



JHAVERI CREDITS & CAPITAL LIMITED

13th Annual Report 2006-07

Certified to be
TRUE COPY
Handwritten signature
SC TRIVEDI
Chartered Accountant
Mem No. 030457

JHAVERI
LEARN & EARN



JHAVERI CREDITS & CAPITAL LIMITED

13th ANNUAL REPORT (2006-07)

BOARD OF DIRECTORS : Mr. Jitendra B. Jhaveri - Chairman
Mr. Kamlesh J. Jhaveri - Director
Mr. Bhadresh J. Jhaveri - Director
Mr. Kantilal N. Patel - Director
Mr. Ashesh Trivedi - Director
Mr. Rajesh J. Jhaveri - Managing Director

AUDITORS : S.C. Trivedi
Chartered Accountants,
A-18, Vrundavan Township,
Harni Road,
Vadodara-390 006

REGISTERED OFFICE : 301, Payal Towers,
Sayajigunj,
Vadodara-390 005



NOTICE FOR 13th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 13th Annual General Meeting of the Members of the Company will be held on Saturday, the 29th day of September, 2007 at 11.00 a.m. at 301, PAYAL TOWERS II, SAYAJIGUNJ, VADODARA-39005 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2007 along with Auditors' and Directors' Report thereon.
2. To appoint a Director in place of Mr. Kantilal N. Patel, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ashesh Trivedi, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint the Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

'RESOLVED THAT in session to all earlier resolutions and subject to the approval of shareholders and pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 as amended and subject to such permissions, consents and approvals from various authorities, as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents and approvals and upon the recommendation of Remuneration Committee of the Board of Directors, the Company hereby accords its consent and approval to the re-appointment of Mr. Rajesh Jhaveri as Managing Director of the Company, not liable to retire by rotation, for a further period of three years with effect from 1st August 2007 on the terms and conditions set out below:

A. Period of Appointment:

From 1st August 2007 to 31st July 2010

B. Remuneration:

- (a) By way of Salary, perquisites and Allowance, subject to a maximum of Rs. 60,000/- p.m. or Rs. 7,20,000/- p.a. with such break-up and inclusive of salary, perquisites and allowances as may be agreed between the Managing Director and the Company.
Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix within the limits prescribed under Schedule XIII [Section II.--Part II (A)] of the Companies Act, 1956, the remuneration payable to Mr. Rajesh Jhaveri.
- (b) In addition to above mentioned remuneration, the Managing Director shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:
 - (b.1) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
 - (b.2) Gratuity payable as per the rules of the Company.
 - (b.3) Leave encashment at the end of the tenure.
 - (b.4) The provision for use of Company's car with driver for official use. However, use of car for private purposes shall be borne by Mr. Rajesh Jhaveri.
 - (b.5) Company's telephone at his residence (including local and long distance official calls). However, personal long distance calls on telephone provided by the Company and use of car for private purposes shall be borne by Mr.



Rajesh Jhaveri.

- (b.6) Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

C. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Rajesh Jhaveri, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Schedule XIII [Section II.--Part II (A)] of the Companies Act, 1956 and any amendments thereto.

D. Entrusted Duties:

Subject to the supervision and control of the Board of Directors of the Company, the Chairman & Managing Director shall look after the day to day affairs and overall operations of the Company and shall carry out such other duties as may be entrusted to her by the Board of Directors from time to time.

E. Confidentiality:

Mr. Rajesh Jhaveri will perform his duties truly and faithfully and comply with the directives given to her from time to time by the Board, and further not disclose to any person, firm or Company any confidential information.

F. Not Liable to Retire by Rotation:

During his tenure as Managing Director of the Company, the office of Mr. Rajesh Jhaveri shall not be reckoned for the purpose of arriving Directors liable to retire by rotation.

G. Sitting Fees:

As long as Mr. Rajesh Jhaveri functions as Managing Director, he will not be paid any sitting fees for attending the meetings of the Board of Directors or any committee(s) thereof.

H. Re-imbursement of Expenses, Costs etc.:

Mr. Rajesh Jhaveri shall be entitled to be paid / reimbursed all costs, charges and expenses as may be incurred by him for the purpose of or on behalf of the Company.

