
ROSETTE RESORTS LIMITED

**BOARD OF
DIRECTORS**

Mr.Indravadan B Patel
Mr.Ghanshyam Patel
Mrs.H.I.Patel
Mr.Chandrakant Patel
Mr.Sanjay Shah
Ms.AnitaMahesh

BANKERS

Kotak Mahindra Bank

AUDITORS

PARIKH MEHTA & ASSOCIATES
Vadodara

REGD.OFFICE

"Rosette"Near Maharshee Arivind Garden,
Fatehgunj, Baroda-390002.

**REGISTRAR AND
SHARE
TRANSFER AGENTS**

ROSETTE RESORTS LTD.
NEAR MAHARSHREE ,ARVIND GARDEN, FATEH
GUNJ,BARODA -390002.

ROSETTE RESORTS LIMITED

NOTICE FOR THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th ANNUAL GENERAL MEETING of the Shareholders of Rosette Resorts Limited will be held on Thursday, the 29th day of September, 2011 at 11.30 am at the Registered Office of the Company at "Rosette", Nr. Maharshi Arvind Garden, Fatehgunj, Vadodara, to transact the following business:

ORDINARY BUSINESS

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2011 together with Directors' Report and Auditors' Report thereon.
- 2 To appoint a Director in place of Mr.Sanjay Shah, who retires by rotation, and being eligible, offers himself for re-appointment.
- 3 To appoint a Director in place of Ms.Anitha Mahesh , who retires by rotation, and being eligible, offers herself for re-appointment
- 4 To appoint auditors, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

By Order of the Board of Directors

Place: Vadodara.

Date: 18.08.2011


I.B. Patel
Managing Director

NOTS:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. PROXIES TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. THE REGISTER OF MEMBERS AND SHARE TRANSFERS SHALL REMAIN CLOSED FROM MONDAY, 19.09.2011 TO THURSDAY, 29.09.2011, BOTHE DAYS INCLUSIVE.
4. BRIEF PARTICULARS ABOUT THE DIRECTORS SEEKING APPOINTMENT AND/OR RE-APPOINTMENTS, AS REQUIRED BY CLAUSE 49 OF THE LISTING AGREEMENT, ARE GIVEN AT THE END REPORT OF THE CORPORATE GOVERNANCE.

ROSETTE RESORTS LIMITED

DIRECTORS' REPORT

To,
The Members,

Your Directors present their 16th Annual Report together with Audited Annual Accounts of the Company for the year ended March 31, 2011.

Total Income	22786450	Nil
Depreciation	Nil	Nil
Profit (Loss) before Tax	111382	(19800)
Provision for Tax - FBT	40100	Nil
Profit (loss) after Tax	71282	(19800)
Prior Period Adjustments	Nil	Nil
Balance Brought forward	(195502)	(175702)
Balance carried to Balance Sheet	(124220)	(195502)

PERFORMANCE & RESULTS:

Your Directors report that the Land acquired for the Resorts & Amusement Park at VADSALA is under litigation. The Company is taking utmost care to resolve the matter as early as possible.

The Company has made a profit of Rs. 71,282/- during the year under report.

DIVIDEND:

In view of the Accumulated Loss as stated above, the Board of Directors regrets their inability to recommended payment of any dividend for the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors hereby confirm that :

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31st March, 2011 and of the Loss of the Company for that year.
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the Directors have prepared the annual accounts on a going concern basis.

BOARD OF DIRECTOR

In terms of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Mr. Sanjay Shah and Ms. Anitha Mahesh, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION:

As the operations have not yet been commenced as stated above, information in accordance with the provisions of Section 217 (1) (e) of the Companies act, 1956 read with Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 regarding conservation of energy technology absorption and foreign exchange earning and outgo are not given forming part of this report.

PARTICULARS OF EMPLOYERS:

As there is no employee covered under the provisions of Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, information relating thereto are not given forming part of this report.

CORPORATE GOVERNANCE:

Reports on Corporate Governance and Management Discussions & Analysis are annexed and form part of this report.

STATUTORY AUDITORS:

M/s Parikh Mehta & Associates., Chartered Accountants, retire as statutory Auditors of Company at the conclusion of the ensuring Annual General Meeting (AGM). The Statutory auditors have Confirmed their eligibility and willingness to accept the office on re-appointment in accordance with provision of section Section-224 (1B) of the Companies Act, 1956

FIXED DEPOSITS:

Your Company has not accepted Public Deposits within the meaning of Section 58A of the Companies Act, 1956.

