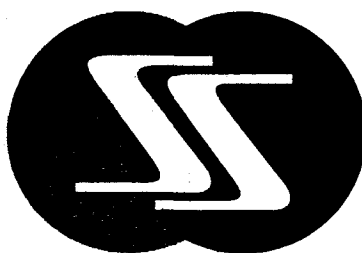


*11th
Annual Report
2004-2005*

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sahil financial services limited

REGD. OFFICE : S-8 & S-2, DDA Shopping Complex, Opp. Pocket-1, Mayur Vihar Phase-I, Delhi-110 091

CORP. OFFICE : G-10 & 11, Sector-18, NOIDA-201301 (U.P.)

sahil financial services ltd.

DIRECTORS

SHRI KRISHAN LAL MANCHANDA
SHRI KAMAL MANCHANDA
SMT. ARUNA MANCHANDA

BANKERS

HDFC BANK, HT HOUSE, K.G. MARG, NEW DELHI-110001
HDFC BANK, G-28-29, SECTOR-18, NOIDA
STATE BANK OF BIKANER & JAIPUR,
G-14 & 15, SECTOR-18, NOIDA.

AUDITORS

M/S. R. RASTOGI & CO.
207-208, VAKIL CHAMBERS,
A-115, VIKAS MARG, SHAKARPUR
DELHI-110 092

REGISTERED OFFICE

S-8 & S-2, DDA SHOPPING COMPLEX,
OPP. POCKET-1, MAYUR VIHAR PHASE-I,
DELHI - 110 091

CORPORATE OFFICE

G - 10 & 11, SECTOR-18, NOIDA-201301 (U.P.)

REGISTRAR & SHARE TRANSFER AGENT

INTIME SPECTRUM REGISTRY LTD.
A-31, 3RD FLOOR, NARAINA INDUSTRIAL AREA,
PHASE-I, NEAR PVR NARAINA , NEW DELHI - 110028

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NOTICE

NOTICE is hereby given that Eleventh Annual General Meeting of the Members of **M/S SAHIL FINANCIAL SERVICES LIMITED**, will be held on Saturday, 27th August, 2005 at 9.00 A.M. at the Registered Office of the Company: S-8 & S-2, DDA Shopping Complex, Opp. Pocket-1, Mayur Vihar Phase-I, Delhi-110 091, to transact the following businesses:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Balance Sheet as at 31st March 2005 and Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
- To appoint a Director in place of Shri K.L. Manchanda who retires by rotation and being eligible, offers himself for re-appointment.
- To re-appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

- 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 the Section 198, 269, 309 and 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 approval of members be and is hereby accorded of Shri Kamal Manchanda, who is already a Whole Time Director of the Company, for a period of five years with effect from 1st October 2003, on the following terms and conditions: -
a) Salary: Rs. 25,000/- per month for the period 1st June, 2004
FURTHER RESOLVED THAT, the terms and conditions of his appointment be and is hereby revised as under :-
Salary: Rs. 40,000/- per month w.e.f. 1st April 2005.
Perquisites: Sh. Kamal Manchanda, Whole-time Director shall also be entitled to the following perquisites which will be allowed in addition to the salary and this amount shall be restricted to the annual salary and for the purpose of calculating the above ceiling, perquisites shall be evaluated at actual cost as per Income Tax Rules.
Conveyance :
Car Repair & Running Expenses : Rs. 6500/- P.M.
Less: Use of Car for personal purpose : Rs. 1500/- P.M.
Rs. 5000/- P.M.
Leave travel assistance : One-month salary per year.
Medical reimbursement : One-month salary per year.
Car Driver Salary : Rs. 5000/- P.M.

Entertainment Expenses – Reimbursement of entertainment expenses actually incurred in the course of Company's business will not be considered as a perquisite. Besides above, he shall be provided Telephone with STD facility.

So long as he functions as Whole-Time Director, he shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committee thereof.

