

**NOTICE**

Notice is hereby given that the EIGHTH ANNUAL GENERAL MEETING of the members of the company will be held on Saturday, the 28th September, 2002, at 10:00 a.m. at the Registered Office of the Company at 606, Jesico Colony, Jagadhari (Haryana) to transact the following business :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2002 and Profit & Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Shri A.K. Goel who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and, if thought fit, to pass the following resolution with or without modification(s), as an ORDINARY RESOLUTION :

"RESOLVED THAT M/s. Atul Kumar Gupta & Co., Chartered Accountants, the retiring auditors of the Company be and are hereby requested to hold such office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Managing Director of the Company."

By order of the Board  
For Aasheesh Securities Limited  
Sadhna Goel  
(Sadhna Goel)  
Managing Director

Place : Jagadhari  
Dated : 27th April, 2002

NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND TO VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
2. Members may please bring their copies of the Annual Report to the Meeting.
3. For the convenience of the members/shareholders of the company residing in Delhi, transport facility will be made available at 5.00 A.M. on Saturday, the 28th September, 2002 from G-55, Laxmi Nagar, Delhi.

By order of the Board  
For Aasheesh Securities Limited  
Sadhna Goel  
(Sadhna Goel)  
Managing Director

Place : Jagadhari  
Dated : 27th April, 2002.

**DIRECTORS' REPORT****TO THE MEMBERS,**

Your Directors have pleasure in presenting the Eighth Annual Report alongwith Audited Accounts for the year ended on 31st March, 2002.

**FINANCIAL RESULTS**

The Financial Results for the year ended on March 31, 2002 are as under :

	Year Ended
	31.03.2002
	(Rs.)
Total Income	35,021.50
Less : Total Expenses	7,99,607.61
Loss before Tax	7,64,586.11
Loss after Tax	7,64,586.11

**PERFORMANCE**

As was decided earlier, the company was to take up some new business activity. However, on account of very precarious financial position, no new business activity could be started during the year as was hoped earlier. The costs have been reduced to the extent possible so as to check the losses being incurred by the company. The company being a listed company, the statutory compliances require maintenance of basic records for which minimal staff is being maintained.

As reported earlier, some sub-brokers/clients of the company had defaulted in making payment of their dues to the company. In all such cases where legal proceedings were considered useful for recovery, cases had been filed against such parties, which are at various stages of proceedings in the Courts. There has not been any progress in the matter of recovery of inter-corporate deposits made by the company. The company is saddled with large amount of debtors, which are otherwise good for recovery. All out efforts are being made to realise the money.

As reported last year, a search was carried out by the Income Tax Department on 15.12.1999 in the Corporate Office of the Company at Delhi. The block assessment proceedings have been completed by the Dy. Commissioner of Income-tax wherein adhoc additions have been made on the basis of loose, rough sheets seized at the time of search and on the basis of such additions a demand of Rs. 1,63,06,964/-. The company has already filed appeal against the said Order.

**DIVIDEND**

Your company has incurred a net loss of Rs.7.65 lacs during the year. Considering the above facts, the Directors feel their inability in declaring any dividend for the period under review.

**FUTURE PROSPECTS**

As reported last year, your company had disposed off the membership rights of the Delhi Stock Exchange Association Limited as well as the office space to retire some of the liabilities of the company. The company has also closed its Delhi office so as to reduce expenditure. Unfortunately, on account of continuing recession in the Industry all around no new business activity could be taken-up.

**DELISTING OF COMPANY'S SHARES**

As reported earlier, requests had been made for delisting of the shares of the company to Ludhiana and Jaipur Stock Exchanges. It may be noted that ever since the shares of the company had been got listed at both these Stock Exchanges, there has hardly been any transaction in its shares at these Stock Exchanges. Even after this de-listing, company's shares continue to be listed at Delhi (Regional Stock Exchange) and Mumbai Stock Exchange, whose addresses are given hereunder. The company has always been regular in complying with the provisions of the listing agreement. The listing fee couldnot be paid to both Delhi and Mumbai Stock Exchange in time.