AUDITOR'S QUALIFICATIONS:

The Auditors of the Company have qualified their report in respect of the matter as referred to therein, which is self-explanatory. As mentioned earlier, the Company has been facing severe legal and litigational, operational, financial, staff and managerial problems on account of various factors beyond the control of the management. In these circumstances, certain irregularities, lapses and non-compliances has occurred. However, your Directors are taking necessary corrective actions and measures to remedy the same at the earliest.

APPRECIATION:

Your Directors also acknowledge with gratitude for the co-operation and financial assistance extended by Punjab National Bank during the year under review.

BY ORDER OF THE BOARD OF DIRECTORS

Date : 18.08.2011
Place : Vadodara


I.B. Patel
CHAIRMAN & MANAGING DIRECTOR

REPORT ON CORPORATE GOVERNANCE

A MANDATORY REQUIREMENTS:

1. Company's philosophy on Code of Governance

Company's philosophy is to keep transparency towards all the stakeholders and hence whenever and wherever required statement to that effect has been given and incorporated.

2. Board of Directors

- **Composition:**

The present strength of the Board is Six Directors. The Board comprises of Executive and Non-Executive Directors. The Non-Executive Directors bring independent judgment in the Board's deliberations and decisions. There are Three Non-Executive Directors are independent Directors.

- **Attendance of each Director at the Board Meeting and the last AGM**

Five Board Meetings were held in the Financial Year 2010-2011.

Name of Director	Category of Directorship	No. of Board Meetings Attended	% of Total Meeting Attended	Attendance at the last AGM
Mr. Indravadan B. Patel	CMD – ED	5	100 %	Yes
Mr. Ghanshyam Patel	NE - NI	4	80 %	Yes
Mrs. H.I. Patel	NE – NI	1	20 %	No
Mr. Chandrakant Patel	NE - ID	4	80 %	No
Mr. Sanjay Shah	NE - ID	4	80%	
Ms. Anitha Mahesh	NE - ID	1	20%	

CMD - Chairman and Managing Director

ED - Executive Director

NE ID - Non-Executive Independent Director

NE – NI - Non Executive Non Independent Director

- **Number of other Companies or Committees the Director (being a Director as on the date of the Directors' Report) is a Director/Chairman.**

Name of Director	No. of other Companies in which Director	No. of Committees (other than the Company)
Mr. Indravadan B. Patel	1	None
Mr. Ghanshyam Patel	None	None
Mrs. H.I. Patel	None	None
Mr. Chandrakant Patel	None	None
Mr. Sanjay Shah	None	None
Ms. Anitha Mahesh	None	None

- **Number of Board Meetings held and the dates of the Board Meeting.**

Five Board Meetings were held in the Financial Year 2010-2011. The dates on which the said meetings were held are as follows:-

28.05.2010; 26.07.2010; 25.10.2010 & 25.01.2011.

3. Committees of The Board

a). Audit Committee:

The Audit Committee comprises of Mr. Chandrakant B. Patel, Mr. Sanjay Shah & Ms. Anitha Mahesh, the Independent Directors. The constitution of Audit Committee also meets with the requirements of Section 292A of the Companies Act, 1956 & Clause 49 of the Listing Agreement and the terms of reference stipulated by the Board for the Audit Committee covers the matters specified in aforesaid Section & Clause of Listing Agreement

Number of Audit Committee Meetings held and the dates.

Four Audit Meetings were held in the Financial Year 2010-2011 and all the Committee Members attended all the Meetings. The dates on which the said meetings were held are as follows:-

28.05.2010; 26.07.2010; 25.10.2010 & 25.01.2011.

• Terms of Reference.

The Audit Committee of the Board, inter-alia, provides reassurance to the Board on the existence of an effective internal control environment that ensures :

- v Efficiency an effectiveness of operations
- v Safeguarding of assets and adequacy of provisions for all liabilities
- v Reliability of financial an other management information and adequacy of disclosures
- v Compliance with all relevant statutes.

