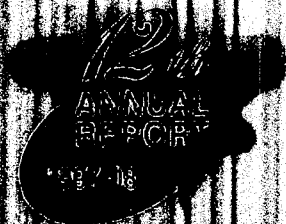




JAIHIND
PROJECTS LIMITED

MD	✓	NO	✓
CS	✓	DP	✓
RO	✓	EL	✓
TRA	✓	PC	✓
ACM	✓		
YE	✓		

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JAIHIND

PROJECTS LIMITED

BOARD OF DIRECTORS : **Prakash L. Hinduja** Chairman & Managing Director
Dinesh L. Hinduja Whole Time Director (Commercial)
Dinesh P. Lalwani
Rajiv K. Doshi

AUDITORS : **H. H. Sachde & Co.** Chartered Accountants, Gondal

BANKERS : **Canara Bank**

CORPORATE OFFICE : 9th Floor, Madhuram Complex,
Opp. R.T.O., Keshavnagar,
Near Subhash Birdge,
Ahmedabad - 380 027.
Phone : (91-79) 7559992, 7559917, 7559766, 7557917
FAX : (91-79) 7558469, 7559864

REGISTERED OFFICE : Gordhan Ghar,
Bedi Gate,
Rajkot - 360 001.



NOTICE

NOTICE is hereby given that the 12th Annual General Meeting of the shareholders of Jaihind Projects Ltd., will be held on Friday, 25th September '98 at Hotel Kaveri, B/h Old Power House, Kanak Road, Rajkot 360 001 to transact the following business:

Ordinary Business :

To receive, consider and adopt the Audited Balance-Sheet as at 31st March, 1998 and Profit and Loss Account for the year ending on that date and the reports of the Directors and Auditors thereon.

1. To declare dividend.
2. To appoint Mr. Rajiv K. Doshi who retires by rotation at this annual general meeting but being eligible offers himself for re-appointment.
3. To appoint the Auditors of the company who shall hold office from the conclusion of this annual general meeting till the conclusion of next annual general meeting.

Special Business :

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

"RESOLVED THAT in partial modification of the terms of appointment the remuneration of the Managing Director of the company Mr. Prakash L. Hinduja be and is hereby fixed as under:

Salary : Rs.72,000 p.m. including perquisites like medical re-reimbursement, HRA, CLA, Childrens' education allowance, entertainment expenses etc.

Contributions : Towards Provident Funds, Superannuation or annuity Fund to the extent these are singly or put to-gather not taxable under The Income Tax Act, 1961.

Period : From 1.01.1998 to 28.02.2000 when the term of his appointment expires or till it is amended."

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

"RESOLVED THAT in partial modification of the terms of appointment the remuneration of the Whole-time Director of the company Mr. Dinesh L. Hinduja be and is hereby fixed as under:

Salary : Rs.72,000 p.m. including perquisites like medical re-imbursement, HRA, CLA, Childrens' education allowance, entertainment expenses etc.

Contributions : Towards Provident Funds, Superannuation or annuity Fund to the extent these are singly or put to-gather not taxable under The Income Tax Act, 1961.

Period : From 1.01.1998 to 31.12.2001 or till it is amended."

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

"RESOLVED THAT in exercise of powers vested in Clauses 50, 101 and other applicable clauses of the Memorandum of Association of the company consent be and is hereby given to the Board of Directors of the company to commence activity of dealing in Edible and Non-edible Oils, Oil Seeds crushing and related business."

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

"RESOLVED THAT in exercise of powers vested in Clauses 55, 56, 59, 67 and other applicable clauses of the Memorandum of Association of the company consent be and is hereby given to the Board of Directors of the company to commence activity of developing, fabricating, manufacturing, processing, import, export and dealing in Iron, Steel, Copper, Aluminum brass and all other ferrous and nonferrous pipes, all kind of engineering and related goods."





8. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution:
- “RESOLVED THAT subject to the approval of the Central Government and pursuant to Section 372 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the company be and is hereby authorized to invest an amount of Rs. 100,00,000 (Rupees One Crore) in 10,00,000 equity shares of Rs.10 each to be issued as fully paid equity shares in the capital of M/s Jaihind Permacoat Ltd., a company promoted by this company, notwithstanding the fact that such investments together with all other investments made by the company in the said Company will exceed thirty percent of the subscribed capital of the said M/s Jaihind Permacoats Ltd.”
9. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution:
- “RESOLVED THAT subject to the approval of the Central Government and pursuant to Section 372 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the company be and is hereby authorized to invest an amount of Rs. 100,00,000 (Rupees One Crore) in 10,00,000 equity shares of Rs.10 each to be issued as fully paid equity shares in the capital of M/s JPL Company Ltd., a company promoted by this company, notwithstanding the fact that such investments together with all other investments made by the company in the said JPL Company will exceed thirty percent of the subscribed capital of the said M/s JPL Company.”
10. To consider and if thought fit to pass with or without modification the following resolution as Ordinary Resolution:
- “ RESOLVED THAT subject to the approval of the Central Government and pursuant to Section 372 and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the company be and is hereby authorized to invest an amount of Rs.100,00,000 (Rupees One Crore) in 10,00,000 equity shares of Rs.10 each to be issued as fully paid equity shares in the capital of M/s Jaihind Permacoats Ltd. and to invest an amount of Rs.100,00,000 (Rupees One Crore) in 10,00,000 equity shares of Rs.10 each to be issued as fully paid equity shares in the capital of M/s JPL Company Ltd., a company promoted by this company, notwithstanding the fact that such investments together with all other investments made by this company in the said Jaihind Permacoat Ltd and JPL Company Ltd., will exceed thirty percent of the aggregate of the subscribed capital and free reserves of Jaihind Projects Limited.”

Regd.Office:

Gordhan Ghar, Bedigate
Rajkot 360 001

By order of the Board of Directors

Prakash L. Hinduja
Chairman & Managing Director

Date : 1st August, 98.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AT THE ENSUEING ANNUAL GENERAL MEETING AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The instrument appointing proxy should be deposited at the Registered Office of the company not less than 48 hrs.before the commencement of meeting.
3. Register of Members and Share-Transfer books will remain closed from Wednesday, 9.09.98 to Saturday, 12.09.98 (both days inclusive). Dividend, if declared at the meeting, will be payable to those members whose names appear on the register of members on 12.09.98.
4. Explanatory Statement pursuant to Article 173 of the Companies Act, 1956 in respect of items 5,6,7,8,9,10 and 11 set out above is annexed to this notice.
5. Members are requested to bring their copies of Annual Reports at the time of annual general meeting.
6. Members are requested to bring in their Attendance Slips duly filled in for attending the meeting.
7. Shareholders seeking any information regarding any aspect of this report are requested to write to the company well in advance so as to enable the management to keep the information ready.





EXPLANATORY STATEMENT

(pursuant to Section 173 of The Companies Act, 1956)

Item No 5 : Increase in remuneration of Mg.Director:

With the steady progress of the company and subsequent substantial increase in the workload on one hand and substantial improvement of financial position of the company the Board of Directors of the company was of the opinion to increase the remuneration of the Mg.Director Mr.Prakash L.Hinduja of the company w.e.f.1.01.98 to the extent permissible as minimum remuneration under Section 269 read with Schedule XIII of The Companies Act, 1956 and subject to the approval of shareholders. For this purpose the said resolution is proposed and your directors recommend the same and request to consider and pass the resolution as Ordinary Resolution

None of the directors except Mr. Prakash L. Hinduja and Mr. Dinesh L. Hinduja are interested in the said resolution.

Item No. 6 : Increase in remuneration of Whole-time Director:

With the steady progress of the company and subsequent substantial increase in the workload on one hand and substantial improvement of financial position of the company the Board of Directors of the company was of the opinion to increase the remuneration of the Whole-time Director Mr.Dinesh L.Hinduja of the company w.e.f.1.01.98 to the extent permissible as minimum remuneration under Section 269 read with Schedule XIII of The Companies Act, 1956 and subject to the approval of shareholders. For this purpose the said resolution is proposed and your directors recommend the same and request to consider and pass the resolution as Ordinary Resolution.

None of the Directors except Mr.Dinesh L.Hinduja and Mr.Prakash L.Hinduja are interested in the said resolution.

Item No.7 : New Business:

The company has decided to enter into the business of edible and non-edible oil. The company is allowed to take-up this business under Clauses 50,101 and other applicable clauses under the head 'Other Objects' of the Memorandum of Association of the company. However, for actual commencement of a new activity consent of shareholders by a Special Resolution is necessary as contemplated under Sections 13, 17 and other applicable provisions of the Companies Act, 1956. Your directors recommend the resolution to be passed as Special Resolution.

None of the directors is concerned or interested in the said resolution.

Item No.8: New Business:

The company has decided to enter into the business of engineering machinery and goods. The company is allowed to take-up this business under Clauses 55,56,59,67 and other applicable clauses under the head 'Other Objects' of the Memorandum of Association of the company. However for actual commencement of a new activity consent of shareholders by a Special Resolution is necessary as contemplated under Sections 13, 17 and other applicable provisions of the Companies Act, 1956. Your directors recommend the resolution to be passed as Special Resolution.

None of the directors is concerned or interested in the said resolution.

Item No.9, 10 and 11 : Investments :

In order to make its activity broad based and expand the sphere of investments it has been considered prudent by the Board of Directors of your company to invest substantially in Jaihind Permacoat Ltd., a company incorporate by this company jointly with Shri Sainath Proteins Ltd. and engaged in the business of supply, erection and specialised coating on various types of Steel and other metal pipes for highly sophisticated and specialised usages in industry and elsewhere. Similarly the company also proposes to enter in to the business of infrastructure development in some specified areas. For this purpose your company has set-up a company viz. 'JPL LTD.' It is estimated that the amount to be invested by way of subscription in the equity capital of the said companies will be Rs.20, 00,000 (Rupees Twenty lacs only) each. Section 372 of the Companies Act, 1956 requires approval of Shareholders and prior approval of the Central Government in cases where such investments are in excess of thirty percent of the subscribed capital of the investee company or thirty percent of the aggregate of the subscribed capital and free reserves of the investing company all investments put together. Since the said investments are likely to be in excess of these ceilings shareholders are requested to approve these investments by passing Ordinary Resolutions as proposed and which your directors recommend.

None of the directors is concerned or interested in the said resolutions.

Regd.Office:

Gordhan Ghar, Bedigate,
Rajkot 360 001.

Date : 1st August, 98.

By order of the Board of Directors

Prakash L. Hinduja
Chairman & Managing Director





DIRECTORS REPORT

Dear Shareholders,

Your directors are pleased to present this 12th Annual Report and Audited Accounts of the company for the year ended 31st March, 1998.

1. FINANCIAL RESULTS:

(Rupees in lacs)

	Current Year	Previous Year
Total Income	4527.17	2994.34
Less: Expenditure	4299.69	2801.16
Profit before Interest and Depreciation	227.48	191.18
Less : Interest	63.84	53.53
Less: Depreciation	34.74	33.48
Profit Before Tax	128.90	104.17
Less: Provision for Taxation	33.25	24.50
Less: Taxation (Previous year)	4.49	—
Profit After Tax	91.16	79.67
Proposed Dividend	51.09	38.31
Provision for Tax on Divd.	5.10	3.83
General Reserve	2.50	—
Balance carried to Balance-Sheet	159.22	37.53

2. DIVIDEND :

The Directors have recommended a dividend at 10% on the face value of shares on equity capital of the company for the year ended 31st March, 1998.

3. OPERATIONS :

We are happy to inform you that in spite of a very tight market conditions and tough competitions our company has done well. During the year under review the turnover has increased from Rs.30 Crores to Rs.45 Crores, a considerable increase of 51%. The approximate value of works on hand as on 31st March 1998 was Rs.37.50 crores. Major amongst them were:

- Piping and Instrumentation work of NFST at Kandla for IOCL under PDIL Inspection of Rs.9 crores.
- COT piping, Coating and Wrapping and Cement Lining of EORP of ESSAR at Vadinar of Rs.6.5 crores.
- Jetty Pipelines at Mundra for Adani Port Ltd. of Rs.1.35 crores.
- Mechanical, Piping, Civil, Structural and Insulation works at Haldia for IOCL under PDIL Inspection of Rs.2.1 crores.
- Fire Fighting and Mechanical Piping work of GPC at Dahej for IPCL under EIL inspection of Rs.6.60 crores, and Revamping of Pipelines in RCF Area in Mumbai city for GAIL of Rs.89 lacs.

Apart from above, the World Bank Aided project of Wagholi Regional Rural Water Supply Scheme in Pune Dist. under EPIL for Maharashtra Water Supply and Sewerage Board, Mumbai for the value of Rs.41 crores is nearing completion and we expect to finish the project in the 29th month itself instead of 36 months, 7 months ahead of schedule.

We have also completed during this year the Raw Water Supply Scheme at Taranagallu, Dist. Bellary, Karnataka for Jindal Vijayanagar Steels Limited, Bangalore. The initial value of the contract was Rs.9.39

12th
ANNUAL
REPORT