

SHREE DHANOP FINANCE AND CONSULTANCY LIMITED

167, Atlanta Building, Nariman Point, Mumbai - 400 021. Tel.: 56043562

NOTICE

NOTICE is hereby given that Annual General Meeting of the Members of Shree Dhanop Finance & Consultancy Limited will be held at the Registered office of the Company at 167, Atlanta, Nariman Point, Mumbai – 400 021 on Monday, 27th September, 2004 at 11.30 A.M. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Profit & Loss Account for the year ended 31st March, 2004 and the Balance Sheet as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Narendra Kumar Mansinghka retiring by rotation and being eligible for re-appointment.
3. To appoint Mr. Chirag Pittie as Director of the Company, liable to retire by rotation.
4. To appoint Mr. Rishi Mirchandani as Director of the Company, liable to retire by rotation.
5. To appoint an Auditor and fix their remuneration.

By Order of the Board of Directors



Chirag Pittie
Director

Mumbai, 31st August, 2004

Registered Office:

167, Atlanta,
Nariman Point
Mumbai – 400 021.

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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/herself. The proxy need not be a member of the Company.
2. The Proxy Form duly completed and signed should be deposited at the Registered Officer of the Company not less than 48 hours before the time fixed for the Meeting.
3. The Register of Members and Share Transfer Register of the Company shall remain closed from 9th September, 2004 to 10th September, 2004 inclusive of both days.
4. The Explanatory statement pursuant to section 173 of the Act is enclosed herewith.



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Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956:

Item No. 3 and 4:

Mr. Chirag Pittie and Mr. Rishi Mirchandani were appointed as an additional Directors of the Company at the Board Meeting held on 28.06.2004 and shall hold office until the conclusion of this Annual General Meeting. A Notice under section 257 along with requisite deposits of Rs. 5000/- had been received from a shareholder intending to appoint Mr. Chirag Pittie and Mr. Rishi Mirchandani as Directors of the Company. Mr. Chirag Pittie is Bachelor of Science in Business Management (London), and Mr. Rishi Mirchandani is a graduate. Their appointment as Directors shall help in development of the Company.

Your Directors recommend their appointment.

None of the Directors are interested and concern in the above resolution.



By Order of the Board of Directors

Chirag Pittie
Director

Mumbai, 31st August, 2004

Registered Office:

167, Atlanta,
Nariman Point
Mumbai – 400 021.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Annual Report of the Company for the period ended 31st March, 2004.

Financial Results

	As on 31.03.2004 Rs.	As on 31.03.2003 Rs.
Total Income	1000	0
Net Loss for the year	84739	73366
Loss brought forward from Last year	2960634	2884268
Debit carried to Balance Sheet	3045573	2960634

Dividend

Your director recommended no dividend on the Equity Capital of the Company for the financial year ended 31st March, 2004.

Public Deposits

During the year under review, the Company has not accepted any fixed deposits including any unsecured loans from the public.

Energy Conservation, Technology Absorption and Foreign Exchange

Your Company is not a Manufacturing Company and hence provisions of Section 217(1)(e) are not applicable.

Particulars of Employees

There are no employee drawing remuneration more than the limit prescribed in section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars in the Report of Board of Directors) Rules, 1988. Therefore no information is provided in this report.

Directors

Your Directors confirms that none of the Directors of the Company are disqualified as on 31st March, 2004 from being appointed as Director in terms of Section 274 (1) (g) of the Companies Act, 1956 as amended to date.

Mr. Chirag Pittie and Mr. Rishi Mirchandani have been appointed as additional Director on 28.06.2004.