The Audit Committee is empowered pursuant to its terms of reference inter – alia, to :

- v Investigate any activity within its terms of reference and to seek any information requires from any employee.
- v Obtain legal or other independent professional advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary/

The role of the Committee is :

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment and removal of external auditors, fixation of audit fee and approval of payment of fees for any other services rendered by them.
3. Reviewing with the management the financial statements before submission to the Board, focusing primarily on :
 - v Any changes in accounting policies and practices
 - v Major accounting entries based on exercise of judgement by management
 - v Qualifications in the draft audit report
 - v Significant adjustments arising out of audit
 - v The going concern assumption
 - v Compliance with accounting standards
 - v Any related party transactions as per the accounting standards
 - v Compliance with legal requirements concerning financial statements
4. Reviewing with the management, external and internal auditors the adequacy of internal control system and the Company's statement on the same prior to the endorsement by the Board

5. Reviewing reports of internal audit and discussions with them on any significant findings and follow-up thereon
6. Reviewing the findings of any internal investigations by the internal audit where there is a suspected fraud or irregularity or failure of internal control system
7. Discussions with the external auditors before the audit commences on nature and scope of audit as well as after conclusive audit to ascertain any areas of concern and review the comments contained in the management letter.

4. Remuneration to Directors:

(A) The Board did not have a Remuneration Committee.

(B) Non-executive Independent Directors have decided not take any Sitting Fee for attending Board/Committee Meetings.

5. Share Transfers and Investors/Shareholders Grievance Committee:

- Details of the Members, Compliance Officer, No. of Complaints received and pending and pending transfer as on the close of the financial year.

The Company's Investors/Shareholders Grievance Committee has been formed under the Chairmanship of Mr. Chandrakant Patel and other members are Mr. Sanjay Shah & Ms. Anitha Mahesh, the Independent Directors of the Company. The Company had not received any complaints from the Shareholders. The Company has not pending any transfer at the close of the financial year.

6. General Body Meeting:

- Details of the location of the last three AGMs and the details of the resolution passed or to be passed by Postal Ballot.

Last 3 years' Annual General Meetings of the Company were convened and held at the Registered Office of the Company at "Rosette", Nr. Maharshi Arvind Garden, Fatehgunj, Vadodara at 11.30 a.m. on its respective dates on 29.09.2008; 29.09.2009 & 29.09.2010.

All the resolution set out in the respective Notices of the meetings aforesaid were passed by the Shareholders of the Company at the respective meetings and as such there was no occasion for the Company to put any resolution through postal ballot on any of the matters as mandated by Section 192A of the Companies Act/Clause 49 of the Listing Agreement.

6A Notes on Directors seeking appointment/reappointment as required under Clause 49VI (A) of the Listing Agreement entered into with Stock Exchanges.

Mr. Sanjay Shah and Ms. Anitha Mahesh have been on the Board since 1999. Their guidance and suggestions in daily routine business of the Company are beneficial.

7. Disclosures:

- Disclosure on materially significant related party transactions i.e. transactions of the Company of material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.

None

- Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority, on any matter related to capital markets, during the last three years.

None in the last three years.

8. Means of Communication:

The Board of Directors of the Company approves and takes on record the un-audited/audited financial results in the Performa prescribed by the Stock Exchange within one month of close of quarter/half year and announces forthwith the results to all Stock Exchange where the shares of the Company are listed. The Company does not display the results on website. No official news releases have been made during the relevant period. Management Discussion and Analysis is a part of the annual report.

9. General Shareholders Information:

Annual General Meeting	Date : 29.09.2011 Time : 11.30 a.m. Venue : "Rosette", Nr. Maharshi Arvind Garden, Fatehgunj, Vadodara - 390002.
Financial Calendar	a) April to March b) 1 st Quarter Results - last week of July c) 2 nd Quarter Results- last week of October d) 3 rd Quarter Results - last week of January e) 4 th Quarter Results - last week of May
Date of Book Closure	Monday, the 15 th September 2011 to Thursday, 29 th September, 2011 (both days inclusive)
Listing on Stock Exchanges	The Stock Exchange, Mumbai The Stock Exchange, Ahmedabad The Vadodara Stock Exchange Ltd.
ISIN Number for CDSL/NSDL	Applied
Registrar and Transfer Agents	In House
Registered Office	"Rosette", Nr. Maharshi Arvind Garden, Fatehgunj, Vadodara - 390002. Gujarat

MARKET PRICE DATA:

The securities of your company are listed at VSE, BSE & ASE. The Trading in company's securities remain suspended at Stock Exchanges for various reasons including 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.

CEO / CFO Certificate

As required by the revised clause 49(V) of the Listing Agreement, the certificate from CEO was placed before the Board of Directors at their meeting held on 26th May, 2011.

