SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

SIXTEENTH ANNUAL REPORT
2000 - 2001

Report Junction.com

JSB

J. M. Share & Stock Brokers Limited

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

CONTENTS

Notice	2-3
Directors' Report	4-5
Auditors' Report	6-7
Balance Sheet	8
Profit & Loss Account	9
Schedules 'A' to 'L' forming part of the Accounts	10-20
Balance Sheet Abstract and General Business Profile	20-21
Cash Flow Statement	22

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

16th Annual Report 2000-2001

BOARD OF DIRECTORS

Mr. Nimesh N. Kampani — Chairman

Mr. M. C. Bhatt

Mr. Arunkumar R. Gandhi

Mr. Asit Chandmal (up to 31-01-2001)

Mr. M. R. Mondkar

Mr. Ashith N. Kampani

REGISTERED OFFICE

141, Maker Chambers - III,
Nariman Point,
Mumbai-400 021.

AUDITORS

M/s. Khimji Kunverji & Co.,
Chartered Accountants,
Mumbai.

BANKERS

Indian Bank
Ground Floor,
Mittal Tower,
Nariman Point,
Mumbai-400 021.

HDFC Bank
Tulsiani Chambers,
Nariman Point,
Mumbai-400 021.

SOLICITORS

M/s. Udwadia, Udeshi & Berjis (Regd.),
Mumbai.

REGISTRARS AND SHARE TRANSFER AGENTS

Sharepro Services
Satam Estate, 3rd Floor,
Above Bank of Baroda,
Chakala, Andheri (East),
Mumbai - 400 099.

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

J.M. Share & Stock Brokers Ltd.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF J.M. SHARE & STOCK BROKERS LIMITED WILL BE HELD ON MONDAY, AUGUST 27, 2001 AT 3.30 P.M. AT KAMALNAYAN BAJAJ HALL & ART GALLERY, BAJAJ BHAVAN, GROUND FLOOR, NARIMAN POINT, MUMBAI - 400 021 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Profit & Loss Account for the year ended March 31, 2001, the Balance Sheet as at that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr Arunkumar R Gandhi, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr Ashith N Kampani, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint the Auditors and authorise the Board to fix their remuneration.

SPECIAL BUSINESS

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

5. **"RESOLVED THAT** pursuant to section 163 of the Companies Act, 1956 (hereinafter called "the Act"), an approval of the Company be and is hereby accorded for keeping, with effect from September 1, 2001, the register of members, the index of members, copies of all annual returns prepared under sections 159 and 160 of the Act together with the copies of certificates and documents required to be annexed thereto under sections 160 and 161 of the Act or any one or more of them, at the office(s) of Messrs. Sharepro Services, the Company's Registrars and Share Transfer Agents, at Satam Industrial Estate, Cardinal Gracious Road, above Bank of Baroda, Chakala, Andheri (East), Mumbai - 400 099 and/or at Samhita Warehousing Complex, Gala Nos.52 to 56, Plot No.13AB, Sakinaka, Mumbai 400 072, instead of at the Registered Office of the Company."

"RESOLVED FURTHER THAT the registers, indexes, returns, books, certificates and other documents of the Company required to be so maintained and kept open for inspection of the Members and/or any persons entitled thereto under the Act, be kept open for such inspection, at the place where they are kept, to the extent, in the manner and on payment of the fees, if any, specified in the Act between the hours of 11.00 a.m. and 1.00 p.m. on any working day (excluding Saturday) and except when the registers and books are closed under the provisions of the Act."

By Order of the Board

NIMESH N KAMPANI
CHAIRMAN

Date: May 24, 2001

Registered Office:
141, Maker Chambers III,
Nariman Point,
Mumbai 400 021

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

NOTES:

a. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 in respect of item no. 5 is annexed and forms part of this Notice.

b. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

c. The Register of Members and Share Transfer books of the Company will remain closed from Monday, August 20, 2001 to Monday, August 27, 2001 (both days inclusive).

d. Members are requested to note that PCS Industries Ltd. is no longer the Company's Registrars & Share Transfer Agents. As intimated to you earlier, the Company's Registrars & Share Transfer Agents, are; Sharepro Services, Satam Estate, Third floor, above Bank of Baroda, Chakala, Andheri (East), Mumbai – 400 099. Members are therefore requested to write to Sharepro Services at the above address or at their Investor Relation Centre at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021 for any matter relating to the shares. Members are also requested to quote their respective folio nos. while corresponding with the Company or its Registrars & Share Transfer Agents.

e. The equity shares of the Company are listed on The Stock Exchange, Mumbai, P J Tower, Dalal Street, Mumbai, Ahmedabad Stock Exchange, Kamdhenu Complex, Panjarapole, Ahmedabad and Delhi Stock Exchange Association Limited, DSE House, 3/1 Asaf Ali Road, New Delhi. The Company has paid the Annual Listing Fees to each of the above Exchanges.

ANNEXURE TO THE NOTICE:

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

Item No. 5:

As the members are aware, the Company has appointed M/s. Sharepro Services, Mumbai as its Registrars and Share Transfer Agents in place of PCS Industries Ltd. The register of members, the index of members, copies of all annual returns prepared under sections 159 and 160 of the Companies Act, 1956 together with the copies of certificate and documents required to be annexed thereto are required to be kept at the Registered Office of the Company pursuant to the provisions of section 163 of the Companies Act, 1956 unless a special resolution is passed by the Company in general meeting for keeping such documents at any other place.