The Stock Exchange, Mumbai  
Pheroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI - 400 023.

The Delhi Stock Exchange Assn. Ltd.,  
3/4 A, Asaf Ali Road,  
NEW DELHI - 110 002.

**DIRECTOR**

Shri V.S. Gupta retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

**AUDITORS**

The Company's Auditors M/s. Atul Kumar Gupta & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of provisions of Section 217(2AA) of the Companies Act, 1956, your Directors confirm as under:-

1. That in the preparation of Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
2. That the accounting policies selected and applied are consistent and the judgements and estimates made 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 or loss of the Company for that period;
3. That 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;
4. That the annual accounts have been prepared on a going concern basis.

**CORPORATE GOVERNANCE**

Section 292(A) introduced vide the Companies (Amendment) Act, 2000 requires constitution of the audit committee of the Board of Directors.

Similarly, the Kumarmangalam Birla Committee on Corporate Governance has also recommended the formation of certain committees of the Board.

However, in view of the continuing closure of the operations of the Company, it has been decided to constitute/form the concerned Committees immediately on re-commencement of business operations of the Company.

#### DEMATERIALISATION OF SHARES

As notified by SEBI, your Company's shares are being compulsory traded in dematerialized form with effect from 26th December, 2000. As on date, approx. 16% of your Company's shares have been dematerialized.

#### PARTICULARS OF EMPLOYEES

No employee is covered under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

#### OTHER PARTICULARS

The Provisions relating to the conservation of energy and technology absorption as required to be disclosed under Section 217(1)(e) of the Companies Act, 1956 do not apply to the company. The company had no foreign exchange earning/outgo during the year under review.

#### FIXED DEPOSITS

The Company has not accepted any deposits from the Public during the year.

#### ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation and support extended by the Bankers, shareholders & members of the staff at all levels.

By order of the Board  
For Aasheesh Securities Limited

*Sadhna Goel*  
(Sadhna Goel)

Managing Director

Place : Jagadhari  
Dated : 27th April, 2002.

**AUDITORS' REPORT**

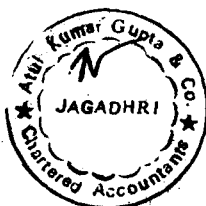
TO

The Members of  
AASHEESH SECURITIES LIMITED.

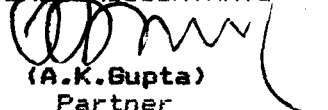
We have audited the attached Balance Sheet of AASHEESH SECURITIES LIMITED as at 31st March, 2002 and the Profit & Loss Account for the year ended on that date annexed thereto and report that :

1. As required by the Manufacturing and other Companies (Auditors' Report) Order 1988, issued by the Company Law Board in terms of Section 227(4A) of the Companies Act, 1956, we give in the annexure, a statement on the matters specified in Paragraph 4 & 5 of the said Order, to the extent applicable to the Company.
2. Further to our comments in the annexure referred to in paragraph 1 above, we state that :
  - (a) 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.
  - (b) 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 the books.
  - (c) The Balance Sheet and Profit & Loss Account and the annexed reports are in agreement with the books of accounts.
  - (d) In our opinion, the Balance Sheet and Profit & Loss Account comply with the accounting principles referred to in Sub-section (1c) of Section 211 of the Companies Act, 1956.
  - (e) On the basis of the representations received from other public companies in which Directors are Director/Written representations received from the Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2001 from being appointed as a Director in terms of Clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - (f) In our opinion and to the best of our information and according to the explanations given to us, said Balance Sheet and the Profit and Loss Account, read together with the Notes thereon in Schedule 17 accounts give the information required by the Companies Act, 1956 as amended from time to time in the manner so required and give a true and fair view :
    - (i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2002 and
    - (ii) in the case of Profit & Loss Account, of the Loss for the year ended on that date.

Place : JAGADHRI  
Dated : 27th April, 2002



For ATUL KUMAR GUPTA & CO.  
CHARTERED ACCOUNTANTS

  
(A.K. Gupta)  
Partner