SHARE TRANSFER SYSTEM:

All the transfer received are processed in-house and approved by the Board/Committee and returned well within the stipulated period from the date of receipt.

- Distribution of Shareholding and share : 4962300 Equity Shares of Rs.: 10/- each holding pattern as on 31.03.2011

The distribution of shareholding as on 31.03.2011 is as follows:

Distribution of Shares	No. of Shareholders	Percentage to Total No. of Shareholders	No. of Shares held	Percentage to total Share Capital
1-500	750	34.03	165800	3.33
501-1000	959	43.51	760300	15.32
1001-2000	276	11.85	406200	8.18
2001-3000	94	4.35	243400	4.90
3001-4000	42	1.01	80500	1.62
4001-5000	43	1.01	109400	2.20
5001-10000	49	1.34	266800	5.37
Above 10000	87	1.64	2930100	59.04
Total	2260	100.00	4962300	100.00

Shareholding pattern as on 31.03.2011 is as follows:

Category	No. of Shares held	Holding Strength %
Insurance Cos./Banks	Nil	Nil
U.T.I.	Nil	Nil
NRIs	Nil	Nil
Mutual Funds	Nil	Nil
Domestic Companies	2,300	0.05
Resident Indians	42,65,300	85.95
Promoters/Directors and their relatives	6,94,700	14.00
Total	49,62,300	100.00

Dematerialization of shares & liquidity : 100% of the paid-up Capital as on 31.03.2011 are in Physical Form.

- Address for correspondence be : Shareholders correspondence should be addressed to : "Rosette", Nr. Maharshi Arvind Garden, Fatehgunj, Vadodara - 390002..

DECLARATION – CODE OF CONDUCT

In terms of the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, it is hereby declared that the Members of the Board of Directors of the Company have affirmed the compliance with the Code of conduct for the year ended 31.03.2011.

Place : Vadodara
Date : 18.08.2011


I.B. Patel
Managing Director

Management Discussion & Analysis

Your Director are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2011 as under

Industry Structure and Developments:

The Company is engaged in the business of Real Estate & Entertainment industry. The growth in the sector is very good and Management expects better results in forth coming year.

Opportunities and Threat

Diversification into new projects like Hotel & Restaurants business.

Threat

The Company is facing risk in respect of recession in the market as well as of high competition.

Segment wise Performance

Presently, the company primarily deals only in one segment.

Out Look

In light of steady increase in population & development of Gujarat State, the company is optimistic about increase in business and improves its performance.

Internal control System

The company has an effective internal control environment which ensures that operation are managed efficiently and effectively, assets are safeguarded, regulatory are complied with and transactions are recorded after appropriate authorization. Every quarter, the significant audit findings, the corrective steps recommended and their implementation status are presented to Audit Committee.

Human relations

Human resources have always been most valuable assets for Rosette Resorts and company constantly seeks to attract and retain the best available talent. Human resources management incorporates a process driven approach that invest regularly in the extensive training programs. During the year, the leadership and management in the back and function was further strengthened with the joining of senior and highly experienced industry persons and Human relations have been cordial

Forward Looking and Cautionary Statements:

The statement in the management discussion and analysis reports describing company objective, projections, estimates, expectation may be "Forward looking statements" within meaning of applicable securities law and regulations are based upon the information and data available with the company assumptions with regard to global economic conditions the government regulations, tax laws other status policies and incidental factors. The company cannot guarantee the accuracy of assumption and perceived performance of the company in future. Hence, it is cautioned that the result may differ from those expressed or implied in this report.

Place:-Vadodara.

Date:-18.08.2011

By order of the Board of Director


I.B.Patel
Managing Director

AUDITORS' REPORT

To,
The Members,
Rosette Resorts Limited
Vadodara

We have audited the attached Balance Sheet of Rosette Resorts Limited as at 31st March 2011 and Profit & Loss a/c for the year ended on that date annexed thereto and the Cash Flow Statement for the year ended on that date. 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.

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.

