925,559)	(9,557,392)
Notes on accounts & Significant accounting policies	14		
Earnings Per Share		0.54	0.67
Number of Shares		3,000,000	3,000,000

As per report of even date

For Venkatesh & Co.
Chartered Accountants
F.R.No.004636S

CA Dasaraty.V
Partner
Membership No. 26336

Place : Chennai

Date : 27/08/2011

For ISL Consulting Limited

Hitesh C.Kothari
Director

C.K. Kothari
Director

ISL CONSULTING LIMITED		
No 3, Murthy Lane 1st Floor, Off -Devaraja Mudli Street, Rattan Bazar, Chennai--600003		
Schedules attached to and forming Part of the Balance Sheet 31.03.2011		
PARTICULARS	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 1 : SHARE CAPITAL	Rs	Rs
Authorised Capital		
3000000 Equity Shares of Rs.10/- each	30,000,000	30,000,000
Issued ,Subscribed & Paid Up		
3000000 Equity shares of Rs.10/- each	30,000,000	30,000,000
SCHEDULE 2 : UNSECURED LOANS		
- from Others	12,596,179	438,798
	12,596,179	438,798
SCHEDULE 4 : INVESTMENTS		
QUOTED		
25,000 shares of Indo Tech transformers Ltd at the rate of Rs.40/- each fully paid (Face value Rs.10/- each)	1,000,000	1,000,000
UNQUOTED		
81,500 shares of Innovation Agro Products Ltd at the rate of Rs.10/- each fully paid (Face value Rs.10/- each)	815,000	815,000
225000 shares of Kothari securities Ltd at the rate of Rs.10/- each fully paid Face value Rs.10/- each)	2,250,000	2,250,000
	4,065,000	4,065,000
SCHEDULE 5. INVENTORIES		
Inventories (at cost or net realisable value whichever is lower)	8,519,105	21,390,422
	8,519,105	21,390,422
SCHEDULE6.CASH AND BANK BALANCES		
a)Cash on hand	345,046	631,804
b) Bank balance with schedule bank on current account	5,125,161	476,212
	5,470,207	1,108,016
SCHEDULE 7.LOANS AND ADVANCES (UNSECURED ,CONSIDERED GOOD)		
Advances recoverable in cash or kind for value to be received	19,158,728	5,976,834
	19,158,728	5,976,834
CURRENT LIABILITIES & PROVISIONS		
SCHEDULE 8.SUNDRY CREDITORS:		
i) Due to Small Scale Industries		-
ii) Other than Small Scale Industries	2,154,854	558,763
Other Liabilities	222,162	921,622
Advance from Customers	-	9,800,000
	2,377,016	11,280,385
SCHEDULE 9.PROVISIONS		
Provision for Taxation	735,900	882,406
	735,900	882,406

ISL CONSULTING LIMITED
Depreciation Schedule as per Companies Act 1956 as at 31.03.2011

SCHEDULE 3 - FIXED ASSETS**(Amount in Rupees)**

PARTICULARS	GROSS BLOCK				Rate of Depreciation	DEPRECIATION				NET BLOCK	
	Cost As on 01.04.10	Addition	Deletion	Cost As on 31.03.2011		Upto 01.04.2010	During the year	Deletion	Up to 31.03.2011	WDV as on 31.03.2011	WDV as on 31.03.2010
	Rs.			Rs		Rs	Rs		Rs	Rs	Rs
Plant & Machinery	295,305	-	-	295,305	4.75%	124,842	14,027	-	138,869	156,436	170,463
Furniture & Fixtures	216,392	-	-	216,392	6.33%	181,085	13,698	-	194,783	21,609	35,307
Computer	3,978,014	-	-	3,978,014	16.21%	3,548,204	-	-	3,548,204	429,810	429,810
Office Equipment	90,820	45,850	-	136,670	4.75%	46,022	5,270	-	51,292	85,378	44,798
Motor Vehicles	-	52,350	-	52,350	25.89%	-	2,562	-	2,562	49,788	-
Total	4,580,531	98,200	-	4,678,731		3,900,153	35,557	-	3,935,710	743,021	680,378

ISL CONSULTING LIMITED
Schedules attached to and forming part of the Profit & Loss Account 31.03.2011