5. Delisting Of Shares

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

"RESOLVED THAT pursuant to the provisions of the Securities & Exchange Board of India (Delisting of Securities) Guidelines, 2003, Listing Agreement with Stock Exchanges and other applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals, permissions and sanctions of the Securities & Exchange Board of India or Stock Exchange(s) or such other authorities as may be necessary, the equity shares of the Company be got Delisted from the Delhi Stock Exchange Association Ltd and The Hyderabad Stock Exchange Ltd."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions as may be necessary to get the equity Shares of the Company Delisted from the aforesaid Stock Exchanges."

6. Change of name of the Company

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

"RESOLVED THAT subject to the approval of Central Government & pursuant to the provisions of Section 21 of the Companies Act, 1956 the name of the Company be changed from SAHIL FINANCIAL SERVICES LTD to JUST INVEST LTD or any other name approved by the Board of Directors and as allotted by ROC and that the name of the Company shall be changed from the date of issue of fresh Certificate of Incorporation by the Registrar of Companies, NCT of Delhi and Haryana in that behalf and accordingly the "SAHIL FINANCIAL SERVICES LTD." wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the new name.

"FURTHER RESOLVED THAT an application for the change of name to be moved to Registrar of Companies, NCT of Delhi & Haryana and Mr. Kamal Manchanda, Director of the Company be and is hereby authorised to sign all the papers and to complete all the formalities in this regard."

7. INCREASE IN THE AUTHORISED CAPITAL OF THE COMPANY

To consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution

"RESOLVED THAT pursuant to the provisions of Section 94(1)(a) of the Companies Act, 1956, and other applicable provisions, if any, the Authorised Share Capital of the Company be and is hereby increased from Rs. 4.00 Crores (Rupees Four Crore.) divided into 40,00,000 (Forty Lac) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 7.00 Crore (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each, ranking pari passu with the existing equity shares."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956 that the existing Clause V of the Memorandum of Association of the Company as to Share Capital be and is hereby deleted and in place the following Clause V be substituted:

"The Authorised Share Capital of the Company is Rs. 7.00 Crore (Rupees Seven Crore) divided into 70,00,000 (Seventy Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each."

8. ALTERATION IN THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956, and other applicable provisions, if any, the existing clause 4 of the Articles of Association of the Company be deleted and the following clause shall be inserted in place of the existing clause of the Articles of Association of the Company:

The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate an increase and with power from time to time, issue any shares of the original capital with and subject to any preferential qualified or special rights, privilege or condition as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division

9. RAISING OF FURTHER FUNDS THROUGH PREFERENTIAL/ RIGHT ISSUE OF SHARES

To Consider and if thought fit, to pass with or without modification, the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provisions of section 81 (1A) of the Companies Act, 1956, Chapter XIII of the Securities and Exchange Board of India (Disclosure of Investor Protection) Guidelines, 2000, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, Listing Agreement with Delhi Stock Exchange, The Stock Exchange Mumbai and The Hyderabad Stock Exchange Limited, the Memorandum & Articles of Association of the Company and other

sahil financial services ltd.

applicable provisions, if any, and subject to the approval(s) of Financial Institutions, Banks and other concerned authorities, if required, the Board of Directors of the Company be and is hereby authorised to issue, offer and allot upto 3995600 (Thirty Nine Lacs Ninty Five Thousand and Six hundred) of Equity Shares of Rs.10/- (Rupees Ten) each for Cash at par or at suitable premium, if any, as allowed by statutory regulation to various strategic investor's being corporate bodies, individuals and other persons by way of private placement on Preferential allotment basis and/or through right issue to the existing shareholders and on such other terms and conditions as may be decided by the Board in one or more tranches."

"RESOLVED FURTHER THAT as per the SEBI Guidelines, the Equity Shares issued on preferential basis to several strategic parties shall be subjected to lock-in-period of one year from the date of allotment of shares."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to finalize the terms and conditions of the issue of shares and to take all such steps that may be required to give effect to the aforesaid resolution."