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 we enclose in the Annexure a Statement on the matters specified in paragraph 4 & 5 of the said order only to the extent applicable to the Company.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
- ii) In our opinion, proper books of accounts, as required by law, have been kept by the Company so far as it appears from our examination of such books.
- iii) The Balance Sheet and Profit and Loss Account and the Cash Flow Statement referred to in this report are in agreement with the Books of Account.
- iv) In our opinion, the Balance Sheet and Profit & Loss A/c and Cash Flow Statement read in conjunction with the notes on accounts, comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956

- v) On the basis of information given to us we report that the Directors are disqualified from being appointed as Directors as on 31st March, 2011 in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956. We are informed that necessary action is being taken by them in this respect.
- vi) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies & notes thereon, give the information as required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2011.
 - b) In the case of Profit and loss Account, of the Profit of the company for the year ended on that date.
 - c) In the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For, Parikh Mehta & Associates
Chartered Accountants

Sd/-
Heena M Desai
Partner

Date: 26/05/2011
Place: Vadodara

**ANNEXURE TO THE AUDITORS' REPORT
(REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE)**

- (I) The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets. We have been informed that physical verification of the fixed assets was conducted by the management during the period and no discrepancies were observed between book records and physical verification. The frequency of verification of assets is reasonable considering the size of the Company and nature of its assets.
- (II) The Company has disposed off all of its fixed assets during the year. However, considering the quantum of fixed assets, the same is not likely to affect its going concern status.
- (III) The Company has, at the year end no inventories in the form of construction work in progress
- (IV) The Company has not taken unsecured loans from Companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 and / or from Companies under the same management within the meaning of sub-section 1-B of the section 370 of the Companies Act, 1956
- (V) The company has not granted unsecured loans to companies, firms or other parties under the same management within the meaning of Section 307 (1-B) of the companies Act, 1956, without any stipulation as regards the rate of interest and other terms and conditions, hence we are unable to comment on the same.
- (VI) There are no loans and advances in the nature of loans given by the company.
- (VII) In our opinion and according to the information and explanations given to us, due to non operation of project work, clauses as to internal control procedures for raw material, stores, plant & machinery, equipment and other assets, and for sale of goods is not applicable.
- (VIII) (a) According to the information and explanations given to us we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 of the Companies Act 1956 have been so entered.
(b) In our opinion and according to the information and explanation given to us, there are transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act 1956 and exceeding the value of rupees five lakhs in respect of parties during the year are made at reasonable price as compared to the prevailing market prices.
- (IX) The company has not accepted any deposits from the public during the year.
- (X) The Central Government has not prescribed maintenance of cost records under section 209(i)(d) of the Companies Act, 1956.
- (XI) We have been informed that Provident Fund Act and the provision of Employee's State Insurance Scheme are not applicable to the company. According to the information and explanation given to us, there were no undisputed amounts payable in respect of Income tax, Wealth tax, Custom Duty and Excise Duty which have remained outstanding as at 31st march 2011 for the period more than six months from the date they become payable.
- (XII) The company has not incurred any cash loss during the year and accumulated losses in the company are much less than 50% of its net worth.

- (XIII) The company has not defaulted in repayment of dues to financial institutions and banking institutions.
- (XIV) The company has not granted any loans or advance on the basis of security by way of pledge of shares, debentures and other similar securities and hence the question of maintaining adequate documents and records does not arise.
- (XV) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the CARO 2003 are not applicable to the company.
- (XVI) The company has no transactions and contracts in respect of trading in shares, debentures and other securities
- (XVII) In our opinion, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (XVIII)No term loans have been raised during the year by the Company.
- (XIX) According to the information and explanation given to us and on overall examination of Balance Sheet of the company, we report that no short term funds have been used for long term purposes nor long term funds have been used for short term purposes.
- (XX) According to the information and explanation given to us, the company has not made any preferential allotment of shares to parties and companies covered under Section 301 of the Companies Act, 1956.
- (XXI) No Debentures have been issued during the year.
- (XXII) The company has not raised any money by public issue during the year.
- (XXIII) According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For, Parikh Mehta & Associates
Chartered Accountants

Sd/-
Heena M Desai
Partner

Date: 26/05/2011
Place: Vadodara

We have examined the attached Cash Flow Statement of Rosette Resorts Limited for the year ended March 31, 2011. The attachment Cash Flow Statement has been compiled from and is based on the audited accounts of Rosette Resorts Limited for the year ended March 31, 2011 reported upon by us. According to the information and Explanation given to us, together with the notes thereon the aforesaid Cash flow Statement has been Prepared in pursuant to Clause 32 of Listing Agreement with Stock Exchange and the reallocation for the purpose are as made by the company

For, Parikh Mehta & Associates

Chartered Accountants

Sd/-
Heena M Desai
Partner

Date: 26/05/2011
Place: Vadodara

To,
The Members of
Rosette Resorts Limited

We have examined the compliance of conditions of corporate governance by Rosette Resorts Limited, for the year ended on 31st March, 2011, 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 ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has partly complied with the conditions on Corporate Governance as stipulated in the abovementioned 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.

