

DAZIEL CONFINDIVE LIMITED

SEVENTH

ANNUAL REPORT

AND

ACCOUNTS

FOR THE YEAR ENDED 31ST MARCH, 1999

**DEPARTMENT OF COMPANY AFFAIRS
ROC CASH COUNTER RECEIPT
OFFICE OF THE REGISTRAR OF COMPANIES**

Rajasthan, Jaipur 03/11/99 110725
REC. NO. : 110725 **REG. NO. :** 17-007010

DAZIEL CONFINDIVE LIMITED

TYPE OF DOCUMENT	MODE OF PAYMENT	DATE OF DOCUMENT	AMOUNT RS.
B/S (SH-6)	CASH	31/03/99	N 120 A 120

(DR) **TOTAL** 240
N: NORMAL FEE A: ADDITIONAL FEE
COMPUTER SUPPORT BY INDUSTRY DIVISION N.I.C

DAZZEL CONFINDIVE LIMITED**BOARD OF DIRECTORS**

SHRI HASTI MAL CHHAJER	- Director
SHRI DHARAMI CHAND CHORDIA	- Joint Managing Director
SMT. ASHA CHHAJER	- Director

REGISTERED OFFICE

"DAZZEL HOUSE", B-24,
MALVIYA NAGAR, JAIPUR - 302 017.
Phone : 91-141-520220, 520320, 524739
Fax : 91-141-520220

AUDITORS

M/s Shah Mohnot Singhal & Company
Shop 77, Second Floor, Jhule Lal Market,
Bapu Bazar, Jaipur-302003

BANKERS

UNION BANK OF INDIA

STATE BANK OF INDIA

PUNJAB & SINDH BANK

STATE BANK OF BIKANER & JAIPUR

SAREILLY CORPORATION BANK LTD.

ORIENTAL BANK OF COMMERCE

PUNJAB NATIONAL BANK

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DAZZEL CONFINDIVE LIMITED

"DAZZEL HOUSE", B-24, MALVIYA NAGAR,
JAIPUR - 302 017.

NOTICE

Notice is hereby given that the Seventh Annual General meeting of the members of the Company will be held on Thursday, 30th Sept. 1999 at 10.30 a.m. at Registered office "Dazzel House", B-24, Malviya Nagar, Jaipur to transact the following business :-

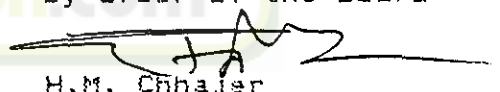
ORDINARY BUSINESS

1. To receive, consider and adopt the Director's report together with the Audited Profit and Loss account for the period ended March 31, 1999 and the Balance Sheet as at that date together with the Auditors report thereon.
2. To appoint Director in place of Shri Hasti Mal Chhajer who is liable to retire by rotation being eligible to offer himself for reappointment
3. To consider and if thought fit, to pass, with or without modification(s) following resolution, as an Ordinary Resolution for appointing auditors for the Financial year 1998-99 and current year and fixing their remuneration:

"RESOLVED THAT pursuant to the provisions of sec.224(6)(a) of the Companies Act, 1956 M/s Shah Mohnot Singhal & Company, Chartered Accountants, Jaipur be and are hereby appointed as Auditors of the Company to fill casual vacancy caused by resignation of M/s. D.P. Sapra & Associates, Chartered Accountants, Jaipur vide their letter dated 01-12-98 and to hold office from Dec.02, 1998 to conclusion of this meeting until the conclusion of the next annual general meeting of the Company on a remuneration as may be decided by the Board of Directors of the Company."

Date :Sept.4, 1999

By Order of the Board


H.M. Chhajer
Director

Explanatory Statement to Section 173(2) of the Companies Act, 1956**ITEM NO. 3**

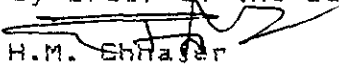
Proviso to section 224(6) of the Companies Act, 1956, provides that where vacancy is caused by resignation of an Auditor, the vacancy shall only filled by the Company in General Meeting. Hence this resolution for your approval. The letter of resignation given by M/s D.P. Sapra & Associates, Chartered Accountants, Jaipur can be inspected at the registered office during business hours on any working day.

NOTES :

1. A member of the Company who is entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. The instrument appointing proxy should be lodged with the Company at least 48 hours before the time fixed for the commencement of the meeting.
2. Members are requested to notify immediately any change in their address to the Company.
3. The register of members and share Transfer Books of the Company shall remain closed from Tuesday, 28th Sept., 99 to Thursday, 30th Sept., 1999 both days inclusive.

Date :Sept.4, 1999

By Order of the Board


H.M. Chhajer
Managing Director

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DAZZEL CONFINDIVE LIMITED**DIRECTOR'S REPORT**

To,
The Members,
Dazzel Confindive Limited,

Your Directors have pleasure in presenting Seventh annual report together with audited statement of the account for the year ended March 31, 1999.

