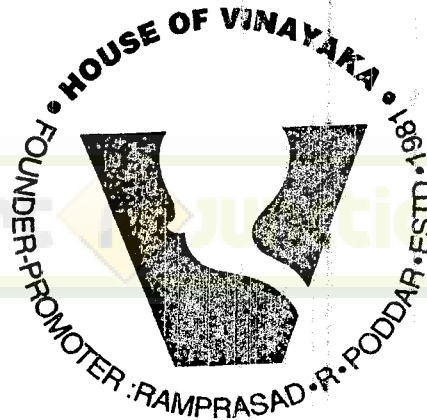


MD			BKC	
CS	NA		DPY	NA
RO			STV	NA
TRA	NA		AC	
AGM			SHI	
YE				

13TH ANNUAL REPORT 1997-98



BOARD OF DIRECTORS :

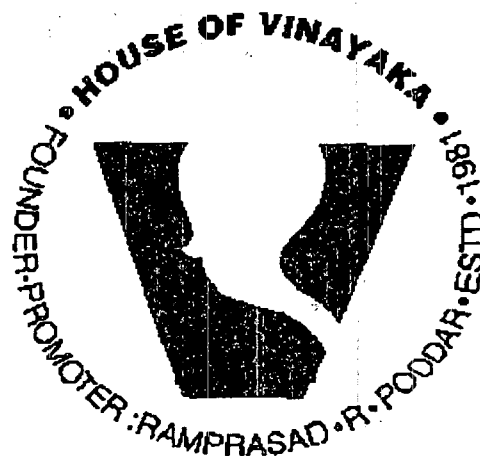
Ramprasad Poddar
Chairman

Smt. Shilpa Poddar
Executive Director

Dinesh Poddar
Executive Director

Rajesh Poddar

Vishwanath Harlalka



Registered Office :

303, Jogani Industrial Estate,
J.R. Boricha Marg,
Lower Parel,
Mumbai - 400 011.

Bankers :

Canara Bank
ANZ Grindlays Bank

Auditors :

K. M. Garg & Co.
Chartered Accountants

13TH ANNUAL GENERAL MEETING

Date : 12th December, 1998.

Time : 12.30 p.m.

Venue : 19, Jogani Indl. Estate,
Ground Floor,
J R Boricha Marg,
Lower Parel,
Mumbai 400 011.





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NOTICE TO THE MEMBERS

NOTICE is hereby given that the 13th Annual General Meeting of the members of ASHIRWAD CAPITAL LTD. will be held on Saturday, the 12th December, 1998 at 19, Jogani Industrial Estate, Ground Floor, J R Boricha Marg, Lower Parel, Mumbai- 400 011 to transact the following business:-

1. To receive, consider and adopt the Balance Sheet as at 30th June, 1998 and the Profit & Loss account for the 15 months period ended on that date together with the Directors' & Auditors' reports thereon.
2. To appoint a Director in place of Shri. Dinesh Poddar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Shri. Rajesh Poddar, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration.

Special Business :

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution :

"RESOLVED THAT pursuant to Sections 269, 309, 311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII of the Act, the Company hereby approves the appointment of and the terms of remuneration payable to Shri. Dinesh Poddar as the Executive Director of the Company for a period of five years with effect from 1st October 1998 and such other terms set out in the Agreement executed by and between the Company and Shri. Dinesh Poddar which Agreement be and is hereby approved with liberty to the Board of Directors to alter, vary, amend, add and delete any/all the terms of his appointment as may be agreed between the Company and Shri. Dinesh Poddar".

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

"RESOLVED THAT pursuant to the provisions of section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby altered in the manner stated below :

- A) The following new article no. 12(a) be inserted after the existing article no. 12

12 (a). ISSUE OF SHARES WITHOUT VOTING RIGHTS.

Subject to the provisions of the Companies Act, 1956 or any other laws in force at the relevant time, the Company may issue shares either Equity or any other kind without having any voting rights and upon such other terms and conditions as the resolution authorising such issue may prescribe.

- B) The following new article no. 3(d) be inserted after the existing article no. 3(c)(ii)(b)

3. (d). PURCHASE OF COMPANY'S OWN SHARES.

Subject to the provisions of the Companies Act, 1956 or any other laws in force at the relevant time, the Board of Directors shall have power to purchase any of its own fully paid shares whether or not they are redeemable and may make payment out of its capital or out of its accumulated free reserves in respect of such purchases."

Reg. Office : 303, Jogani Indl. Est
J.R. Boricha Marg, Lower Parel,
Mumbai-400 011

DATE : 02-11-98

By Order of the Board
for ASHIRWAD CAPITAL LTD

RAMPRASAD PODDAR
Chairman

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.
2. The instrument appointing a proxy should be deposited 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 Transfer Books of the Company will remain closed from 24/11/1998 to 14/12/1998 (both days inclusive.)



EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956

ITEM NO.5

Mr.Dinesh Poddar, the Director of the Company, was appointed as Executive Director of the Company by the Board of Directors on 23rd September, 1998 for a period of Five years with effect from 1st October, 1998. Necessary agreement was also executed by and between the Company and Executive Director stating the terms and conditions including the terms of his remuneration. The said agreement is available to the members for inspection at the gate. The terms of remuneration inter alia, are as follows :

1. REMUNERATION

Salary	:	Rs. 15000/- per month
Leave / Leave Encashment	:	As per the Rules applicable to other staff of the Company.

2. MINIMUM REMUNERATION

In the event of loss or inadequacy of profit in any financial year, the Executive Director shall be paid remuneration by way of salary and benefits as specified above.