"FURTHER RESOLVED THAT Smt. Aruna Manchanda, Director of the Company authorised to execute the agreement and file the necessary documents with the ROC and/or other authorities."

By order of the Board,
FOR SAHIL FINANCIAL SERVICES LTD

Place : Delhi
Date : 6th July, 2005

(Chairman)

NOTES:

- I) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48TH HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- II) THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM 20TH AUGUST, 2005 TO 27TH AUGUST, 2005 (BOTH DAYS INCLUSIVE).
- III) MEMBERS ARE REQUESTED TO NOTIFY THE CHANGE IN THEIR ADDRESS AND SUCH COMMUNICATIONS BE ADDRESSED TO THE CORPORATE OFFICE OF THE COMPANY OR OUR SHARE TRANSFER AGENT M/S INTIME SPECTRUM REGISTRY LTD.
- IV) AS A MEASURE OF ECONOMY, COPIES OF THE ANNUAL REPORT WILL NOT BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.

Place : Delhi
Date : 6th July, 2005

By order of the Board
FOR SAHIL FINANCIAL SERVICES LTD

(CHAIRMAN)

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

ITEM NO. 4

Shri Kamal Manchanda was appointed as Whole Time Director of the Company for a period of five years with effect from 1st October 2003. Shri Kamal Manchanda joined the company and has rich experience in the field and operations of the company. As per the requirements of Section 269 read with Schedule XIII of the Companies Act, 1956, the appointment and any changes in the remuneration payable to him has to be approved by the shareholders in the Annual General Meeting by passing a resolution. The Board of Directors recommends his appointment as Whole-Time Director with revised terms & conditions. All the Directors are interested in this resolution.

ITEM NO.5

The members are aware that at present, the equity shares of the Company are listed on the following Stock Exchanges:

- 1) The Delhi Stock Exchange Association Ltd
- 2) The Stock Exchange, Mumbai
- 3) The Hyderabad Stock Exchange Ltd.

In terms of SEBI (Delisting of Securities) Guidelines, 2003 the Companies are allowed to delist their securities from Stock Exchanges provided an exit opportunity has been given to the investors, except in cases where securities continue to be listed on Stock Exchange(s) having nationwide trading terminals which include BSE/NSE.

Since the trading in the Equity Shares of the Company on DSE and HSE had been insignificant or nil in the past, the Board of Directors have decided to delist the Equity shares of the Company from these stock exchanges. Further, the shareholders and the Company are not deriving any benefit in proportion to the listing fee being paid by the Company to these Stock Exchanges. This move of Delisting at these Stock Exchanges would not affect the interest of the shareholders and the liquidity of the shares of the company as the same will remain listed on BSE. Delisting would also result in cost saving and avoidance in multiple compliances under the listing agreement.

As per SEBI (Delisting of Securities) Guidelines 2003, a company needs to obtain prior approval of the shareholders by a special Resolution passed at its General Meeting to get its shares Delisted at any Stock Exchange. Hence, the resolution.

None of the Directors of the Company is concerned or interested in the resolution.

The Board of Directors commends the resolution for your approval.

Item No.6

The Company has been mainly into investment activity. It is proposed to change the name of the Company in line with investment activity of the Company. Therefore, this proposal to change the name.

None of Directors is interested/ concerned in the above said resolution.

Item No.7 & 8

The Company needs more funds for increasing the business. For this, The Board of the Company recommended to increase the authorized Capital of the Company

None of Directors is interested/ concerned in the above said resolution

Item No.9

The Company propose to raise the capital for increasing long term fund resources for the Company and therefore this proposal.

Management of the Company has placed the proposal for alteration of Capital Clause for your approval.

None of Directors is interested/ concerned in the above said resolution.

By order of the Board
FOR SAHIL FINANCIAL SERVICES LTD

Place : Delhi
Date : 6th July, 2005

(CHAIRMAN)

sahil financial services ltd.