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, Parikh Mehta & Associates
Chartered Accountants**

Date : 26/05/2011
Place : Vadodara

**Sd/-
Heena M Desai
Partner
M No: 042060**

ROSETTE RESORTS LIMITED			
BALANCE SHEET AS ON 31st MARCH 2011			
		Amount in Rs.	
PARTICULARS	SCHEDULE	AS AT	AS AT
		31.03.2011	31.03.2010
SOURCES OF FUNDS			
OWN FUNDS :			
A) SHARE CAPITAL	A	55,019,500	55,019,500
B) RESERVE & SURPLUS		-	-
TOTAL		55,019,500	55,019,500
APPLICATION OF FUND			
FIXED ASSETS	B	-	218,395
CURRENT ASSETS, LOANS & ADVANCES	C	50,704,748	50,372,971
LESS: CURRENT LIABILITIES & PROVISIONS	D	46,100	4,000
NET CURRENT ASSETS		50,658,648	50,368,971
MISCELLANEOUS EXPS. [TO THE EXTENT NOT WRITTEN OFF)		4,236,632	4,236,632
PROFIT & LOSS ACCOUNT		124,220	195,502
TOTAL		55,019,500	55,019,500
SIGNIFICANT ACCOUNTING POLICIES NOTES ON ACCOUNTS & CONTINGENT LIABILITIES	E		
AS PER REPORT OF EVEN DATE FOR PARIKH MEHTA & ASSOCIATES CHARTERED ACCOUNTANTS		FOR ROSETTE RESORTS LIMITED	
<i>SD</i> HEENA M DESAI PARTNER	<i>SD</i> MG. DIRECTOR	<i>SD</i> DIRECTOR	
PLACE : VADODARA DATE : 26/05/2011	PLACE : VADODARA DATE : 26/05/2011		

ROSETTE RESORTS LIMITED		
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2011		
PARTICULARS	Amount in Rs.	
	31.03.2011	31.03.2010
INCOME :	22,786,450	0
TOTAL	22,786,450	0
EXPENDITURE :		
Contract Execution Cost	22,596,373	0
Payment to & Provision for Employees	38,500	0
Administrative Expenses	40,195	19,800
TOTAL	22,675,068	19,800
PROFIT /(LOSS) FOR THE YEAR	111,382	(19,800)
PROVISION FOR TAXATION	40,100	-
PROFIT/(LOSS) AFTER TAX	71,282	(19,800)
BALANCE BROUGHT FORWARD FROM PREVIOUS YEAR	(195,502)	(175,702)
BALANCE CARRIED TO BALANCE SHEET	(124,220)	(195,502)
AS PER REPORT OF EVEN DATE FOR PARIKH MEHTA & ASSOCIATES CHARTERED ACCOUNTANTS	FOR ROSETTE RESORTS LIMITED	
<i>sdv</i> HEENA M DESAI PARTNER	<i>sd</i> MG. DIRECTOR	<i>sd</i> DIRECTOR
PLACE : VADODARA DATE : 26/05/2011	PLACE : VADODARA DATE : 26/05/2011	

ROSETTE RESORTS LIMITED		
SCHEDULES ATTACHED TO AND FORMING PART OF BALANCE-SHEET		
PARTICULARS	31.03.2011	31.03.2010
SCHEDULE A		
SHARE CAPITAL		
AUTHORISED SHARE CAPITAL 70,00,000 Equity share of Rs. 10 each	70,000,000	70,000,000
	70,000,000	70,000,000
ISSUED & SUBSCRIBED CAPITAL:		
6041600 Shares of Rs. 10 each	60,416,000	60,416,000
PAID UP CAPITAL:		
6041600 Shares of Rs. 10 each (P.Y. 6041600 shares of Rs. 10 each)	60,416,000	60,416,000
Less: Shares Forfeited 1073000 of Rs. 10 each (Unpaid amount)	5,396,500	5,396,500
TOTAL	55,019,500	55,019,500
SCHEDULE B		
FIXED ASSETS		
GROSS BLOCK		
Office Equipments	-	29,775
Plant & Machinery	-	57,295
Vehicles	-	1,265
Boards	-	50,000
Computers	-	80,100
	-	218,395
SCHEDULE C		
CURRENT ASSETS, LOAN & ADVANCES		
Sundry Debtors	22,786,450	-
Construction Work in Progress	-	21,719,971
Property Rights at Bank	-	876,402
TOTAL	22,786,450	22,596,373
CASH & BANK BALANCES		
Cash in hand	1,729,399	1,546,453
Balances in current A/C with scheduled banks	-	41,246
TOTAL	1,729,399	1,587,699
LOANS & ADVANCES - (Unsecured, Considered Good)		
Advances to Suppliers	9,635,561	9,635,561
Other Advances	16,338,338	16,338,336
Deposits	15,000	15,000
TOTAL	26,168,899	26,188,897
SCHEDULE D		
CURRENT LIABILITIES & PROVISIONS		
Dues to Directors	1,000	1,000
Provision for Taxation	40,100	-
Other Liabilities	5,000	3,000
TOTAL	46,100	4,000

