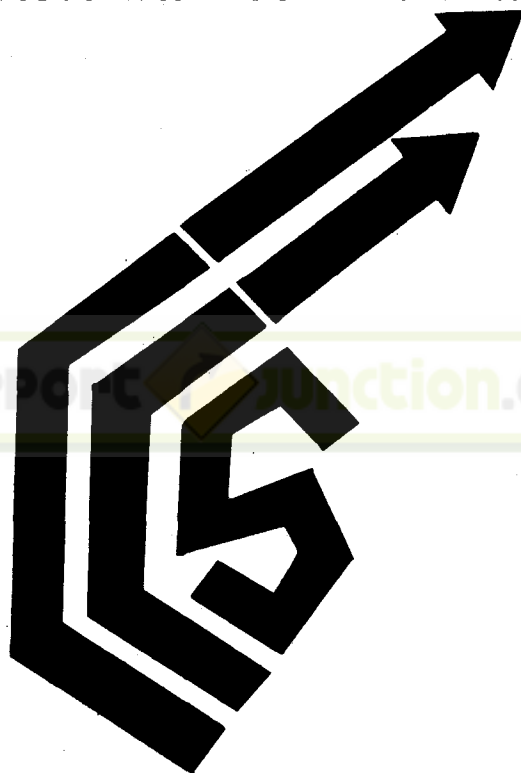


# **COMMITMENT CAPITAL SERVICES LIMITED**

*Services with Commitment*



*11<sup>th</sup>  
Annual Report  
2002 - 2003*

## COMMITMENT CAPITAL SERVICES LIMITED

### *11th Annual General Meeting*

**DATE**

13th September, 2003

**DAY**

Saturday

**TIME**

9.45 A.M.

**PLACE**

Queen Mary School,  
Sector - 25  
Rohini, Delhi-110085

**Board Of Directors**

Mr. M.K. Agarwal  
Mr. B.S. Modi  
Mr. R.L. Bansal  
Mr. J.P. Agarwal  
Mrs. S. Agarwal  
Mr. Anand Kumar

**Auditors**

Mr. G.K. Kedia & Co.  
Chartered Accountants  
New Delhi-110 055

**Registered Office**

14/2369, Gurudwara Road  
Karol Bagh, New Delhi-110 005

**Share Listed at**

The Delhi Stock Exchange Association Ltd.  
The Stock Exchange, Mumbai.

## COMMITMENT CAPITAL SERVICES LIMITED

### NOTICE

Notice is hereby given that the Eleventh Annual General Meeting of COMMITMENT CAPITAL SERVICES LIMITED, will be held on Saturday the 13th day of September, 2003 at 9:45 a.m. at Queen Marry School, Sector 25 Rohini, Delhi-110085 to transact the following businesses:

#### ORDINARY BUSINESS:

- I To receive, consider and adopt the Balance Sheet as on 31st March 2003, the Profit & Loss Account for the year ended on that date alongwith the Auditors Report and Directors Report thereon.
- II To appoint a director in place of Mrs. Sunita Agarwal who retires by rotation and being eligible offers her self for re-appointment.

#### SPECIAL BUSINESS :

- III To Consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution:  
RESOLVED THAT Mr. B.S. Modi, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 in respect of whom the company has received a notice in writing under Section 257 of the Companies Act 1956, proposing his candidature for the office of the Director, be and is hereby appointed as a director of the company, liable to retire by rotation.
- IV To Consider and if thought fit, to pass with or without modification, the following resolution as ordinary resolution:  
RESOLVED THAT Mr. J.P. Agarwal, who was appointed as an Additional Director pursuant to Section 260 of the Companies Act, 1956 in respect of whom the company has received a notice in writing under Section 257 of the Companies Act 1956, proposing his candidature for the office of the Director, be and is hereby appointed as a director of the company, liable to retire by rotation.
- V To appoint the Auditors to hold office from the conclusion of this Annual general Meeting until the conclusion of the next Annual General Meeting and fix their remuneration by passing with or without modification the following resolution as an ordinary resolution:  
"RESOLVED THAT M/s Gupta Garg & Associates, Chartered Accountants, be and are hereby appointed Auditors of the company to hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting in place of retiring auditor M/s G.K. Kedia & Co. Chartered Accountants, at a remuneration as may be decided mutually by Board of directors and the said Auditors.
- VI To Consider and if thought fit, to pass with or without modification, the following resolution as Special Resolution:  
RESOLVED THAT subject to the provisions of Securities & Exchange Board of India (Delisting of Securities) Guidelines 2003 and all other applicable laws, rules, regulations and guidelines and subject to such approval and sanctions, as may be necessary, the consent of the shareholders be and is hereby accorded to the Board of Directors to Delist the Equity Shares of from Jaipur Stock Exchange, (JSE) Jaipur and The Delhi Stock Exchange Association Limited, (DSE) Delhi.

