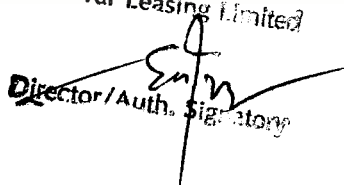


MD	✓	BKC	✓
CS	NA	DEY	NA
RO	✓	117	NA
TRA	NA		✓
AGM	✓		✓
YE	✓		✓

6th Annual Report 1997-98

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For Mewar Leasing Limited


Director/Auth. Signatory



MEWAR LEASING LIMITED

Regd Office : 4117, 1st Floor, Naya Bazar, Delhi - 110 006



MEWAR LEASING LIMITED

BOARD OF DIRECTORS

Sh. R.P. Bansal	Chairman
Sh. Ashok Kumar Gadiya	Managing Director
Sh. Govind Lal Gadiya	Director
Sh. P.K. Chapparwal	Director
Sh. Ashok Kumar Singhal	Director

AUDITORS

M/S Ramesh Somani & Co.
Chartered Accountants,
116-C, Pocket-I, Phase-I,
Mayur Vihar, New Delhi-110 091

BANKERS TO THE COMPANY

Citi Bank
New Delhi
State Bank of Patiala
Delhi
Punjab National Bank
Udaipur
The Bank of Rajasthan Ltd.
Udaipur
State Bank of India
Chittorgarh

REGISTERED OFFICE

4117, 1st Floor
Naya Bazar, Delhi-110 006

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MEWAR LEASING LIMITED

NOTICE

NOTICE is hereby given that the 6th Annual General Meeting of the members of Mewar Leasing Limited will be held on Friday, the 27th day of November, 1998 at registered office of the Company i.e. 4117, 1st Floor, Naya Bazar, Delhi-110 006 at 9.00. A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 1998 and the Profit & Loss Account for the year ended as on that date together with the Reports of Directors and Auditors' thereon.
2. To elect director in place of Shri Govind Lal Gadiya who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors and fix their remuneration. M/S Ramesh Somani & Co., Chartered Accountants, the retiring Auditors are eligible for re-appointment.

SPECIAL RESOLUTION

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

RESOLVED THAT pursuant to provision of Sec. 21 and other applicable provisions if any, of the Companies Act 1956, the name of the Company be and is hereby changed from "MEWAR LEASING LIMITED" to "MEWAR INDUSTRIES LIMITED" as approval for the availability of the proposed name from Registrar of Companies has already been received vide their approval letter no. 28146/Stat/98/A-11794 dated 24/06/98.

"RESOLVED FURTHER THAT the name "MEWAR LEASING LIMITED" where ever it appears in the Memorandum and Articles of Association be substituted by the name "MEWAR INDUSTRIES LIMITED".

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all steps, make applications/ representations, execute documents and to do all such acts and deeds as may be necessary for giving the effect to above resolution.

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

RESOLVED THAT pursuant to provisions of Sec. 17 of the Companies Act, 1956 and subject to such confirmation/ approval from Central Government and/or other statutory bodies, if and to the extent necessary, the Object Clause of the Memorandum of Association of the company be and is hereby altered in the manner provided herein under:

THAT following clauses be and is hereby inserted as new sub-clauses no. 6 and 7 after the existing sub-clause no. 5 of Clause IIIA of the Main Objects of the Memorandum of Association of the Company:

6. To build, construct, alter, contract, establish, own, execute, carryout, equip, decorate, develop, maintain, remove, and furnish public and private constructional and civil works and convenience of all kinds including railways, platforms, railway stations, rail systems, tramways, rope ways, highways, subways, roads, bridges, tunnels, ports, docks, harbours, piers, wharves, marine works, airports, airport runways, aeroplane hangers, powerhouses, irrigation systems, reclamations, sewage, drainage, sanitary system, water supply systems, canals, reservoirs, embankments, tanks, aqueducts waste, providing, telephonic, basic and cellular, radio paging, domestic satellite services, networks of trunking and electronic data interchange services and all other sort of telecommunication works and power supply works, warehouses, places of amusements, parks, gardens, industrial and commercial parks, water sewage and effluent treatment plants, shops, offices, industrial structures, all type of pile foundations, road signal works and generation and distribution of electricity and all other work of conveniences of public or private utility.