As it is intended to keep the above mentioned documents at the office(s) of M/s. Sharepro Services, the Company's Registrars & Share Transfer Agents, a special resolution is required to be passed under section 163 of the Companies Act, 1956.

The Directors recommend passing of the Special Resolution proposed at item no.5 of the Notice.

None of the Directors of the Company is concerned or interested in the said Special Resolution.

By Order of the Board

NIMESH N KAMPANI
CHAIRMAN

Date: May 24, 2001

Registered Office:
141, Maker Chambers III,
Nariman Point,
Mumbai - 400 021

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have pleasure in presenting their Sixteenth Annual Report of the Company together with the Audited Accounts for the year ended March 31, 2001.

FINANCIAL HIGHLIGHTS

	For the year ended March 31, 2001 (Rs. in Lacs)	March 31, 2000 (Rs. in Lacs)
Gross Income	**317.25**	401.17
Profit before Interest, Depreciation & tax	**183.86**	267.79
Interest	**62.72**	106.68
Gross Profit after Interest but before Depreciation & tax	**121.14**	161.11
Depreciation	**1.98**	4.99
Profit before tax	**119.16**	156.12
Provision for tax	**—**	16.00
Profit after tax	**119.16**	140.12
Transfer from Debenture Redemption Reserve	**60.00**	510.00
Balance Profit/(Loss) brought forward from previous year	**61.76**	(588.36)
Balance Profit carried forward	**240.92**	61.76

DIVIDEND:

The Board has not recommended any dividend for the year under review in order to conserve the resources of your Company and also considering repayment of outstanding loan and low liquidity.

FINANCIAL PERFORMANCE & OPERATIONS:

During the year under review, your Company earned a Gross Income of Rs. 317.25 lacs which includes an amount of Rs. 118.08 lacs towards income from trading operations and a dividend income of Rs. 161.28 lacs. After accounting for an expenditure of Rs. 133.39 lacs, interest of Rs. 62.72 lacs and the depreciation of Rs. 1.98 lacs, your Company's profit before tax works out to Rs. 119.16 lacs.

The Board decided to realise the investments to repay the debt of your Company. The Company redeemed last instalment of 14% Debentures and also repaid part of its unsecured loans to its promoter(s) with the ultimate objective of bringing down the borrowing. This is in line with the objective of making your Company a zero debt Company. The Board endeavours to repay the existing unsecured loan.

The Directors believe that by March, 2002, substantial amount of debt in the Company would have been repaid out of the dividend and other income. As your Company has redeemed in full, its 14% Debentures, an amount of Rs. 60.00 lacs has been brought back from the Debenture Redemption Reserve created earlier.

Your Company follows the policy of marking its long term investments to market and provides for diminution, if any, in its value. The loss on sale of long term investments realised during the year under review, therefore has been adjusted by write back of the provision earlier made by your Company on this account.

FIXED DEPOSITS:

Your Company has neither accepted nor renewed any deposits from shareholders/public during the year under review.

REDEMPTION OF DEBENTURES:

The fifth and final instalment of 3,00,000 - 14% Non-Convertible Debentures was paid on July 1, 2000 as per the schedule. With this redemption, there are no debentures outstanding in your Company as of date. Your Company has also repaid part of the loan to its promoters, namely, J. M. Financial & Investment Consultancy Services Private Ltd. This will further reduce your Company's interest burden.

www.reportjunction.com

SANSCO SERVICES - Annual Reports Library Services - www.sansco.net

DEMATERIALIZATION OF SECURITIES:

Your Company has joined the Depositories, viz., National Securities Depository Ltd. and Central Depository Services (India) Ltd. to provide the facility to its shareholders to dematerialize their securities. Shareholders, can therefore, get their securities dematerialized through any of their depository participants and deliver the same in the demat mode.

DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed;
- they have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period;
- they have 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;
- they have prepared the annual accounts on a going concern basis.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Arunkumar R Gandhi and Mr. Ashith N Kampani, directors of the Company, will retire by rotation at the ensuing Annual General Meeting. They being eligible, offer themselves for reappointment and accordingly ordinary resolutions reappointing them as directors of the Company form part of the Notice convening the Annual General Meeting.

During the year under review, Mr Asit Chandmal tendered his resignation from the directorship of the Company with effect from January 31, 2001. The Board placed on record its sincere appreciation for the valuable services rendered by Mr Chandmal during his tenure as a director of the Company.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND EXPENDITURE:

The particulars as required under the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 on Conservation of Energy and Technology Absorption are not applicable to your Company. Your Company has neither earned nor spent any amount in foreign exchange during the year under review.

AUDITORS:

The retiring Auditors, namely, M/s Khimji Kunverji & Co, Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are seeking their reappointment. Members are requested to consider their reappointment at a remuneration to be decided by the Board.

PARTICULARS OF EMPLOYEES:

The information required under section 217(2A) of the Companies Act, 1956 and the rules made thereunder is not furnished as your Company did not have any employee during the year under review.

ACKNOWLEDGEMENT:

Your directors would like to place on record their gratitude for the support extended by the Shareholders of the Company.

On behalf of the Board of Directors

NIMESH N KAMPANI
Chairman

Date: May 24, 2001.

Registered Office:
141, Maker Chambers - III,
Nariman point,
Mumbai 400 021

www.reportjunction.com