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Eleventh Annual General Report of the Company together with the Audited Accounts for the year ended March 31st, 2005. (Rupees in Lakh)

FINANCIAL RESULTS	2004-2005	2003-2004
Income/(Loss) from Operation	33.13	76.98
Expenditure	18.51	12.33
Gross Profit/(Loss) after Interest but before Depreciation and Tax	14.62	64.65
Depreciation	0.91	1.21
Profit/(Loss) after Depreciation	13.71	63.44
Provision for Tax (Including Deferred Tax)	5.48	22.95
Add:-Income Tax for the A.Y.2004-05 W/Back	0.78	0.00
Profit/(Loss) after Tax	9.01	40.49

REVIEW OF OPERATIONS AND FUTURE OUTLOOK

The Company has made a profit during the year. The Company is hopeful of maintaining and improving its positions in the future.

DIVIDEND

Your directors do not recommend any dividend at this stage.

DIRECTORS

- Shri K.L. Manchanda, Director of the company retire by rotation at the forthcoming Annual General Meeting and being eligible offer himself for re-appointment.
- Shri Ranjit Bhardwaj, Director who was appointed as an Additional Director on 22-03-2004, died in a tragic accident in 20 March, 2005. The Board of Directors express their deep condolence and regret the same

DIRECTOR'S RESPONSIBILITY STATEMENT

The Board of Directors of your Company state:-

- That in the preparation of the annual accounts, the applicable accounting standards had been followed;
- That the directors had 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 and of the Profit & Loss of the Company for that period;
- That 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;
- That the directors had prepared the annual accounts on a going concern basis.

AUDITORS

M/s R.Rastogi & Co., Chartered Accountants, who have been the Statutory Auditors of the Company retire at the conclusion of this Annual General Meeting and being eligible, offer themselves for re-appointment.

CORPORATE GOVERNANCE

All the provisions of Corporate Governance as provided in the listing agreement of stock exchange with which the Company shares are listed, are complied with except some provisions.

A separate report on 'Corporate Governance' alongwith Auditors Certificate for its remarks is annexed hereto as a part of this report.

STATUS OF LISTING

The Company's shares are listed at The Delhi Stock Exchange Association Ltd, The Hyderabad Stock Exchange Ltd and The Stock Exchange, Mumbai. The Company has paid the listing fees to The Delhi Stock Exchange Association Ltd and The Stock Exchange, Mumbai for the year 2005-2006. The Company's shares were Dematerialized during the year and are currently trading in compulsory DMAT Segment in BSE.

NON-BANKING FINANCIAL COMPANIES (RESERVE BANK OF INDIA) DIRECTIONS

The Company had made an application for registration under section 45 1A of the Reserve Bank of India Act, 1934 and RBI had given the registration certificate.

PUBLIC DEPOSITS

The Company has not accepted deposits pursuant to Section 58-A of the Companies Act. 1956. Hence no information is required to be appended to this report in terms of Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank of India Directions, 1998).

PERSONNEL

Information as per Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 has not been given since no employee falls within the ambit of this Section.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be furnished under Section 217 (1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988 relating to Conservation of Energy, Technology Absorption and Foreign Exchange earnings and outgo are not applicable.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere appreciation of the services rendered by the employees of the Company. They are grateful to shareholders, bankers of the company for their continued valued support.

For and on behalf of the Board

Place : Delhi

Date : 6th July, 2005

(KAMAL MANCHANDA)
Director

sahil financial services ltd.

CORPORATE GOVERNANCE REPORT

(Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges)

The Directors of the Company are pleased to present the Corporate Governance Report for the Financial Year 2004-2005. The Securities & Exchange Board of India introduced the Code of Corporate Governance for implementations by the listed companies vide an amendment to the Listing Agreement. The Shareholders and Investors of the Company will find the information informative and useful.

Company's policies on the Corporate Governance and due compliance report on specific areas wherever applicable for the year ended 31st March, 2005 are given hereunder divided into the following areas:

1. Company's Philosophy on Corporate Governance

The company believes that for the success of its business, an adherence to the core values of integrity, honesty, accountability and compliance of laws is of utmost significance. The Company continuously strives for improving performance. The Company believes that adherence to Corporate Governance in all its dealings will make the Company more committed towards its Shareholders, Government Authorities, Banks, Stock Exchanges, etc.