MEWAR LEASING LIMITED

7. To make joint ventures, collaborations or to directly finance or to arrange, collect, plan, advice for getting finance from different sources for carrying out any of the activities as mentioned in sub-clauses 4, 5 and 6 of the Clause III A of the main objects of the Memorandum of Association of the company.

ON BEHALF OF THE BOARD
FOR MEWAR LEASING LIMITED

Sd/-

(Ashok Kr. Gadiya)
Managing Director

DATED : 02/11/1998
PLACE : DELHI

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 such proxy need not be a member.
2. Proxies in order to be effective must be received at the Company's Registered Office at 4117, 1st Floor, Naya Bazar, Delhi-110 006 not less than forty eight hours before the time fixed for the meeting.
3. The Register of Members of the Company shall remain closed from 16-11-98 to 30-11-98 (both days inclusive)
4. Members having any queries relating to this Annual Report are requested to send the question to the Registered Office at least 10 days before the date of the Annual Meeting.
5. Members are requested to notify immediately any change in their address to the Company.
6. Members/Proxies are requested to bring the admission slip sent herewith duly filled in for attending the meeting.
7. Relevant explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of Resolution no. 4 & 5 is annexed hereto.

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

For Resolution No. 4

As the Members are aware that the Company is having extensive diversification plans and is all set to enter into construction, hotel, infrastructure facilities and marble industry. The word Leasing in the Company's name gives the impression that the Company's activities are restricted only to leasing. It is proposed to change the name of the company from "MEWAR LEASING LIMITED" to "MEWAR INDUSTRIES LIMITED" so as to rightly reflect the diversified activities of the Company.

The Board recommends the resolution for your approval.

None of the directors of the Company is interested in the said resolution.

For Resolution No. 5

As the members are aware that the Company is going to diversify into different types of industries and in particular to marble, hotel, and construction and infrastructure facilities services. The object clause of the Company do not authorise/empower the Company to undertake or engage in activities relating to infrastructure facilities services, consequently the object clause of the memorandum of association is proposed to be altered for inclusion of these clauses. The alteration in object clause require approval of members by passing a special resolution and also require confirmation by Registrar of Companies.

The Board recommends the resolution for your approval.

None of the directors are interested in the said resolution.



MEWAR LEASING LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 6th annual report and audited account of your Company for the year ended 30th June, 1998.

PERFORMANCE OF THE COMPANY

Financial Results

(Rs. in Lacs)

Particulars	Year ended 30.6.98	Year ended 30.6.97
Total Income/Sales	65.54	133.46
Profit before tax	(31.63)	2.77
Less Provision for taxation	(0.22)	0.83
Profit after tax	(31.85)	1.94
Add: Balance in P&L brought forward	65.89	63.95
Less: Prior period adjustment	15.02	0.00
Balance Carried to Balance Sheet	19.02	65.89

Both income/sales and net profit of the Company have fallen substantially due to depressed market conditions

DIVIDEND

Due to insufficient profits board is unable to recommend any dividend.

DIRECTORS

Sh. Govind Lal Gadiya retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment. Board recommend his appointment as director of the Company.

PROJECTIONS VS PERFORMANCE

Projections and performance for the year 1997-98 pursuant to Clause 43 of the Listing Agreement.

(Rs. in Lacs)

Particulars	Projection as per prospectus dt. 29.05.95	Actual
Total Income/Sales	241.86	65.54
Profit before tax	137.97	(31.63)
Provision for taxation	21.41	0.22
Profit after tax	166.56	(31.85)
Dividend(%)	20%	—
E.P.S. (Rs. per share)	3.89	—

Depressed market conditions affected the profitability of the Company.

PARTICULARS OF EMPLOYEES

Information regarding the employees in terms of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is nil.