



**KINETIC
T R U S T
LIMITED**

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**XIIth
ANNUAL REPORT
2003-2004**

KINETIC TRUST LIMITED

KINETIC TRUST LIMITED

BOARD OF DIRECTORS

Vinod Bansal
Rajesh Arora
Ashok Juneja
Vinay Aggarwal

Director
Director
Director
Director

BANKERS

State Bank of Indore
Bank of Baroda

Bank of India

AUDITORS

Rajesh B Mangla & Associates
102, Guru Chambers,
2501/8, Beadon Pura,
Ajmal Khan Road, Karol Bagh
New Delhi- 110005

LEGAL ADVISORS

Pramod Verma

REGISTERED OFFICE

527-R City Tower,
11nd Floor,
Model Town,
Ludhiana – 141002
TEL: 0161 5000524, 2428238
FAX: 0161 2430029

CORPORATE OFFICE

1406, Vikram Tower,
16, Rajendra Place,
New Delhi – 110 008.
Tel. : 25720145-7
Fax : 25860460
email : kintrust@vsnl.com

SHARE TRANSFERS AND OTHER COMMUNICATIONS

Shares Department
Intime Spectrum Registry Limited
A-31, 111rd Floor, Naraina Industrial Area,
Phase-I, Near PVR Naraina,
New Delhi –110 028
Tel.: 51410592-94
Fax: 51410591
Email. delhi@intimespectrum.com

INVESTORS GRIEVANCES

MRS. KIRAN DUGGAL
COMPLIANCE OFFICER,
Kinetic Trust Limited
1406, Vikram Tower,
16, Rajendra Place,
New Delhi – 110 008.

KINETIC TRUST LIMITED

NOTICE

Notice is hereby given that Twelvth Annual General Meeting of the Members of Kinetic Trust Limited will be held as scheduled below:

Day:	Saturday
Date:	25th September 2004
Time:	12.30 p.m.
Place:	527R, City Towers, Second Floor, Model Town, Ludhiana.

to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2004 and Profit & Loss account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Directors in place of those retiring by rotation.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

For and on behalf of the Board

Place: New Delhi
Date: 28-08-2004

sd/-
Vinod Bansal
Director

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 and the proxy need not be a member of the company. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. All the documents referred to in the accompanying Notice are open for inspection at the Registered Office of the company during Office hours on all working days except Sundays and Holidays between 11.00 a.m. and 1.00 p.m. up to the date of this Annual General Meeting.
3. Members desiring any information on accounts etc. are requested to write to the Company at least 10 days in advance of the Meeting so as to enable the Management to keep the information ready.
4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Register of Members & Share Transfer Books will remain closed on 23rd September 2004 and 24th September 2004.
6. Shareholders are requested to intimate the Company for change of address, if any, immediately for updating of records.
7. No gifts will be distributed in the Annual General Meeting.

KINETIC TRUST LIMITED

DIRECTOR'S REPORT

Dear members,
Kinetic Trust Limited.
Ludhiana.

Your directors take great pleasure in bringing this TWELVTH Annual Report on the business and operations of the company for the financial year 2003-2004.

FINANCIAL RESULTS

The financial highlights of the company in the financial year 2003-2004 as compared to previous year are tabled below for your consideration:

Particulars	Current Year	Previous Year
Sales	0.00	0.00
Other Income	19.90	15.13
Profit (Loss)/before dep. / amortisation	(2.71)	2.68
Dep /amortisation etc.	2.45	3.52
Profit/(Loss) before tax	(5.16)	(0.84)
Dividend	NIL	NIL

PERFORMANCE OF THE COMPANY

The company concentrated on its main business activity of corporate consultancy and financial services. The company results have improved in a modest way as compared to previous year results. On the basis of its professional strength and expertise in consultancy the company proposes to make all its efforts to sustain the trend of growth at a good pace in the coming years.

AUDITORS

The Auditors M/s Rajesh B. Mangla & Associates, Chartered Accountants retire at the ensuing Annual General Meeting and have confirmed their eligibility and willingness to accept office, if re-appointed. Your Directors recommend their appointment.

DIRECTORS

There was no change in the Directors during the year. In accordance with the provision of the Companies Act, 1956 and the Articles of Association of the Company Mr. Rajesh Arora, Director, retires at the Twelvth Annual General Meeting and being eligible offers himself for reappointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

As per the requirements of section 217 (2AA) of the Companies Act, 1956, your Directors confirm as under:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed along with the proper explanations relating to material departures;
2. We 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 or loss of the company for that period;
3. We 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;
4. We have prepared the annual accounts on a going concern basis.

REGISTRATION WITH RESERVE BANK OF INDIA AS NBFC

The Company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998.

KINETIC TRUST LIMITED**INFORMATION PURSUANT TO THE PROVISIONS OF PARA 10 OF NON- BANKING FINANCIAL COMPANIES (RBI) DIRECTIONS, 1977.**

Neither the Company has accepted any Public Deposits during the year nor the Company is holding prior Public Deposits, therefore the information called for is not applicable.