2. Board of Directors

Composition and size of the Board

The composition of the Board of Directors as at 31st March 2005 is as follows:

Name	Designation	Executive/ Non-executive / Independent
Sh. Kamal Manchanda	Whole Time Director	Executive
Sh. K.L.Manchanda	Whole Time Director	Executive
Smt.Aruna Manchanda	Director	Non Executive
Sh. Ranjit Bhardwaj (Ceased as on 20.03.2005)	Director	

Board meetings held during the year

The Board meets at least once in a quarter to consider, amongst other business, the quarterly performance of the company and its financial results. The Board held 8 meetings during the financial year 2004-05 on 30th April 2004, 5th May, 2004, 30th July 2004, 15th Sep, 2004, 27th Oct., 2004, 30th October 2004, 10th January, 2005, and 28th January 2005. All the relevant information needed for taking decisions by the Board is made available to the directors at the meetings.

The Board and its Committees formulate policy decisions, so as to lead and control the Company. The Composition of the Board is in conformity with the amendments in the Listing Agreement. No Director is a member of more than 10 Committees or Chairman of more than of 5 Committees across all companies in which they are directors. The details are as under:

S. No	Name of Director	No. of Board Meetings attended	Attendance at last AGM	Number of Outside Directorship(s) (*)	Total Number of Membership(s) in other Board Committees	Number of Chairmanship(s) in other Board Committees
1	Sh.Kamal Manchanda	8	Yes	4	1	1
2	Sh.K.L.Manchanda	8	Yes	Nil	1	Nil
3	Smt.Aruna Manchanda	8	Yes	4	Nil	Nil
4	Sh. Ranjit Bhardwaj	8	Yes	2	Nil	Nil

3. AUDIT COMMITTEE

The Company has not constituted any Audit Committee as per Clause 49(1)(b) of the Listing Agreement to review the internal audit systems but the company has its own internal control system commensurate with the company requirements. The paid up capital of the company is less than Rs.5.00 Crore (Rupees Five Crore) and doesn't require to constitute the Audit Committee Under Section 292A of the Companies Act, 1956.

4. REMUNERATION COMMITTEE

REMUNERATION OF DIRECTORS

The Company has paid remuneration to Directors Mr. Kamal Manchanda and Mr. K.L. Manchanda and no remuneration committee is constituted for the purpose.

5. SHARE TRANSFER AND INVESTOR GRIEVANCE COMMITTEE

The Company has an Investors Grievance Committee under the nomenclature 'Share Transfer and Investor Grievance Committee. The Committee looks after the redressal of Shareholders and Investors Grievances and approves transfer/transmission, sub-division and issue of duplicate share certificates etc.

During the year, two meeting of the Committee was held. The following table shows the details of attendance of members of the committee in its meeting:

Name	No. of meetings attended
The Committee consists of two Directors namely Mr. Kamal Manchanda and Shri. K.L. Manchanda, being Executive Directors, Mr. Kamal Manchanda acts as the Chariman of the Committee	
Mr. Kamal Manchanda	2
Mr. K.L.Manchanda	2

The Company did not receive any shareholders complaint during the year.

6. GENERAL BODY MEETINGS

The Annual General Meetings of the last three years of the Company have been held as under:

For the Year	Location	Day and Date	Time	No. of Special Resolutions passed
2003-2004	S-8, DDA Shopping Complex , Mayur Vihar-I , Delhi- 91	Tuesday, 1 st June, 2004	9.00 A.M.	2
2002-2003	S-8, DDA Shopping Complex , Mayur Vihar-I , Delhi- 91	Tuesday, 30 th September, 2003	9:00 A.M.	Nil
2001-2002	S-8, DDA Shopping Complex , Mayur Vihar-I , Delhi- 91	Sunday, 29 th September, 2002	9:00 A.M.	Nil