	AS AT 31.03.2011	AS AT 31.03.2010
SCHEDULE 10.SALES	Rs	Rs
Sales	22,929,946	-
	22,929,946	-
SCHEDULE 11.OTHER INCOME		
Interest	1,711,999	470,662
Dividend Income	38	-
Profit on sale of Mutual Fund	7,214	-
Contract Income	9,800,000	50,220,000
	11,519,251	50,690,662
SCHEDULE 12.PURCHASE / COST OF PROJECT		
Opening Stock	21,390,422	748,122
Add : Purchases	7,739,034	20,642,300
Cost of Project	9,408,000	46,500,000
Less: Closing Stock	(8,519,105)	(21,390,422)
	30,018,351	46,500,000
SCHEDULE 13.ADMINISTRATIVE AND OTHER EXPENSES		
Directors Remuneration	484,452	-
Salary	239,500	320,860
Rent	126,880	114,036
Rates & Taxes	-	274,333
Bank Charges	14,281	70,575
Professional & Consultancy Charges	481,893	33,000
Electricity Charges	18,693	9,600
Audit Fees	33,000	55,150
Travel & Conveyance	162,838	129,632
Postage, Telephone & Telegrams	71,884	32,864
Annual fees	24,266	75,000
Interest	-	-
Office Expenses	48,420	63,644
Miscellaneous expenses	56,992	47,917
Repair and Maintenance Expenses	25,128	14,359
Stationery & Printing Exp.	17,560	20,958
	1,805,787	1,261,928

ISL CONSULTING LIMITED		
Sub Schedules forming part of the Balance Sheet		
PARTICULARS	AS AT 31.03.2011	AS AT 31.03.2010
<u>Bank Balance</u>		
Axis Bank -4439	-	13,851
Axis Bank - 611	30,684	415,684
Axis Bank - 459	10,965	8,641
Axis Bank - 455	3,240	-
CBI Stock exchange	-	3,039
Gujarat Mer . Co op Bank	4,810	4,810
HDFC Bank - 2775	4,148	17,390
HDFC Bank -8382	565	465
HSBC Bank	(382)	3,937
Indian Overseas Bank	1,041	1,041
Natan Bank	223,507	7,353
Hdfc Bank Ltd-19902	4,846,582	-
	5,125,161	476,212
<u>Sundry Creditors</u>		
Multi commodities Exchange	40,076	40,076
Dipak Traders (Water Supplier)	575	-
Krunal Pravinchandra Shah	12,000	10,000
P.N.SYSTEM	8,000	-
Satyam Mall Maintanance	1,397	-
Shah & Shah Associate	2,758	-
Ahmedabad Stock Exchange Ltd	15,000	15,000
B.M.MARETHA & ASSOCIATES	2,000	-
Cameo Corporate Services Ltd.	22,519	-
Khandwala Intergrated Financial Services Pvt Ltd	(830)	342
Kunvarji Finstock Pvt.Ltd (BSE)	1,557,853	-
Kunvarji Finstock Pvt Ltd (CDSL)	161	-
Madras Stock Exchange	12,600	12,600
P.Sathyanarayan	6,851	6,850
Share Application Money Due	473,895	473,895
	2,154,854	558,763

	AS AT 31.03.2010	AS AT 31.03.2010
Other Liabilities		
TDS Payable	-	56
Provision for AEC Bill		9,600
Provision for Telephone Bill	4,027	2,315
Provision for Professional	32,500	5,000
Provision for Audit Fee	135,847	105,847
Provision for Annusl Issuer Fees (Cdsl)	6,618	-
TDS On Interest	22,570	-
TDS On Salary	20,600	-
Provision for Taxation (AY - 2010-11)	-	790,730
Provision for FBT	-	8,074
	222,162	921,622
Loans and Advances		
Max Newyork Life insurance	202,060	-
KUNVARJI FINCORP PVT LTD	19,973	-
Palla Land Developers Pvt Ltd	3,516,866	-
Shambhu Contractors Pvt Ltd	1,005,030	-
Cherly Advisory Private Limited	12,398,101	-
Bhartiben Upadhyay	-	1,184,622
Consulting Fees & AMC	-	7,032
Kamalesh M Upadhyaya - HUF	-	1,569,750
RSN Corporate Advisory Pvt. Ltd.	60,000	10,000
Income Tax Refund (A Y .2009-10)	748,666	1,539,396
Income Tax Refund (A Y .2010-11)	476,686	1,367,773
Tds Rec(A.Y 11-12)	169,959	-
Tds On Interest (07- 08)	796	8,870
BSNL Telephone Deposits	500	-
Iqara Moden Deposit	3,500	3,500
L.T.C. Margin Deposit	15,000	15,000
Office Deposit(Chennai)	25,000	25,000
Office Deposit (Satyam Mall)	14,468	14,468
Vat Registration- Deposits	-	25,000
VAT Credit	2,124	206,423
Advance IT	500,000	-
	19,158,728	5,976,834

