

REF: NOTICE

SARASWATI COMMERCIAL (INDIA) LIMITED
Regd. Office : 15, Chittaranjan Avenue, 4th Floor, Calcutta - 700 072.

NOTICE

NOTICE is hereby given that the 19th Annual General Meeting of the members of Saraswati Commercial (India) Limited will be held at the Registered Office of the company on Saturday the 28th September, 2002 at 4.00 P.M. to transact the following business.

1. To consider and adopt the Profit & Loss Account for the year ended 31st March, 2002 and Balance Sheet as at that date and the Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Shri Parag J Shah who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and fix their remuneration.

BY ORDER OF THE BOARD

Jaysukhlal N. Shah
JAYSUKHLAL N. SHAH
Director

Place : Calcutta
Dated : 12.08.2002

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. A Proxy need not be a member.
2. The Register of members of the company will remain closed from 23rd September, 2002 to 28th September, 2002 (Both days inclusive)

CERTIFIED TRUE COPY

For SARASWATI COMMERCIAL (I.) LTD.
Jaysukhlal N. Shah
DIRECTOR/AUTHORISED SIGNATORY

REF: DIRRE

SARASWATI COMMERCIAL (INDIA) LIMITED
DIRECTORS REPORT

Dear Shareholders,

We have pleasure in presenting to you the 19th Annual Report of your company together with the Audited Balance Sheet and the Profit & Loss Account for the year ended 31st March, 2002.

FINANCIAL RESULTS

	For the year ended March 31, 2002 (Rs. in Lacs)	For the year ended March 31, 2001 (Rs. in Lacs)
Profit before tax	20.98	(0.81)
Add Income Tax for earlier year	-	(0.70)
Provision for taxation	-	-
Deffered Tax	00.01	-
Net Profit/(Loss)	20.97	(1.51)
Add : Profit Brought Forward	96.88	98.40
Less : Transfer to General Reserve	-	-
Balance carried to Balance Sheet	117.86	96.88

SUBSIDIARY COMPANIES

During the year M/s Sareshwar Trading and Finance Pvt. Ltd. and M/s Mahotsav Trading and Finance Pvt. Ltd. are ceased to be subsidiaries of the company as the company's holding in these companies fall below 51% of their share capital.

DIVIDEND

With a view to conserve resources for future your Directors do not recommend any dividend for the year.

DIRECTORS

Shri Parag J. Shah retires by rotation and being eligible offer themselves for reappointment.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956 the Board of Directors hereby state :

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed.
2. 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 and of the profit or loss of the Company for that period

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3. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors have prepared the annual accounts on a going concern basis.

AUDITORS

The term of M/s. Sandeep Ajmera & Associates, Chartered Accountants as Auditors of the Company expires at the conclusion of this Annual General Meeting and are eligible for reappointment.

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

The Directors have nothing to report on the aforesaid matter as the company is not engaged in any manufacturing, has no foreign collaboration and has not exported or imported any goods and services.

PARTICULARS OF EMPLOYEES

Provisions of Section 217 (2A) of the Companies Act, 1956 are not applicable as no employees was in receipt of remuneration to the extent laid down therein.

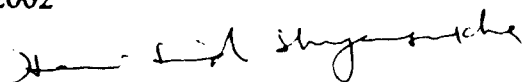
APPRECIATION

Your Directors wish to place on record their appreciation of services of the staff of the company which have contributed to the good management of the company's affairs and administration.

FOR AND ON BEHALF OF THE BOARD

Place : Calcutta

Date : 27.06.2002



HARISINGH SHYAMSUKHA
Director



JAYSUKHLAL N. SHAH
Director

AUDITOR'S REPORT

REPORT TO THE MEMBERS OF SARASWATI COMMERCIAL (INDIA) LIMITED.

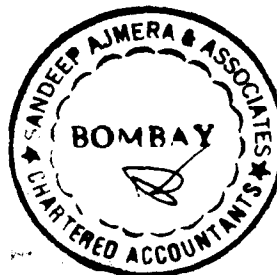
We have audited the attached Balance Sheet of, SARASWATI COMMERCIAL (INDIA) LIMITED as at 31st March, 2002 and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i). We have obtained all the informations and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
- ii). In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
- iii). The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- iv). In our opinion, subject to note no. 4 of Schedule 'XV' regarding valuation of stock in trade of shares at cost instead of at lower of cost or market value, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
- v). On the basis of written representations received from the directors, as on 31st March, 2002 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2002 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.



CERTIFIED TRUE COPY

For SARASWATI COMMERCIAL (I.) LTD.

Jaybhushan Shah

DIRECTOR/AUTHORISED SIGNATORY

Sandeep Ajmera & Associates

Continuation Sheet _____

CHARTERED ACCOUNTANTS

- vi). In our opinion and to the best of our information and according to the explanations given to us, the said accounts subject to Note No. 4 of Schedule 'XV', regarding valuation of stock in trade, valued at cost price instead of lower of cost or market price, read together with other notes thereon appearing on schedule - 'XV' and elsewhere, give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a). in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2002; and
- b). in the case of the Profit and Loss Account, of the 'Profit' for the year ended on that date.