ROSETTE RESORTS LIMITED

SCHEDULE - E : NOTES FORMING PART OF ACCOUNTS FOR Y.E. 31.03.2011

SIGNIFICANT ACCOUNTING POLICIES

(A)Basis of Preparation of Financial Statements:

- i) The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provision of the companies act, 1956 as adopted consistently by the company.
- ii) All Income and Expenditure items having a material bearing on the financial statement are recognized on accrual basis.

(B)Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(C) Amortization of Miscellaneous Expenditure:

Preliminary expenses are not amortized during the year due to non operation of business.

NOTES ON ACCOUNTS:-

- 1 The Company has disposed off its asset at realizable value and the loss arising there from is written off to Profit & Loss A/c for the year.
- 2 The company had commenced construction work on the land situated at Vadodara, city survey no. 1270 to 1274 for which the company had acquired the rights along with constructing & running the club house. However the state government questioned the ownership of the Land and hence, the matter was under litigation. The legal matter in respect of Vadodara Property has now been decided in favour of the Land owners. Subsequently, the owner of the land has re-acquired the rights along with construction rights from your Company along with the value of construction work in progress vide agreement dated 19.2.2011 and the same is recognized during the year ended on 31/03/2011.
- 3 The land at Vadsala for which advance has been paid, intended for development of an amusement park is still under litigation. We are informed that the Company is confident of getting a favourable decision and simultaneous efforts are on for settlement with the land owners and hence, no contingent liabilities arise.
- 4 In the opinion of the Board of directors current assets, loans and advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

5 Additional information pursuant to provisions of paragraph 3 & 4 in Part II of Schedule VI of the Companies Act, 1956 are not furnished since the company has not carried out any construction operations during the year.

6 Balances of Sundry debtors, Sundry creditors, loans and advances are subject to confirmation.

7. **Related Party Disclosures:** (Related Party Disclosure under Accounting Standard 18)

(i). The list of related parties as identified by the Management are as under:

a. Key Management Personnel & relatives of Key Management Personnel

1. Indravadan B Patel
2. Hemlata B Patel
3. Ghanshyam B Patel

b. Enterprises over which any persons mentioned in [a] above have significant influence

1. I B Patel Builders Pvt Ltd
2. Yesha Builders

c. Transactions with related parties during the year & balances at the year end.

1. **Yesha Builders**

Advance given- outstanding as at 31.3.2011 Rs.20,44,450
(Previous yr. 20,44,450)

2. **I B Patel Builders Pvt. Ltd**

Advance given- outstanding as at 31.3.2011 Rs.8,10,000
(Previous yr. 8,10,000)

Sale of property rights & Work-in -progress Rs.2,27,86,450
Bal. Outstanding as on 31/03/2011 Rs.2,27,86,450

8. Previous Years figures are regrouped or rearranged wherever necessary to make them comparable with the current years figures.

Signature to Schedules A to E

As per the Report of even date attached.