	AS AT 31.03.2011	AS AT 31.03.2010
Misc Expenses		
Advertisement Expenses	14,830	-
Courier & Transpotation Expenses	3,300	-
Demat Charges	2,113	-
Petrol Expence	28,068	-
Bad debts	-	5,326
Registrar Charges	-	40,079
Interest on Income Tax	-	2,512
Income Tax Expense	8,681	-
	56,992	47,917
Staff welfare Expense		
Medical Insurance Exp	4452	
	4452	-

14. Notes on Accounts & Significant Accounting Policies**A. SIGNIFICANT ACCOUNTING POLICIES:**

1. Basis of Preparation:

Accounts have been prepared in accordance with the standards approved by the ICAI and relevant provisions of the Companies Act 1956.

2. Revenue Recognition:

A sale is recognized when the security is sold and delivery effected. Dividend income is recognized as and when declared and made unconditionally available.

3. Depreciation:

Depreciation is provided on the Straight Line Method and at the rates as specified in Schedule XIV of the Companies Act 1956, pro-rata on the number of the days the assets is put to use.

4. Fixed Assets:

Fixed Assets have been stated at cost less depreciation.

5. Investments:

Investments considered as Long Term Investments and are stated at cost. Investments considered under current investments (classified as inventory) is stated at cost or market price whichever is lower.

B. Other Notes

1. Due to the nature of the industry, the quantitative details like Licensed, Installed Capacity, Production and Quantitative details of Purchases and Sales are not applicable.

2. Expenditure in Foreign Exchange

	2011	2010
Expenditure in Foreign Exchange	NIL	NIL

3. Earnings in Foreign Exchange

	NIL	NIL
--	-----	-----

4. Remuneration to Auditors

For Audit	30000	55150
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5. The amount due from a company in which a director is interested is nil (Pr. Yr. Nil).
The maximum amount due from a company in which a director is interested during the year nil (Pr.yr.Nil)
6. Deferred Tax:
- | | |
|---|------------|
| Opening deferred tax liabilities | : 176454/- |
| Reversal during the year | : 3928/- |
| Closing balance of deferred tax liabilities | : 172526/- |
7. Previous year figures have been regrouped to confirm with the layout of the accounts of the current year.

For ISL Consulting Limited

As per our report of even date
For Venkatesh & Co.,
Chartered Accountants
F.R.No.004636S

DIRECTOR DIRECTOR

V. DASARATY
PARTNER
Membership No:26336

Date:- 27/08/2011

Place: Chennai

ISL CONSULTING LIMITED
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

As per Part IV to Schedule VI to the Companies Act, 1956.

I. REGISTRATION DETAILS

Registration No.

18 - 2 2 9 4 8

STATE
CODE

1 8

Balance Sheet Date

3 1

0 3

2 0 1 1

Date

Month

Year

II. CAPITAL RAISED DURING THE YEAR (Amount in 000's)

PUBLIC ISSUE

N I L

BONUS ISSUE

N I L

RIGHTS
ISSUE

N I L

PRIVATE
PLACEMENT

N I L

III. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

TOTAL LIABILITIES

42769

TOTAL ASSETS

42769

SOURCE OF FUNDS

PAID UP CAPITAL

30000

PENDING ALLOTMENT

N

RESERVE &
SURPLUS

N

SECURED LOANS

N

UN SECURED
LOANS

12596

DEFERRED TAX
LIABILITY

173

APPLICATION OF FUNDS

NET FIXED ASSETS

743

INVESTMENTS

4065

NET CURRENT
ASSETS

30035

MISCELLANEOUS
EXPENSES

N

ACCUMULATED
LOSSES

7926

IV. PERFORMANCE OF THE COMPANY

TURNOVER

34449

TOTAL EXPENDITURE

32085

+ -- PROFIT BEFORE TAX

		2364
--	--	------

+ -- PROFIT AFTER TAX

		1632
--	--	------

EARNINGS PER SHARE (ANNUALISED) IN RS.