**FOR SANDEEP AJMERA & ASSOCIATES
CHARTERED ACCOUNTANTS**



**(SANDEEP AJMERA)
PROPRIETOR**

PLACE: MUMBAI

DATED: 27 JUN 2002



1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. Physical verification of assets has been conducted by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. None of the fixed assets have been revalued during the year.
3. Physical verification has been conducted by the management at reasonable intervals in regard of share and debentures.
4. In our opinion and according to the information and explanation given to us, the procedures followed by the Management for physical verification of stock of shares and debentures are reasonable and adequate in relation to the size of the company and the nature of its business.
5. As explained to us, there were no material discrepancies noticed on physical verification of shares and debentures.
6. On the basis of our examination, the valuation of stocks is fair and proper in accordance with the normally accepted accounting principles except as indicated in note no. 4 of schedule XV regarding valuation of stock of shares at cost instead of at lower of cost or market value and the basis of valuation is same as in the preceding year.
7. The Company has not taken any loans, secured or unsecured from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 and/or from the Companies under the same management as defined under Section 370(1B) of the Companies Act, 1956 where the rate of interest and terms and conditions are prima facie prejudicial to the interest of the Company.
8. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956 and/or to Companies under the same management as defined under Section 370(1B) of the Companies Act, 1956 where the rate of interest and terms and conditions are prima facie prejudicial to the interest of the Company.
9. The parties and employees to whom the loans or advances in the nature of loans have been given by the Company are repaying the principal amounts wherever stipulated and are also regular in payment of interest, wherever applicable.
10. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase and sales of shares and debentures and other assets.
11. In our opinion and according to the information and explanations given to us, the transactions of purchase of goods and materials and sale of goods, materials and services, made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more in respect of each party have been made at prices which are reasonable having regard to the prevailing market price of such goods, materials or services or the prices at which transactions for the similar goods, materials or services have been made with other parties.

CHARTERED ACCOUNTANTS

12. The Company has not accepted any deposit from the public under section 58 A of the Companies Act, 1956 and rules framed thereunder during the year under review.
13. In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
14. The Company is not required to maintain cost records under section 209 (1) (d) of the Companies Act, 1956.
15. As informed to us provisions of Employees Provident Fund & Miscellaneous Provisions Act, 1952 and Employees State Insurance Act, are not applicable to the Company.
16. According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Custom Duty & Excise Duty which have remained outstanding as at the last day of the financial year concerned for a period of more than six months from the date they became payable.
17. On the basis of our examination of records and according to the information and explanations given to us, no personal expenses have been charged to revenue account other than those payable under contractual obligation.
18. The Company has maintained proper records of transactions and contracts in respect of trading in shares, debentures and other securities and that timely entries have been made therein. All Shares, Debentures and other securities have been held by the Company in its own name save for certain shares, which are either lodged for transfer or held with valid transfer forms.
19. Other Clauses of the aforesaid order are not applicable to the Company.

As required by the Non Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 1998. We further state that we have submitted a Report to the Board of Directors of the Company containing a statement on the matters as specified in the said directions namely the following:

- i). The Company incorporated prior to January 9, 1997 had applied for Registration as provided in section 45 IA of the Reserve Bank of India Act, 1934 (2 of 1934) and has been granted Registration Certificate No. 05-00094 dated 18.02.1998.
- ii). The Board of Directors has passed a Resolution for non-acceptance of any Public Deposits on 29-4-2001.
- iii). The Company has not accepted any Public Deposits during the year under reference.
- iv). The Company has complied with the prudential norms relating to Income recognition accounting standards asset classification and provisioning for bad and doubtful debts as applicable to it.

Rathi & Associates

COMPANY SECRETARIES

SUNDER BHUVAN, 3RD FLOOR, 28/38, PERIN NARIMAN STREET, (BAZARGATE STREET), FORT MUMBAI - 400 001 (INDIA)
TEL 265 4834, 262 6999, 262 2552 • FAX 262 6327 • E-mail nrathics@bom5.vsnl.net.in

SECRETARIAL COMPLIANCE CERTIFICATE FOR THE YEAR ENDED 31ST MARCH 2002 IN RESPECT OF SARASWATI COMMERCIAL (INDIA) LIMITED.

Registration No of the Company: **21 - 35720**

Nominal Capital: **Rs. 75,00,000/-**

To,
The Members,
Saraswati Commercial (India) Limited,
Mumbai.

I / We have examined the registers, records, books and papers of **Saraswati Commercial (India) Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March 2002** (financial year). In my / our opinion and to the best of my / our information and according to the examinations carried out by me / us and explanations furnished to me / us by the Company, its officers and agents, I / We certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made thereunder.
3. The Company, being a public limited Company, comments are not required.
4. The Board of Directors duly met **nine** times respectively on 9th April 2001, 28th April, 2001, 29th April, 2001, 31st July 2001, 1st August, 2001, 10th August, 2001, 30th October 2001, 24th December, 2001 and 30th January 2002 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 22nd September 2001 to 28th September 2001.

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6. The annual general meeting for the financial year ended 31st March 2001 was held on 28th September 2001 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under section 295 of the Act.
9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificate during the financial year.
13. The Company:
 - (i) has delivered all the certificates on lodgement thereof for transfer in accordance with the provisions of the Act. There was no allotment / transmission of securities during the financial year.
 - (ii) has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) was not required to transfer any amount to Investor Education and Protection Fund.
 - (v) has duly complied with the requirements of section 217 of the Act except the comments to be given by the Directors in their report pursuant to sub-section (3) of the said section pertaining to the qualifications/ observations made in the Auditors' Report on the Audited Statement of Accounts of the Company for the year ended 31st March 2001.
14. The Board of Directors of the company is duly constituted and there was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director / Whole time Director / Manager during the financial year.

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