I. Termination:

Either party shall have liberty to terminate the aforesaid appointment, by giving three months notice in writing to the other.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps including issuing a Letter of Appointment to Mr. Rajesh Jhaveri or enter into a contract with him, subject to consent of members as they may think fit and necessary for the purpose of implementing this resolution."

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

"RESOLVED THAT in session to all earlier resolutions and subject to the approval of shareholders and pursuant to the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 as amended and subject to such permissions, consents and approvals from various authorities, as may be required and subject to such conditions, if any, that may be imposed by any authority while granting their permissions, consents and approvals and upon the recommendation of Remuneration Committee of the Board of Directors, the Company hereby accords its consent and approval to the appointment of Mr. Kamlesh Jhaveri as Whole Time Director of the Company, not liable to retire by rotation, for a period of three years with effect from 1st August 2007 on the terms and conditions set out below:

a. Period of Appointment:

From 1st August 2007 to 31st July 2010

b. Remuneration:



- (a) By way of Salary, perquisites and Allowance, subject to a maximum of Rs. 40,000/- p.m. or Rs. 4,80,000/- p.a. with such break-up and inclusive of salary, perquisites and allowances as may be agreed between the Whole Time Director and the Company.

Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix within the limits prescribed under Schedule XIII [Section II.--Part II (A)] of the Companies Act, 1956, the remuneration payable to Mr. Kamlesh Jhaveri.

- (b) In addition to above mentioned remuneration, the Whole Time Director shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:

- (b.1) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
- (b.2) Gratuity payable as per the rules of the Company.
- (b.3) Leave encashment at the end of the tenure.
- (b.4) The provision for use of Company's car with driver for official use. However, use of car for private purposes shall be borne by Mr. Kamlesh Jhaveri.
- (b.5) Company's telephone at his residence (including local and long distance official calls). However, personal long distance calls on telephone provided by the Company and use of car for private purposes shall be borne by Mr. Kamlesh Jhaveri.
- (b.6) Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

c. Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Kamlesh Jhaveri, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Schedule XIII [Section II.--Part II (A)] of the Companies Act, 1956 and any amendments thereto.

Regd. Office :

301, Payal Towers II,
Sayajigunj,

By order of the Board,
For JHAVERI CREDITS & CAPITAL LTD.

Baroda-390 005

Date: 30-07-2007

RAJESH JHAVERI
MANAGING DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO PPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THAT A PROXY NEED NOT BE A MEMBER.
2. The Register of Members and the Share Transfer Books will remain closed from Tuesday, the 25th September 2007 to Saturday, the 29th September 2007 (both days inclusive).
1. Members are requested to bring their copies of the Annual Report and Admission Slip to the meeting. Annual Reports will not be distributed at the venue of the meeting.
2. The explanatory Statement, relating to Special Business mentioned in items no. 5 of the Notice, as required under Section 173 (2) of the Companies Act, 1956, is attached herewith.
3. Details pursuant to listing agreement regarding directors to be appointed are as under:
- A. Mr. Rajesh Jhaveri : is a learned post graduate in commerce, with about 20 year exposure in financial business. He has



on his credit a exposure to agricultural business too, managing about 250 people & 120 acre of land. He has well versed background in the field of taxation. With all this he offers him self to the services of the company.

- B. Mr. Kantilal Patel: is a learning Industrialist, having Industrial establishment at Baroda and family business set up at U.S.A to his credit. His contribution to strategy matter goes a long run to future of the Company with this back ground He offers his services to the company.
- C. Mr. Ashesh Trivedi : is a leading factor in evolution field at Bhavnagar. He leads a leading share broking group at Bhavnagar and have many administration and public dealing high rating to his credit he being eligible offers his services to the company.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 Item No. 5 & 6

The Board of Directors at its meeting held on 30th July 2007, upon recommendations of Remuneration Committee, has re-appointed Mr. Rajesh Jhaveri as Managing Director of the Company for a period of three years, made effective from 1st August 2007 at the revised terms of remuneration and perquisites as stated in the resolution at item no. 05. The Agreement recording the terms and conditions of appointment will be executed with Mr. Rajesh Jhaveri subject to necessary approval of the shareholders being sought herein.

Shri Rajesh Jhaveri has been associated with the Company as one of the Promoter Directors since its incorporation. He is a LL.B & B.Com with and possesses more than 20 years of experience in the various areas of business including finance and capital market.

