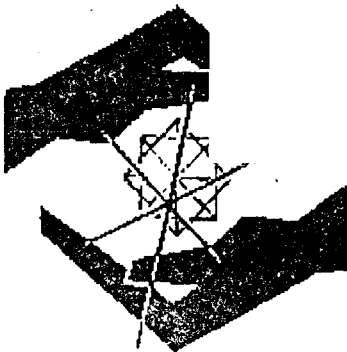




ANNUAL REPORT

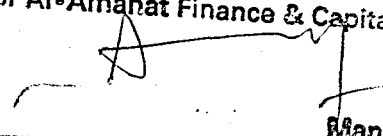
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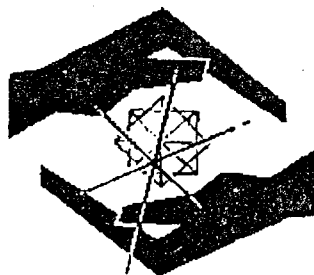
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AL-AMANAT FINANCE & CAPITAL SERVICES LTD.

Regd. Office : 90, Kagzipura, INDORE
Administrative Office : 22, Press Complex,
A.B. Road, INDORE (M.P.)
Ph. : 556237, 271117
Fax : (0731) 556927
email : aflgroup@bom4.vsnl.net.in

For Al-Amanat Finance & Capital Services Ltd

Managing Director



AL-AMANAT FINANCE & CAPITAL SERVICES LTD.

Regd. Office : 90, Kagzipura INDORE Ph. : 475007, 760357, 556237, 271117 Fax : 0731-527786

<http://www.digdarshanindia.com>

Email : AFLGROUP@BOM4.VSNL.NET.IN

BOARD OF DIRECTORS

Mr. ANJUM JEAFFREY
CHAIRMAN MANAGING DIRECTOR

Mrs. NAJMA JEAFFREY
DIRECTOR

Mr. MOHD. SALIM KHAN
DIRECTOR

CHARTERED ACCOUNTANTS

M/s. C. TILAK & CO.
AUDITORS

BANKERS

CANARA BANK
STATE BANK OF PATIALA
THE BANK OF RAJASTHAN LTD.
SYNDICATE BANK
STATE BANK OF INDIA

CORPORATE CONSULTANTS

M/s. RAJ KAUSHAL & CO. INDORE

REGISTERED OFFICE

90, KAGZIPURA INDORE (M.P.)

REGISTRAR AND SHARES TRANSFER AGENT

SUNGROW DATASOFT PVT. LTD.
3822B/7 Kanhaiya Nagar
Tri Nagar DELHI-110035

NOTICE CALLING ANNUAL GENERAL MEETING

Notice is hereby given that the Sixth Annual General Meeting of the members of the company will be held on Wednesday the 29th day of September, 1999, at the Registered Office of company at 90 Kagzi Pura Indore M. P. at 4.00 p.m. to consider the following businesses:-

ORDINARY BUSINESSES

1. *To receive, consider, and adopt the audited Balance Sheet as at 31st. March, 1999 and the Profit and Loss Accounts for the year ended on that date together with the Directors' Reports and Auditors Report thereon.*
2. *To appoint a director in place of Mo. Salim Khan being the director of the company who retire by rotation on the ensuing Annual General Meeting and being eligible offer themselves for reappointment.*
3. *To re-appoint M/S C. Tilak & Co, Chartered Accountants being the Auditors of the company to hold office till the conclusion of the next Annual General Meeting and to fix their remuneration.*

SPECIAL BUSINESS

4. To consider and if thought fit to pass the following resolution as an Special Resolution :-

***"RESOLVED* that subject to the approval of the Central Government under section 21 of the Companies Act, 1956, the name of the company be changed from **"Al Amanat Finance & Capital Services Limited"** to **"Amanat Corporation Limited"**.**

***"RESOLVED"* further that the name **"Al Amanat Finance & Capital Services Limited"** whether it mentioned in the Memorandum of Association and Articles of Association of the company be and hereby substituted by **"Amanat Corporation Limited"**.**

***"RESOLVED FURTHER THAT* the Board of Directors of the Company be and is hereby authorised to take all the necessary, incidental, ancillary steps, and to do all such acts, things, deeds, action, authorisation etc. as may be lawfully necessary for the purpose of given effect of the said resolution."**

BY THE ORDER OF THE BOARD OF DIRECTORS
OF AL-AMANAT FINANCE AND
CAPITAL SERVICES LIMITED.

CHAIRMAN

DATED 13TH JULY 1999
PLACE INDORE M.P.

NOTE

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 the proxy need not be a member of the company.
2. Proxy forms duly executed and stamped shall be deposited at the registered office of the company at least 48 (Forty Eight) hours before the time fixed for the meeting.
3. All members are requested to bring their copy of the Annual Report to the meeting as it may not be possible to distribute additional copies of the same at the meeting.
4. The explanatory statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956, in respect of the special business under item 4 as set out above is enclosed herewith.
5. The register of Members and Shares Transfer Book of the company will remain closed from Wednesday the 15th day of September, 1999 to Wednesday the 30th day of September 1999, (both days inclusive).
6. For the convenience of members, an attendance slip is annexed with the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as "Proxy".
7. If the members have any question on the Accounts, Director Reports, or any other matter relating to the business and affairs of the company, the same may be forwarded to the company in writing at its registered office at least 10 days before the meeting, so that the same can be replied to the members satisfaction at the time of Annual General Meeting.
8. shareholders are requested to intimate changes, if any in their residential address, to the Registrar and Share Transfer Agent of the Company or at the Registered office of the company.
8. The allottees who have not paid the allotment money for the shares allotted to them are requested to pay allotment money alongwith interest calculated at the rate of 18% par annum from the date of allotment up to the date of actual payment by Cheques/ demand draft/ or cash deposit at the registered office of the company at the earliest.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT OF ITEM NO. 4.

You may be aware that the process of diversification started last year, you company has changed its main

objects by passing of enabling resolution in the Fifth Annual General meeting held on the 29th day of September, 1998, so as to carry on various agriculture based activities. The company also has obtained the certificate under section 17 of the Act from the registrar of companies M. P. Gwalior on the 3rd March, 1999. The company has since started agriculture activities on the surplus land, having possessed by the company earlier for leasing purpose. The company since decided not to lease out these land further and to utilise it for agriculture operations as permitted by the Memorandum of Association.

The existing name of the company, i.e. Al-Amanat Finance and Capital Services Limited" signify only financial activities and therefore restrictive in nature. Hence Your board of Directors are in the view that the name of the company should be changed. By an application of name availability filed, the Registrar of Company M. P. has made available the name "Amanat Corporation Limited" to the company vide ROC name availability Letter No. N-10044/STAT/52/251 DATED 01.06.99. This name should be adequately justify with the diversified activities of the company.

This name is, however subject to the approval of the members by way of a special resolution at a General Meeting and the approval of the Central Government. The powers of the Central Government has now been delegated to the Registrar of Companies of the State in which the registered office of the company is situated.

The Company on the background mentioned hereinabove wants to change the name of the company. Your directors want to proposed the special resolution as mentioned in the Item No. 4 of the Notice for the best interest of the company.

None of the director of the company is in any way interested in the proposed resolution except as a shareholders of the company.

**BY THE ORDER OF THE BOARD OF DIRECTORS
OF AL-AMANAT FINANCE AND
CAPITAL SERVICES LIMITED.**

CHAIRMAN

**DATED 13TH JULY 1999
PLACE INDORE M.P.**