PLACE: New Delhi  
DATE: 22nd May, 2003

For & on Behalf of Board  
Director

# COMMITMENT CAPITAL SERVICES LIMITED

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT 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.  
Members are requested to notify any change in their address immediately to the company's Registered Office giving their folio as reference.
2. Shareholders are requested to bring their copy of Annual Report at the meeting.
3. Members/proxies should fill the attendance slip for attending the meeting.
4. In case of joint holder attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
5. Members who hold shares in dematerialize form are requested to write their Client ID and DP ID numbers and those who hold shares in physical form are requested to write their folio number in the attendance slip for the attending the meeting.
6. All documents referred to in the accompanying Notice and Explanatory statement are open for inspection at the Registered Office of the company on all working days, up to the date of Annual General Meeting.
7. The Register of Members and Share Transfer Book of the company will remain closed from Thursday 21st August, 2003 to Saturday 23rd August, 2003.

## EXPLANATORY STATEMENT :

The explanatory statement pursuant to section 173(2) of the Companies Act 1956 is an annexed to this Notice and forms part of it.

## ITEM NO. III & IV

### Re-appointment of Directors

The Board of director at their meeting held on 26th March, 2003 appointed Mr. J.P. Agarwal and Mr. Bhim Sen Modi as additional directors of the company pursuant to the provisions of Article of Association and Section 260 of the Companies Act, 1956. These directors will hold office upto the date of ensuing Annual General Meeting. The Company has received notices from some members of the company proposing their respective candidates for the office of the Directors.

Keeping in view the experience and qualification of the aforesaid persons, your Directors consider it to be in the interest of the company if they are appointed directors retiring by rotation as per the provisions of the Companies Act 1956.

The Aforesaid directors be deemed to be concerned or interested in the resolution relating to their respective appointment.

None of the other directors are in anyway, concerned or interested in the said resolution.

## ITEM NO. V

### SPECIAL NOTICE

The company has received a special notice from a shareholder of the company signifying his intention to move a resolution for changing the existing auditor of the company and for appointment of M/s Gupta Garg & Associates, Chartered Accountants in his place at the ensuing Annual General Meeting. As per Provision of Section 225(1)(a) of the Companies Act, 1956. The Appointment of the Auditors other than retiring auditors requires a special notice to be sent to the shareholders of the company.

The Company has also received a certificate U/s 224(1B) of the Companies Act 1956 from Gupta Garg & Associates Chartered Accountants that their appointment if made will be within the limits prescribed under the above mentioned section.

## ITEM VI

### SPECIAL RESOLUTION

Securities and Exchange Board of India (Delisting of Securities) Guidelines 2003 permit voluntary delisting of securities. BSE have trading terminals in various cities affording access to the investor to trade and deal in the equity shares across the country.

Since the last few years trading in equity shares of the company on DSE, and JSE is rare and negligible and disproportionate to the listing fees paid by the company to the said Stock Exchange. The delisting of share from these stock exchange will not be infringing upon the rights of its shareholders, when it come to doing free trading on BSE terminal through their Brokers. This ensures transferability of shares and provides liquidity to the shareholders at any point of time.

# COMMITMENT CAPITAL SERVICES LIMITED

## DIRECTOR'S REPORT

TO

Member.

Your Directors have pleasure in presenting the Eleventh Annual Report together with Audited Accounts of the company for the year ended 31st March 2003.

### FINANCIAL RESULTS:

The company earned a profit of Rs. 88829.51 during the financial year.

### DIRECTORS:

Mrs Sunita Agarwal Director of the company who will retire by rotation and being eligible and offer herself for re-appointment.

Mr J.P. Agarwal Director of the company who will retire by rotation and being eligible and offer herself for re-appointment.

Mr B.S. Modi Director of the company who will retire by rotation and being eligible and offer herself for re-appointment.

### DIRECTORS RESPONSIBILITY STATEMENT

Your Directors further report that

- (i) In the preparation of annual accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures:
- (ii) The accounting policies selected by them have been applied 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 as at 31st March 2003 and of the profit of the company for the period ended on that date.
- (iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities:
- (iv) The annual accounts have been prepared on a going concern basis.

### AUDITORS REPORT:

The Observation made by the Auditors with reference to the notes on the Accounts for the year under report is self- explanatory and need no further comments from the Directors.