3. The Executive Director so long as he functions as such shall not be paid any sitting fees for attending meetings of the Board or of the Committee(s) thereof from the date of his appointment.
4. The Company shall reimburse to the Executive Director actual expenditure incurred by him on entertainment, travelling and all other expenses incurred for the business of the Company.
5. The Executive Director shall not so long as he functions as such become interested or otherwise concerned directly or through his spouse and/or minor children in any selling Agency of the Company without the prior approval of the Central Government.
6. The Agreement may be terminated at any time by either party by giving three months' notice of such termination and neither party will have any claim against the other for damages and/or compensation by reason of such termination.

Shri.Ramprasad Poddar, Shri.Rajesh Poddar, Smt.Shilpa Poddar and Shri.Dinesh Poddar himself are concerned and interested in this Resolution. This Resolution read with the explanatory statement, be considered as the statement required under the provisions of section 302, of the Companies Act 1956.

ITEM NO.6

As setout in the notice of this meeting, it is proposed to amend the Articles, to enable the Company to issue shares without voting rights and to purchase/finance the purchase of its own shares as and when necessary amendments are enacted at a later date. For the purpose of purchase/finance the purchase(buy back), the President of India has already issued an Ordinance authorising the Companies to buy back their own shares subject to certain rules and regulations which are being formulated. The amendments in the Articles are therefore of an enabling nature and none of the directors are concerned or interested in passing this Special Resolution.

Reg.Office : 303, Jogani Indl.Est
J.R.Boricha Marg, Lower Parel,
Mumbai-400 011
Date : 02-11-1998

By Order of the Board
For ASHIRWAD CAPITAL LTD.

Ramprasad Poddar
Chairman



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DIRECTORS' REPORT

To,
The Members,

The Directors have pleasure in presenting the 13th Annual Report and the Audited Statements of Accounts for the 15 months period ended 30th June, 1998.

FINANCIAL RESULTS :

	<u>Rs. in Lacs</u>	
	1997-98	1996-97
	<u>(15 months)</u>	<u>(12 months)</u>
1. Total Income	215.38	433.58
2. Total Expenditure	195.24	408.60
3. Interest	11.91	4.79
4. Gross Profit after Interest but before Depreciation	8.23	20.19
5. Depreciation	5.48	1.89
6. Provision for taxation	0.00	8.75
7. Net Profit/(Loss)	2.75	9.55
8. Balance brought forward from the previous year's Balance sheet	2.02	5.83
9. Profit available for appropriation	4.77	15.38

OPERATIONS AND FUTURE PROSPECTS :

The period under review has seen a very depressed macro environment in the industry as well as in the Capital Markets. We are witnessing a global slowdown and that has had a negative impact even in India. Compared to some South East Asian countries, India is better off but even then some impact is certainly there and a general cautious approach is taken by Industry, Banks and Financial Institutions. All these leads to a general environment of low confidence in the public which directly impacts the Capital markets. Hence even though we are at the end of the Bear phase we cannot see the beginning of a Bull market. Such a phase will continue till Government does not take courageous measures to infuse confidence back in the public at large. At Ashirwad we are confident that we can expect a Bull market very soon.

The Company now has an established infrastructure and can now take advantage of a good market once there is a surge in equities. We are quite sure that the worst is over and scenario can only get better from where we are.

ASHIRWAD
CAPITAL LIMITED



FIXED DEPOSIT :

The Company has not accepted/renewed any Fixed Deposits from the Public.

DIRECTORS :

At the ensuing Annual General Meeting Shri. Dinesh Poddar and Shri. Rajesh Poddar shall retire by rotation and being eligible, they have offered themselves for re-appointments.

Shri. Dinesh Poddar has been appointed as Executive Director (Whole time Director) on 23rd September, 1998 for a period of Five years w.e.f 1st October, 1998. The terms of remuneration and such other terms of appointment are stipulated in the Agreement executed by and between the Company and the Executive Director, which agreement is available for inspection by the members. In terms of the provisions of the Companies Act, 1956 read with Schedule XIII thereto, your approval is being sought for his appointment and the remuneration agreed to be payable to him.

Shri Dinesh Poddar alongwith Shri Ramprasad Poddar, Shri Rajesh Poddar and Smt. Shilpa Poddar is concerned and interested in the resolution as set out in the Notice of the forthcoming Annual General Meeting.

EMPLOYEES :

The provisions of section 217 (2A) of the Companies Act., 1956 read with Companies (Particulars of Employees) Rules, 1975 are not applicable as the Company has no employees receiving remuneration in aggregate of not less than Rs.3,00,000/- per annum or Rs.25,000/- per month if employed for part of the year.

AUDITORS :

The auditors M/s.K.M.Garg & Co., Chartered Accountants will retire at the conclusion of the ensuing Annual General Meeting. They have given their consent to continue as Auditors of the Company if reappointed. Members are requested to re-appoint them and to fix their remuneration.

ADDITIONAL INFORMATION :

Additional Information required to be given under the Companies (Disclosure of Particulars in the Report of the Directors) Rules, 1988 have not been given as they are not applicable to the Company.

LISTING OF COMPANY'S EQUITY SHARES :

The Company's Equity Shares are being traded only on the Stock Exchange, Mumbai. The Company has paid Annual Listing Fees to the above Stock Exchange.

By Order of the Board
For ASHIRWAD CAPITAL LTD.

RAMPRASAD PODDAR
Chairman

Mumbai
Date : 02-11-1998