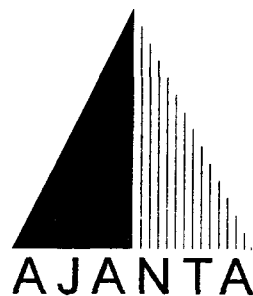


8TH
ANNUAL REPORT
1998-99



AJANTA SOYA LIMITED



AJANTA SOYA LIMITED

BOARD OF DIRECTORS

Sh. Sushil Goyal Chairman & Managing Director
 Sh. Babu Lal Jain
 Sh. S.C. Singhal
 Sh. Prahlad Goyal
 Sh. Ram Goyal

COMPANY SECRETARY

Ms. Taranjeet Kaur

STATUTORY AUDITORS

M/s. Tas Associates
 Chartered Accountants
 Flat No. 4, 11/71, Punjabi Bagh West
 New Delhi - 110 026

SECRETARIAL ADVISERS

M/s. Rajeev Goel & Associates
 Company Secretaries
 S-547, School Block, Shakarpur
 Delhi - 110 092

BANKERS

Punjab National Bank
 ECE House, Kasturba Gandhi Marg
 New Delhi - 110 001

REGISTERED OFFICE

210, Padma Tower-II
 22, Rajendra Place
 New Delhi - 110 008

WORKS

SP-916, RIICO Industrial Area
 Phase-III, Bhiwadi
 Distt.-Alwar, Rajasthan

SHARES LISTED WITH STOCK EXCHANGES AT

The Delhi Stock Exchange Association Ltd.
 West Plaza, I.G. Stadium
 Indra Prastha Estate, New Delhi - 110 002

The Stock Exchange Mumbai
 Phiroze Jeejeebhoy Towers
 Dalal Street, Mumbai - 400 001

The Calcutta Stock Exchange Ltd.
 7, Lyons Range, Calcutta - 700 001

Ahmedabad Stock Exchange Ltd.
 Kamdhenu Complex, Opp. Sahajanand College
 Panjara Pole, Ahmedabad - 380 015

Jaipur Stock Exchange Ltd.
 Stock Exchange Building, Jawahar Lal Nehru Marg
 Malviya Nagar, Jaipur - 302 017

Ludhiana Stock Exchange Association Ltd.
 Firoze Gandhi Market, Ludhiana - 141 008

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AJANTA SOYA LIMITED

NOTICE

Notice is hereby given that the Eighth Annual General Meeting of the Members of Ajanta Soya Limited will be held on Monday, the 27th day of September, 1999 at 11.00 A.M. at Multi Purpose Community Centre, Khera Khurd, Alipur Block, Delhi 110 082 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Annual Accounts of the Company for the year ended March 31 1999 together with the reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr Prahlad Goyal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr Babu Lal Jain, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting until the conclusion of next annual general meeting and to authorise the Board to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit to pass, with or without modification, the following resolution as a special resolution:

"RESOLVED THAT pursuant to Section 17 of the Companies Act, 1956, and other applicable provisions, if any, and subject to the confirmation of the Company Law Board and other statutory authorities, if any, consent of the members be and is hereby accorded for change in the situation of the registered office of the Company from the National capital Territory of Delhi to the state of Rajasthan and that the existing clause II of the Memorandum of Association of the Company be and is hereby deleted and the following new clause II be inserted in its place:

- II. The registered office of the Company will be situated in the state of Rajasthan.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make application/petition with the Company Law Board and any other relevant authorities and to appear before the Company Law Board and to agree to any amendments or modifications that may be directed by the CLB and to take such other steps that may become necessary to give effect to this resolution including to authorise any person to exercise all or any of the aforesaid powers."

6. To consider and if thought fit to pass, with or without modification, the following resolution as a special resolution :

"RESOLVED THAT subject to the provisions of the Listing Agreement with the Stock Exchanges and other applicable provisions of the Companies Act, 1956 equity shares of the Company be delisted from one or more of stock exchanges at Ludhiana, Ahmedabad, Jaipur and Calcutta.