FINANCIAL RESULTS

PARTICULARS	1998-99	1997-98
Sales & Other Income	5351068	7117513
Profit/(Loss) before tax & Depreciation	241269	520074
Depreciation as per Companies Act.	290494	445836
Provision for taxation	30000	27000
Profit carried forward to Balance Sheet	(79225)	47238

Projections v/s Performance as required by clause no. 43 of listing agreement with the stock exchanges :

	(Rs. in Lacs)	
	Performance for 98-99	Projections for 98-99 in Prospectus
Total Income	53.51	Not Projected
Total Expenditures	51.10	in
Profit before Tax & Depreciation	2.41	Prospectus

The company has started building up its operation and to recover previous deficiency. However due to the depressed market condition prevailing in Real Estate and Finance sector the company could not achieve its projected targets.

DIVIDEND

This was the Sixth full year of operation and the Company has fared well. Looking at the rapid expansion of operations during the year, it is recommended to pump in more resources into the Company for the current year. Thus the directors do not recommend dividend on equity shares.

OPERATIONAL REVIEW

Results for the year under report are showing Net Loss of Rs.0.79 lacs. Many operations have been streamlined within the Company. With the measures put in place for increasing sales growth and margins, barring unforeseen circumstances, the company expects better performance in 1999-00.

Due to the depressed market conditions through out the year the company didnot do any share trading activity.

PERSONNEL

None of the employees has drawn remuneration exceeding the prescribed limit. Hence, the information under sub-section 2(A) of section 217 of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rule, 1975 for the year ended 31st March, 1999 is nil.

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DIRECTORS

Shri Vinod Gang has resigned from the post of Director and no other person has been appointed in place of him. Shri Hasti Mal Chhajer retires by rotation and being eligible offer himself for reappointment.

AUDIT QUALIFICATION

Rs.501000/- is due to be received from Global Trust Bank Ltd. against Stock Invest. The company has filed court case to recover the same amount.

AUDITORS

M/s. D.P. Sapra & Associates, the auditors of the Company has resigned and M/s. Shah Mohnot Singhal & Company, Chartered Accountants, Jaipur are proposed to be appointed as statutory auditors of the company and necessary have been included in the notice convening to the A.B.M.

Particulars as required (Disclosure of particular in the report of director) Rule 198B are as follows :-

(A) Energy Conservations :-

Company's operation are not energy intensive however discipline to switch off lights and machine tools has been maintained.

(B) Technology Absorption :-

The Company has not obtained any foreign technology. The indigenous technology has been adopted and R&D in low cost housing is in progress.

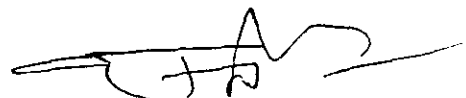
(C) Foreign Exchange earning and outgo - NIL.

INDUSTRIAL RELATIONS

Your Company continued to maintain harmonious and cordial relations with its employees working in all its division which enabled it to go achieve credit on all fronts. The Directors wish to place on record services and sincere efforts made by the employees of the Company.

Date: 04/09/99

By order of the Board



H.M. Chhajer
Managing Director

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M/s Shah Mohnot Singhal & Company
Shop 77, Second Floor, Jhule Lal Market,
Bapu Bazar, Jaipur-302003

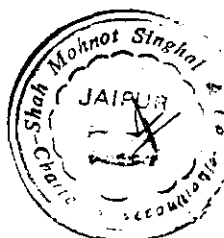
AUDITOR'S REPORT

To the members of **DAZZEL CONFINDIVE LIMITED.**

We have audited the attached Balance Sheet of "DAZZEL CONFINDIVE LIMITED" as at 31st March, 1999 and also the annexed Profit and Loss Account of the Company for the period ended on that date and report that :-

I. As required by the Manufacturing and other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of Section 227 (4A) of the Companies Act, 1956, we state that :-

1. We have been informed that the Company has maintained proper records showing full particulars including quantitative details and situation on Fixed Assets & the company has the practice of having leased assets inspected by the field staff and as such the programme of verification of fixed assets is reasonable having regard to the size of the company and nature of its assets. It is observed that the title clearance as well as NDC in respect of some of the assets are yet to be received. However we are informed that no material discrepancies were noticed by management on such verification.
2. There has been no revaluation of Fixed Assets during the period.
3. The Stocks of Finished Goods, Stores, Spare Parts and Raw Material including components have physically verified, during the year by the Management however the procedure of physical verification of Stocks followed by the management are not, in our opinion, is adequate in relation to the size of the company and the nature of its business.
4. The valuation of stocks is fair and proper and in accordance with the normally accepted accounting principles.
5. As informed by management that Company has not granted any loans, secured or unsecured except in the routine course of finance business, the terms of which are not prejudice to the interest of the company, to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 or to Companies under the same management within the meaning of Section 370 (1-B) of the Companies Act, 1956.
6. The company has not taken any loans from the parties listed in the register mentioned U/s 301 of Companies Act which is prejudicial to the interest of company.
7. In respect of Loans and advances in the nature of loans and Hire/lease rental, the parties are generally repaying the principal as well as interest as stipulated.



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