0.54

DIVIDEND RATE

N	I	L
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V. GENERIC NAMES OF THE THREE PRINCIPAL PRODUCTS / SERVICES OF COMPANY

A) ITEM CODE NO. (ITC CODE)

N A

PRODUCT DESCRIPTION

SHARE TRADING

PLACE : CHENNAI
 DATE : - 27/08/2010

HITESH C.KOTHARI
 DIRECTOR

C.K. KOTHARI
 DIRECTOR

ISL CONSULTING LIMITED
No 3, Murthy Lane 1st Floor, Off -Devaraja Mudli Street, Rattan Bazar, Chennai--600003
CASH FLOW STATEMENT AS AT MARCH 31, 2011

(All amounts stated are in Indian Rupees, unless otherwise stated)

	31-Mar-2011	31-Mar-2010
Cash flows from Operating Activities:		
Profit before taxation	2,363,804	2,893,627
Adjustments for		
Depreciation	35,557	35,108
Interest on Secured Loans	225,698	-
Interest income	(1,711,999)	(470,662)
Operating profit before working capital changes	913,060	2,458,073
Movements in working capital:		
(Increase)/Decrease in Loans and advances	(13,181,894)	(1,935,211)
(Increase)/Decrease in Sundry Debtors	-	53,862,216
(Increase)/Decrease in Inventories	12,871,317	(20,642,300)
Increase/(Decrease) in Current Liabilities and Provisions	(8,903,368)	(35,326,623)
Cash generated from Operating Activities	(8,300,886)	(1,583,845)
Direct Taxes/Appropriations	(882,406)	(790,731)
Net Cash from Operating Activities	(9,183,291)	(2,374,576)
Cash flow from Investing Activities:		
Purchase of Fixed Assets	(98,200)	(53,879)
Interest Received	1,711,999	470,662
NET CASH FLOW FROM INVESTING ACTIVITIES	1,613,799	416,783
Cash flow from Financing Activities:		
Interest Paid	(225,698)	-
Increase/(Decrease) in Unsecured Secured Loans	12,157,381	(366,202)
Net Cash from / (used) in Financing Activities	11,931,683	(366,202)
Net increase in cash and cash equivalents	4,362,191	(2,323,995)
Cash and Cash equivalents at the beginning of the year	1,108,016	3,432,011
Cash and Cash equivalents at the end of the year	5,470,207	1,108,016

As per our Report of even date

For **VENKATESH & CO**
Chartered Accountants
FRN 004636S

For **ISL Consulting Limited**

CA Dasaraty V
M No 026336
Partner

Hitesh C.Kothari
 Director

C.K. Kothari
 Director

Place :- Chennai
Date :- 27/08/2011

AUDITORS' CERTIFICATE

We have examined the attached Cash flow Statement of ISL Consulting Limited for the year ended 31 March 2011. The statement has been prepared by the company and is based in accordance with the requirements of clause 32 of the listing agreements(s) on and in agreement with the corresponding Profit and 'Loss Account and Balance Sheet of the company covered by our report of 27th August 2011 to the members of the Company

**For Venkatesh & Co.
Chartered Accountants
F.R.No.0046365**

Ca Dasaraty.V

Partner.
Membership No 26336

ISL Consulting Ltd.

No.3, Murthy Lane, 1st Floor, off. Devaraja Mudali Street, Ratan Bazar, Chennai-3

ATTENDANCESLIP

19th Annual General Meeting

Thrusday the 30th September, 2011 at 11.00am

Place : At the Registered office of the Company at :

No.3, Murthy Lane, 1st Floor,
off. Devaraja Mudali Street,
Ratan Bazar, Chennai-3

Phone : 044-42079594

(E-mail : innogroup@gmail.com)

Signature of Member/Proxy attending the meeting

Notes :

1. This meeting is only for members. Please, therefore, do not bring person in the meeting who is not a member.
2. Please bring this attendance slip duly signed and hand it over to the représentative of the Company at teh entrance of the meeting place.

ISL Consulting Ltd.

No.3, Murthy Lane, 1st Floor, off. Devaraja Mudali Street, Ratan Bazar, Chennai-3

FORM OF PROXY

I/We _____ of _____ in the district of _____ Being member/s of the above named Copany hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our Proxy to attend and vote for me/us on my/our behalf at the 18th General Meeting of the Company, to be held on Thursday, the 30th September, 2010 and at any adjournment thereof.

Signed the _____ day of _____ 2010

Signed the _____

Affix/
Revenue
Stamp

N.B. : This Proxy must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting

BOOK POST

To,

If undelivered Please return to

ISL Consulting Ltd.
No.3, Murthy Lane, 1st Floor,
off. Devaraja Mudali Street,
Ratan Bazar, Chennai-3