### AUDITORS:

The terms of present Auditors M/s G.K. Kedia & Co, Chartered Accountants is expiring on the conclusion of forthcoming Annual General Meeting. The company has received a special notice from a member of the company signifying the intention to move a resolution for changing the existing auditor of the company and for appointing M/s Gupta Garg & Associates in his place in the ensuing Annual General Meeting. As per provision of Section 225(1) (a) of the Companies Act 1956, the appointment of Auditors other than the retiring auditors requires a special notice to be sent to the members of the company and an ordinary resolution is required to be passed by the members of the company. The company has also received a certificate U/s 224(1-B) of the Companies Act from Gupta Garg & Associates Chartered Accountants that their appointment if made will be within the limit prescribed.

### FIXED DEPOSITES:

As during the year under review, the company has not accepted any fixed deposits from public and/or shareholder and no deposits have been matured or have remained unpaid during the year, the information required in the terms of clause 10 of the Non- Banking Financial Companies (Reserve Bank) Directions are not required.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO:

The Company being in the financial sector, the particulars required under section 217 (1)(e) of the companies Act 1956 read with the Companies (Disclosure of the particulars in the report of Board of Directors) Rules, 1988 are not applicable. The company has not earned or spends any Foreign Exchange during the year.

### PARTICULARS OF EMPLOYEES:

There being no employee falling within the provisions of Section 217(2) of the Companies Act 1956, with the Companies (Particulars of Employees) Rules 1975.

### CORPORATE GOVERNANCE

As per clause 49 of the Listing Agreement with the Stock Exchange a separate section on Corporate Governance Practices followed by the company together with a certificate from the Company's Auditors confirming compliance is set out in Annexure forming part of this report.

### ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their grateful appreciation for the assistance of Banks. Your Directors also thanks all the shareholders for their continued support and all the employees of the company for their valuable services during the year.

For and on the behalf of the board

Place: New Delhi  
Date: 22nd May, 2003

Director

# COMMITMENT CAPITAL SERVICES LIMITED

## REPORT ON CORPORATE GOVERNANCE

### 1. Company's Philosophy:

The Company is committed to attain the highest standard of corporate governance. It recognize that the Board is accountable to all shareholders for good governance. The philosophy of the company in relation to corporate governance is to ensure transparency in all its operations, make disclosures and enhance shareholders value without compromising in any way in compliance with laws and regulations.

### 2. Board of Directors

The Strength of Board is Six Directors. The Board comprises of all Non-executive Director. During the year six Board of Directors meeting were held on 15.05.2002, 25.06.2002, 27.07.2002, 31.10.2002, 31.01.2003, and 26.03.2003.

The composition of directors and their attendance at the board meeting during the year are as follow:

Name of Director	Category of Directorship	No of Board meeting Attended	Attendance at Last AGM	Other Directorship
M.K. Agarwal	Non-ED	6	Yes	2
Sunital Agarwal	Non-ED	6	No	2
Roshan Lal Bansal	Non-ED	5	No	---
Jagdish Prasad Agawal	Non-ED	1	No	---
Anand Kumar	Non-ED	2	Yes	---
Bhim Sen Modi	Non-ED	1	No	---

### 3. Audit Committee:

#### i) Terms of reference:

The primary function of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibility by reviewing the financial reports; the company's system of accounting and legal compliance that management and the Board have established; and company's auditing, accounting and financial reporting process generally.

The Audit committee reviews reports and meet statutory auditors and discusses their findings, suggestions and other related matters and review major accounting policies followed by the management.

The Audit Committee consist Mr. M.K. Agarwal, Mr. J.P. Agarwal, Mr. Anand Kumar and Mr. Bhim Sen Modi. The Audit Commit constituted on 26th March 2003 and it first meet on 22nd May, 2003.

### 4. Remuneration to Directors

During the year no remuneration paid to the Directors.

### 5. Investors / Shareholders Grievance Committee

The Company's Shares Transfer committee, inter alia, looks into the investors/ Shareholders Grievance. This committee consists of Mr. M.K. Agarwal, Mr. Anand Kumar, Mr J.P. Agarwal, Miss Hema Complains received from Investors/ Shareholders are promptly attended to.

As on 31st March 2003, there was no pendency for transfer / dematerialisation of share.

### 6. General Body meeting

Details of location and time of last three AGMs held:

Financial year	Date	Time	Location
2001-2002	10.08.2002	9:30A.M	HD-8 Pitampura, Delhi-34
2000-2001	14.07.2001	9:45A.M.	HD-8 Pitampura, Delhi-34
1999-2000	22.07.2000	9:45A.M.	HD-8 Pitampura, Delhi-34