FOR, PARIKH MEHTA & ASSOCIATES
CHARTERED ACCOUNTANTS


HEENA M DESAI
PARTNER

Place: Vadodara
Date: 26/05/2011

FOR ROSSETTE RESORTS LIMITED


MG.DIRECTOR


DIRECTOR

Place: Vadodara
Date: 26/05/2011

ROSETTE RESORTS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2011

Particulars	Current Year		Previous Year	
	Rupees	Rupees	Rupees	Rupees
A CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit after Tax and Extraordinary Items		71,282		(19,560)
Add: Loss on sale of fixed assets		18,395		
Operating Profit before working capital changes		89,677		(19,560)
Adjustments for:				
Decrease / (Increase) in Loans and Advances		-		-
(increase) / Decrease in Inventories		(190,077)		
Increase in Liabilities		42,100		
Increase in Provisions		-		-
		<u>(147,977)</u>		<u>-</u>
Net cash from Operating Activities (A)		<u>(58,300)</u>		<u>(19,560)</u>
B CASH FLOW FROM INVESTING ACTIVITIES				
Sale of fixed assets		200,000		-
Net Cash used in Investing Activities (B)		<u>200,000</u>		<u>-</u>
C CASH FLOW FROM FINANCIAL ACTIVITIES				
Net cash from Financing Activities (C)		<u>-</u>		<u>-</u>
Net increase in cash and cash equivalents (A+B+C)		<u>141,700</u>		<u>(19,560)</u>
Cash and cash equivalents at the beginning of the year		1,587,699		1,607,499
Cash and cash equivalents at the end of the year		<u>1,729,399</u>		<u>1,587,699</u>
Components of Cash and Cash Equivalents				
Cash on Hand				
Balance with Scheduled banks		1,729,399		1,546,453
In Current Accounts		-		41,248
Cash and bank balance as per Balance Sheet		<u>1,729,399</u>		<u>1,587,699</u>
Cash and cash equivalents considered for cash flows		<u>1,729,399</u>		<u>1,587,699</u>
As per our Report of even date For PARIKH MEHTA & ASSOCIATES Chartered Accountants			For and on behalf of Board of ROSETTE RESORTS LTD	
 Heena M Desai Partner Membership No: 42060			 MG. Director	 Director
Date : 26/05/2011 Place: Vadodara			Date : 26/05/2011 Place: Vadodara	

ROBETTE RESORTS LIMITED
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I REGISTRATION DETAILS

Registration No. State Code:
 Balance Sheet Date:

II CAPITAL RAISED DURING THE YEAR (AMOUNT Rs. IN THOUSANDS)

Public Issue: Rights Issue:
 Bonus Issue: Preferential Allotment:

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

Total Liabilities: Total Assets:

SOURCES OF FUNDS

Paid up Capital: Reserves and Surplus:
 Share Application Money: Secured Loans:
 Unsecured Loans: Deferred Tax Liability:

APPLICATION OF FUNDS

Net Fixed Assets: Investment:
 Net Current Assets: Miscellaneous Expenditure:
 Accumulated Losses:

IV PERFORMANCE OF COMPANY (AMOUNT RS. IN THOUSAND)

Turnover: Total Expenditure:
 (Includes Other Income)
 + (Profit/Loss before Tax before exceptional items + Profit/Loss) After Tax: -
 -
 Earning Per Share before exceptional items (weighted) (Rs.) dividend Rate (%)

V GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/ SERVICES OF THE COMPANY (as per statutory terms)

Item Code No.
 Product Description: Execution of Projects Related to Clubs & Amusement Parks

ROSETTE RESORTS LTD

Registered Office: 'Rosette', Near Maharshi Arvind Garden, Fatehgunj, Baroda - 390002.

PROXY FORM

Folio No. /Client ID No. _____ DP-ID No. _____

I/We _____
Of _____ being member(s) of
the above named Company hereby appoint _____
Of _____ of failing him _____
Of _____

As my/our proxy to attend and vote for me/us behalf at the Annual General meeting of the Company, to be held on 29th September 2011 at 11.15 A.M and any adjournment (s) thereof. Signed this _____ day of _____ 2011.

Signature _____



N.B.: This proxy must be deposited at the company's registered office not later than 48 hours before the time for holding the meeting.

ROSETTE RESORTS LTD

Registered Office: 'Rosette', Near Maharshi Arvind Garden, Fatehgunj, Baroda - 390002

ATTENDANCE SLIP

I hereby record my presence at the Extra Ordinary General Meeting of the above named company being held on 29th September 2011 at 11.15 A.M at Regd. Office at 'Rosette', Near Maharshi Arvind Garden, Fatehgunj, Baroda - 390002.

Folio No. or DP-id No./Client-id _____
No. of Shares held _____
Name of the Member _____
(in block capitals)

Signature _____
Member/ Proxy/ Authorised Representative

Notes:

1. A Member/ Proxy/ Authorised Representative wishing to attend the meeting must complete the attendance slip and hand it over at the entrance of the meeting hall.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given at the Registered office at least 48 hours before the Meeting.