Shri Rajesh Jhaveri has been shouldering the responsibility of Managing Director since inception and with his zeal and hard working, put the Company on a path of success. Apart from looking after and monitoring day to day affairs, he has been playing pivotal role in timely execution of huge contracts undertaken by the Company during the previous year. Considering his untiring efforts in the operations vice versa the remuneration presently drawn by him, it was thought fit by the Board and Remuneration Committee to make his re-appointment with suitable revision in terms of remuneration and accordingly, his re-appointment was made as Managing Director of the Company for a further period of three years, subject to the terms of remuneration and other conditions as detailed out in the resolution set out at Item No. 5 of this Notice and re-produced herein below.

Further, The Board of Directors at its meeting held on 30th July 2007, upon recommendations of Remuneration Committee, has appointed Mr. Kamlesh Jhaveri as Whole Time Director of the Company for a period of three years, made effective from 1st August 2007 at the terms of remuneration and perquisites as stated in the resolution at item no. 06. The Agreement recording the terms and conditions of appointment will be executed with Mr. Kamlesh Jhaveri subject to necessary approval of the shareholders being sought herein.

Shri Kamlesh Jhaveri has been associated with the Company as one of the Promoter Directors since its incorporation. He is a B.Com with and possesses more than 20 years of experience in the various areas of business including finance and capital market.

The aforesaid appointment of Mr. Rajesh Jhaveri as Managing Director and Mr. Kamlesh Jhaveri as Whole Time Director, is subject to the approval of shareholders. Following is the gist of terms and conditions for appointment of Mr. Rajesh Jhaveri as Managing Director and Mr. Kamlesh Jhaveri as Whole Time Director.

Job Profile and His Suitability :

As a Managing Director, Mr. Rajesh Jhaveri is responsible for the overall management of the Company and assisted by Senior Executives. He is working under the Superintendence and control of the Board of Directors. He is responsible for all the day to day activities of the Company.

As a Whole Time Director, Mr. Kamlesh Jhaveri is responsible for the day to day management of the Company and assisted by Senior Executives. He is working under the Superintendence and control of the Board of Directors.

Remuneration Proposed :



- (a) Mr. Rajesh Jhaveri: By way of Salary, perquisites and Allowance, aggregating to Rs. 60,000/- p.m. or Rs. 7,20,000/- p.a. with such break-up and inclusive of salary, perquisites and allowances as may be agreed between the Chairman & Managing Director and the Company.

Mr. Kamlesh Jhaveri: By way of Salary, perquisites and Allowance, aggregating to Rs. 40,000/- p.m. or Rs. 4,80,000/- p.a. with such break-up and inclusive of salary, perquisites and allowances as may be agreed between the Whole Time Director and the Company.

Provided that the Board or any Committee thereof, be and is hereby authorized in its absolute discretion and from time to time, to fix within the limits prescribed under Schedule XIII [Section II.--Part II (A)] of the Companies Act, 1956, the remuneration payable to Mr. Rajesh Jhaveri and Kamlesh Jhaveri.

- (b) In addition to above mentioned remuneration, the Managing Director and Whole Time Director shall be entitled to the following perquisites and allowances, which shall not be included in computation of said ceiling limit for the remuneration:
- (b.1) Company's contribution to provident Fund and Superannuation Fund or Annuity Fund to the extent these either singly or together are not taxable under the Income-Tax Act, 1961.
 - (b.2) Gratuity payable as per the rules of the Company.
 - (b.3) Leave encashment at the end of the tenure.
 - (b.4) The provision for use of Company's car with driver for official use. However, use of car for private purposes shall be borne by Mr. Rajesh Jhaveri and Mr. Kamlesh Jhaveri.
 - (b.5) Company's telephone at his residence (including local and long distance official calls). However, personal long distance calls on telephone provided by the Company and use of car for private purposes shall be borne by Mr. Rajesh Jhaveri and Mr. Kamlesh Jhaveri.
 - (b.6) Reimbursement of all reasonable expenses including entertainment expenses incurred bonafide in connection with business of the Company.

Minimum Remuneration:

Notwithstanding anything to the contrary herein contained, where in any financial year, during the currency of tenure of Mr. Rajesh Jhaveri and Mr. Kamlesh Jhaveri, if the Company has no profits or its profits are in-adequate, the Company will pay the minimum remuneration by way of salary, perquisites and allowances, as specified above, which shall be governed by the limits prescribed under Schedule XIII [Section II.--Part II (A)] of the Companies Act, 1956 and any amendments thereto.