For AJANTA SOYA LIMITED

Sd/-

SUSHIL GOYAL

Managing Director

Place : Delhi

Date : 30/07/99



AJANTA SOYA LIMITED

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Register of Members and share transfer books of the Company will remain closed from Thursday, 16th September to Thursday, 30th September, 1999 (both days inclusive).
3. Pursuant to the recent amendments in the Companies Act, 1956, shareholders can avail nomination facility in respect of their shareholding in Form-2B of the Companies (Central Government) General Rules & Forms, 1956. The shareholders may obtain this form from the Company on request.
4. Members are requested :
 - (a) To notify the change of address, if any, to the Company immediately.
 - (b) To bring their own copy of the Annual Report at the Annual General Meeting for ready reference.
 - (c) To produce at the entrance the enclosed attendance slip duly completed and signed for admission to the meeting place.
5. For any specific query on the accounts of the Company, please write to the Company at its Registered Office at least 7 days before the date of the Annual General Meeting.
6. Explanatory statement as required under section 173 (2) of the Companies Act, 1956, in respect of Special Business under item number 5 & 6 is annexed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NUMBER : 5

5. SHIFTING OF REGISTERED OFFICE

As the members are aware the Registered Office of the Company is situated in the National Capital Territory of Delhi and its Factory Premises at Bhiwadi in the state of Rajasthan. The market has become highly competitive and the economy very sluggish. It has taken its toll on the earnings of the Company and its profit has become very marginal. In order to sustain and improve its present level of profit it has to curtail its overheads and achieve the economies of scale in operations. Therefore the Board of Directors proposes to shift the Registered Office to the factory premises which have sufficient space to accommodate it. It is judicious and rational to shift the registered office to factory premises which shall enable the Company for smoother conduct of its business, financially as well as operationally. The Company would be immensely helped in its objective of optimum utilisation of resources by doing so.

For the proposed shifting of Registered Office consent of members by way of special resolution is required. After obtaining consent of members your directors shall proceed to file a petition with the Company Law Board to seek its sanction for the same.

None of the Directors are interested in the Resolution.

6. DELISTING OF SHARES

The Shares of the Company are very thinly traded in almost all the Stock Exchanges on which the Company's shares are listed and transactions of Company's equity shares are almost negligible. The Company would be better off to dispense with the recurring expenses in the form of Annual listing fees payable to these Stock Exchanges by delisting its shares. However, the shares of the Company will continue to be listed on the Regional Stock Exchange Members' approval is sought for the same.

None of the Directors are interested in the Resolution.

For AJANTA SOYA LIMITED

Sd/-

SUSHIL GOYAL
Managing Director

Place : Delhi
Date : 30/07/99

**AJANTA SOYA LIMITED****DIRECTORS REPORT****DEAR MEMBERS**

Your Directors Present the Eighth Annual Report of your Company together with the Audited Accounts for the year ended March 31, 1999. The highlights of the financial results are as follows :-

FINANCIAL RESULTS**(Rs. in Lacs)**

PARTICULARS	Year ended 31/03/99	Year ended 31/03/98
Total Income	8038.69	6275.79
Total Expenditure	7880.44	6184.12
Gross Profit before Interest, Depreciation and Tax	158.25	91.66
Interest	59.58	41.24
Depreciation	55.02	49.16
Profit (Loss) before Tax	43.65	1.26
Provision for Taxation	12.54	0.13
Net Profit (Loss)	31.11	(7.03)
Paid up Equity Capital	997.00	997.00

YEAR IN RETROSPECT

During the year under review, the overall performance of the Company was much satisfactory and it was able to earn a net profit of about 31 lakhs. Your directors are putting their best efforts to further improve the Company's performance.

DIVIDEND

The Company was able to earn net profit as compared to loss in the previous year. The loss suffered in the previous year consumed a substantial part of Company's accumulated reserves and surplus it is advisable to augment the same by retaining current years profits. Therefore your directors have decided in the overall interest of the Company not to recommended any dividend.

YEAR 2000 ISSUE

The Computers hardware and software employed by the Company are fully Y2K compliant. The Directors do not foresee any problem on this account.

DEPOSITS

During the year under report, your Company did not accept any deposits from the public in terms of Section 58A of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES U/S 217 (2A) OF THE COMPANIES ACT

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended.