

RAJMATA INVESTMENTS AND FINANCE LIMITED

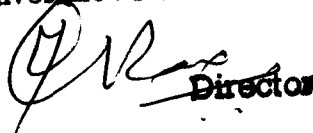
ANNUAL REPORT

Report **2004-2005** Junction.com

Regd. Office:

305, Bluechip Arcade, 3-6-111, Himayatnagar, Hyderabad-500029.

Rajmata Investments and Finance Ltd


Director

RAJMATA INVESTMENTS AND FINANCE LIMITED

305, Bluechip Arcade, 3-6-111, Himayatnagar, Hyderabad-500029.

BOARD OF DIRECTORS

M. VENKATESWARA RAO
DIRECTOR

B.V.RAJA
DIRECTOR

M. RAMESH KUMAR
DIRECTOR

SURYARAJ KUMAR
DIRECTOR

AUDITORS:

P.R.V.ASSOCIATES

Chartered Accountants,
3-6-203, Ground Floor,
Himayatnagar, Hyderabad,
A.P.: 500 029.

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NOTICE

Notice is hereby given that the **24th Annual General Meeting** of the Members of the **RAJMATA INVESTMENTS AND FINANCE LIMITED** will be held on Friday the **30th day of September 2005** at 3.00 p.m. at **305, Bluechip Arcade, Himayatnagar, Hyderabad- 500029** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2005 and the Profit and Loss Account for the financial year ended as on that date and the Report of Directors' and Auditors thereon.
2. To appoint a Director in place of **Mr. B.V.Raja**, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company to hold office as such from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

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

"RESOLVED THAT **Mr. Suryaraj Kumar**, who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 by the Board w.e.f. 20th August 2005 and who holds office as such upto the date of the ensuing Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 read with Section 190 of the said Act, along with a deposit of Rs.500/- proposing ~~his~~ candidate for the office of Director of the Company be and is hereby appointed as a Director of the Company whose period of office shall be determinable by retirement of Directors by rotation."

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself, and a proxy need not to be a Member of the Company.** The Proxy form duly filled in should be deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting. All alterations/ corrections made in the form of Proxy should be initialed by the Member

2. The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956 in respect of the items of Special business under item no. 4 is annexed hereto.
3. Members are requested to bring their copies of Annual Report to the Meeting.
4. The Register of Members and Share Transfer Books shall remain closed on 29th and 30th September 2005.
5. Members / Proxies to bring the Attendance Slip sent herewith duly filled in for attending the Meeting.

FOR AND ON BEHALF FO THE BOARD

Sd/-

M. VENKATESWARA RAO
Director

Place: Hyderabad
Date: 07.09.2005

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No.4:

The members may note that **Mr. Suryaraj Kumar** was introduced into the Board as an Additional Director of the Company with effect from **20th August 2005**, pursuant to Section 260 of the Companies Act, 1956. He holds the office as such up to the date of the ensuing Annual General Meeting. The Company has received a Notice in writing from a member of the Company along with a deposit of Rs 500/-, conveying his intention to propose the candidature of Mr. Suryaraj Kumar as Director of the Company under Section 257 read with Section 190 of the Companies Act, 1956. The period of said Director shall be liable to be determined by retirement of Directors by rotation.

Hence the resolution is commended for your approval.

None of the Directors of the Company except Mr. Suryaraj Kumar, is concerned or interested in the resolution.

FOR AND ON BEHALF OF THE BOARD

Sd/-

M. VENKATESWARA RAO
Director

Place: Hyderabad
Date: 07.09.2005

DIRECTORS REPORT

Your Directors have pleasure in presenting the **24th Annual Report** along with the Audited Accounts of the Company for the year ended **31st March 2005**.

FINANCIAL RESULTS:

During the year under review your company has suffered a loss of Rs.61,469 as compared to a loss of Rs.1,37,791 for the previous year. The loss primarily represents routine administrative expenses incurred by the company towards maintenance of day to day affairs. Secondly, the company did not generate any revenue due to nil business activities.

Despite several efforts, during the last financial year, the company could not carry out any business operations. The company has planned to diversify into other viable areas like entertainment, media and health care industry etc. It is expected that the company shall commence some business activity in the ensuing financial year.

DIVIDEND:

As the Company has not carried out any business activity during the financial year 2004-05, the Directors do not recommend any dividend for the said financial year.

DIRECTORS:

Mr. B.V.Raja, is liable to retire by rotation and being eligible, offers himself for re-appointment.

During the year under review, the Board appointed **Mr. Suryaraj Kumar** as Additional Director. The Company has received a Notice, complying with the provisions of 257 & 190 of the Act, proposing the candidature of Mr. Suryaraj Kumar as Director of the Company whose period of office is determinable by retirement of Directors by rotation.

The relevant resolutions are proposed for your approval.

AUDITORS:

M/s. PRV Associates, Chartered Accountants, the Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting.

A Special Notice in terms of Section 190 has been received U/s 225 (1) of the Companies Act, 1956, proposing the appointment of **M/s R.P.Madhu & Co.**, Chartered Accountants, Chennai as Statutory Auditors of the Company in place of **M/s. PRV Associates**, Chartered Accountants.

The retiring Auditors informed the Company that they have no representation to be made to the company in this regard and expresses their inability to continue as such for further period.

The Company has received a certificate from M/s R.P.Madhu & Co., Chartered Accountants, Chennai, that their appointment if made will be well within the limits laid down under Section 224(1) (B) of the Companies Act, 1956.

The Board recommends their appointment as the Statutory Auditors of the Company.

EXPLANATION TO AUDITORS OBSERVATIONS:

- With reference to Clause (ii) (e) in the Auditors Report, it may be noted that:

Both Mr. K. Srinivas Gupta and Mr. K.C.K.A. Gupta have not furnished declarations as required U/s 274(1)(g) of the Companies Act, 1956. Further both of them have ceased to be the Directors of the Company by virtue of 283(1)(g) of the Companies Act, 1956 w.e.f. 30th July 2005. As such the company has not provided any written representation about their disqualification to the Auditors of the Company.

- With reference to Clause (ii) (f) in the Auditors Report, it may be noted that:

as a matter of policy, the company provides for retirement benefits as and when incurred and therefore such expenses are maintained on cash basis but not on accrual basis.

- Clause i b) in the Annexure to the Auditors Report is self explanatory and needs no further explanation.
- With reference to Clause x) in the Annexure to the Auditors Report, it may be noted that:

the accumulated losses are being carried forward from previous years. It was expected that the Company shall commence operations during the year and be able to post positive results. Since, the Company could not do any business during the current year, the company could not wipe out earlier losses. Since it did not have any income, the minimum fixed revenue expenditure incurred during the year turned out to be the cash loss for the year.

FIXED DEPOSITS:

During the year under review, the Company did not accept or renew any deposits falling within the purview of Section 58A of the Companies Act, 1956.

PARTICULARS OF EMPLOYEES:

There are no employees whose particulars are to be furnished U/s 217(2A) of the Companies Act, 1956 read with Companies Act (Particulars of employees) Rules 1975, as the remuneration of none of the employees has crossed the limits as specified under the above Section i.e. of Rs.2,00,000 per month or Rs. 24,00,000 per annum.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors of your Company hereby report:

- (i) that in the preparation of Annual Accounts for the year ended 31st March, 2005, the applicable Accounting Standards have been followed along with the proper explanation relating to material departures:
- (ii) that the directors 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 ended 31st March, 2005 and of the loss of the Company for that period:
- (iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors have prepared the annual accounts on a going concern basis for the financial year 2004-2005.

COMPLIANCE CERTIFICATE:

As the members are aware, **M/s. P.S.Rao & Associates**, Company Secretaries have been appointed to issue the Compliance Certificate for the financial year 2004-2005. In this regard, the company has obtained the Compliance Certificate for the financial year 2004-2005 and a copy of the same is attached herewith.

LISTING:

The members may note that the Company's Shares continues to be listed on the Stock Exchange, Mumbai. The Company has paid the Listing Fees for the financial year 2005-06.

CORPORATE GOVERNANCE:

It may be noted that the Company is not mandatorily required to implement the principles of Corporate Governance as prescribed under Clause 49 of the Listing

Agreement. However, the Company has initiated steps in the direction of implementing the code of Corporate Governance to the extent possible.

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

Information as required under 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, is annexed as an Annexure to this Report.

ACKNOWLEDGEMENTS:

Your Directors express their profound gratitude for the support and confidence reposed by the Bankers, Financial Institutions, Shareholders & Customers. Further, your Directors also wish to place on record their sincere appreciation to the employees at all levels for the continued contributions made by them towards the growth of the Company.

FOR AND ON BEHALF OF THE BOARD

Sd/-
M.Venkateswara Rao
Director

Sd/-
M.Ramesh Kumar
Director

Place: Hyderabad
Date: 07.09.2005

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