Mr. Rajesh Jhaveri and Mr. Kamlesh Jhaveri themselves and Mr. Jitendra Jhaveri and Mr. Bhadresh Jhaveri are deemed to be considered as interested directors.

The particulars set above may be treated as an abstract of the terms of appointment of Mr. Rajesh Jhaveri as Managing Director and Mr. Kamlesh Jhaveri as Whole Time Director of the Company as required to be given under the provisions of section 302(2) of the Companies Act, 1956.

The Board of Directors feels that aforesaid re-appointment of Mr. Rajesh Jhaveri as Managing Director and Mr. Kamlesh Jhaveri as Whole Time Director, is in the interest of the Company and therefore, recommends the resolution set out at item no. 5 & 6 of this notice.

Regd. Office :

301, Payal Towers II,
Sayajigunj,
Baroda-390 005
Date: 30-07-2007

By order of the Board,
For JHAVERI CREDITS & CAPITAL LTD.

RAJESH JHAVERI
MANAGING DIRECTOR



DIRECTORS' REPORT

To,
The Members

The Directors of your Company present to you the 13th Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2007.

FINANCIAL RESULTS

(Rs. in lacs)

Particulars	Year ended 31.03.2007	Year ended 31.03.2006
Sales & Other Income	99.24	47.93
Total Expenditure	82.20	39.59
Operating Profit	17.04	8.34
Interest, Finance Charges & Exchange variation	0.32	0.50
Gross Profit/(Loss) for the year	16.72	7.85
Depreciation	2.06	1.52
Profit/(Loss) for the year	14.66	6.33
Less: Provision for Taxation	4.00	1.90
Profit after Tax	10.66	4.43
Transfer to Special General Reserve (u/s 45-IC)	2.13	0.89
Less: previous Year's Tax	(0.053)	4.13
Add : Surplus b/f from previous year	(0.59)	(42.99)
Balance carried forward to Balance Sheet	8.58	(0.59)

DIVIDEND

The Directors do not recommend any dividend in view of insufficient profit.

REVIEW OF OPERATIONS

The income for the year under review has increased to Rs 99.24 Lacs from Rs 47.93 lacs in year 2006-07

The Company has earned profit of Rs.14.66 Lacs as against a profit of Rs.6.33 lacs in the previous year. The performance of the Company has been adversely affected mainly due to large NPAs in assets and investments and tightening of norms by the regulatory authorities. Your Company is also focusing on non-fund based activities to improve its financial performance in the coming years.

FIXED DEPOSITS

The Company is not accepting public deposits. The amount of unclaimed deposits as on 31st March, 2007 was NIL.



DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217(2AA) of the Companies Act, 1956, the Directors hereby confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have 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 of the Company for that period;
- iii) the Directors have taken proper care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) Directors have prepared the annual accounts on a going concern basis.

DIRECTORS

In pursuance of the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri Kantilal N. Patel and Shri Ashesh Trivedi, directors retire by rotation and being eligible, offer themselves for reappointment.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Stock Exchange Listing Agreement, a report on Corporate Governance and Management Discussion and Analysis is given in the Annexure-A forming part of the Report.

Auditor's Certificate regarding compliance of conditions of Corporate Governance is given in the Annexure-B.

AUDITORS

The Board proposes to re-appoint M/s. S.C. Trivedi, Chartered Accountants, Vadodara as Statutory Auditors of the Company for the year 2007-08. They will hold office until the conclusion of the next Annual General Meeting. The Board recommends their appointment.

SUBSIDIARY COMPANY

The Audited Accounts of Maulik Kruti Resources Limited, and Jhaveri High-Tech Agro Limited, subsidiary companies for the year ended 31-03-2007 together with the Directors report are attached to the Accounts pursuant to the provisions of Section 212 of the Companies Act, 1956.



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

The information required under the provisions of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable to the Company.

PARTICULARS OF EMPLOYEES

The Company has no employees whose particulars are to be disclosed in terms of Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

APPRECIATION

Your Directors would like to place on record their appreciation and thanks to the Banks, Company's customers, suppliers, investors and employees for their valuable support and co-operation.

For and on behalf of the Board

Vadodara
30th July, 2007

Sd/-
CHAIRMAN