PARTICULARS OF EMPLOYEES

The particulars required u/s 217(2A)(b)(ii) of the companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, as amended are not applicable as none of the employees of the company is in receipt of remuneration more than the prescribed under section 217(2A) of the Companies Act 1956 as amended and therefore no information in this regard is required.

AUDITORS REPORT

The notes referred to by the auditors in their report are self explanatory and therefore these do not call for any further comments on the Auditors Report under section 217(3) of the Companies Act, 1956.

CORPORATE GOVERNANCE

The compliance with requirements of clause 49 of the Listing Agreement with regard to Corporate Governance as per schedule prescribed by the Stock Exchange is being taken care of.

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

The company is a finance company, therefore the information with regard to conservation of energy, technology absorption as required by the Companies (Disclosure of particulars in the board of directors) Rules 1988 relating to conservation of energy and technological absorption do not apply and hence no disclosure is being made in this report.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	Current Year (Rs.)	Previous Year (Rs.)
(a) Foreign Exchange Inflow	Nil	Nil
(b) Foreign Exchange Outflow	Nil	Nil

OTHER INFORMATION

All other information pursuant to requirements of Section 217 of the Companies Act, 1956 read with rules is either Nil or Not Applicable.

ACKNOWLEDGEMENTS

Your Directors place on record their sincere appreciation of the sustained and dedicated efforts put in by the employees at all levels. The Company is also grateful to the bankers for there continuing assistance and co-operation.

Your Directors sincerely thank the shareholders of the Company for the confidence reposed by them in the Company and for the continued support extended by them to the Company.

For and on behalf of the Board

Place: New Delhi

Date: 28-08-2004

sd/-
Vinod Bansal
Director

The Board of Directors
Kinetic Trust Limited
Ludhiana

KINETIC TRUST LIMITED

REPORT ON CORPORATE GOVERNANCE

(Forming part of Director's Report for the year ended 31st March 2004)

a. Company's philosophy on code of Governance

The company is committed to good corporate governance. The company respects the rights of its shareholders to information on the performance of the company and it is its endeavor to maximize the long-term value to the shareholders of the company. The compliance Report is prepared and given below in conformity with the mandatory requirements of the Listing Agreement with the Stock Exchanges.

b. Board of Directors:

The composition of Board of Directors as on 31st March 2004 is as follows:

Category	No. of Directors	%
Promoters/Executive Directors	2	50%
Non-executive Directors	2	50%

- Five board meetings were held during the year. The dates on which the meetings were held are as follows: 30th April 2003, 27th July 2003, 23rd August 2003, 27th October 2003 and 30th January 2004.
- The attendance of directors at Board Meetings and at the last Annual General Meeting and the number of other directorships and committee memberships in public companies (being a director as on the date of Director's Report) is given below:

Name of Director	Category of Directorships	No. of Board Meetings attended	Last AGM attended	No. of other Directorships held in Public companies	No. of other committee Memberships
Vinod Bansal	Promoter/Executive	5	Yes	-	NIL
Rajesh Arora	Promoter/Executive	5	Yes	-	NIL
Ashok Juneja	Non Executive	4	No	3	NIL
Vinay Aggarwal	Non Executive	1	No	-	NIL

Audit Committee:

The provisions of section 292A of the Companies (Amendment) Act, 2000 are not applicable to the company.

Remuneration to Directors

The Directors are not paid any remuneration.

Shareholders/ Investors Grievance Committee:

The company attends the shareholders/investors grievances/correspondence expeditiously. No share transfers were pending as on 31-3-2004.

KINETIC TRUST LIMITED

General Body Meeting

The last three Annual General Meetings were held at D-185, Phase –VI, Focal Point, Dhandri Kalan, Ludhiana.

No special resolutions were put through postal ballot last year.

Disclosure

The company has not entered into any transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives, etc., that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures passed on the company by the stock exchanges, SEBI or any other statutory authority relating to the above.

Means of communication

The quarterly results are published in the newspapers and are not being sent to each household of shareholders.

The results are usually published in the following newspapers:

1. The Pioneer
2. Veer Arjun

General Shareholder information:

Date, Time and Venue of the AGM	Saturday, 25th September 2004 at 12.30 p.m. at 527R, City Tower, Model Town, Ludhiana.
Financial calendar	April to March
Adoption of quarterly results for the quarter ending	3rd/fourth week of
30th June 2004	July 2004
30th September 2004	October 2004
31st December 2004	January 2005
31st March 2005	April 2005
Date of Book closure	23rd September and 24th September 2004
Dividend Payment Date	NA
Listing on Stock Exchanges	Ludhiana Stock Exchange Ass. Ltd., The Stock Exchange Mumbai, The Delhi Stock Exch Ass. Limited
Address for correspondence	Regd. Off: 527R, City Tower, Second Floor, Model Town, Ludhiana. Corp. off: 1406, Vikram Tower, Rajendra Place New Delhi-110008 Registrar and transfer Agents: M/s Intime Spectrum Registry Limited. A-31, Third Floor, Naraina Industrial Area, Phase-I, New Delhi-110028