

Jhantla Investments Limited

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Annual Report of the Company for the period ended 31st March 2002.

Financial Results

	As on 31/03/2002	As on 31/03/2001
Total Income	1222	1308
Net Loss for the year	48880	22842
Short Provision for earlier year	101348	—
Loss Brought forward from Last Year	1581806	1558965
Debit carried to Balance Sheet	1732034	1591806

Dividend

Your directors recommended no dividend on the Equity Capital of the Company for the financial year ended 31st March 2002.

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, 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

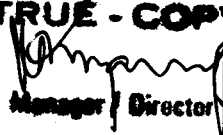
During the year under review Shri Narendra Mansingka were appointed as additional Director with effect from 29th September, 2001. Your Directors proposes their appointment as director at the ensuing Annual General Meeting

Your Directors confirms that none of the Directors of the Company are disqualified as on 31st March, 2002 from being appointed as Director in terms of Section 274 (1) (g) of the Companies Act, 1956 as amended to date.

Directors' Responsibility Statement

The Directors of the Company confirm pursuant to Section 217 (2AA) of the Companies Act, 1956 as under:

1. That in the preparation of the annual Accounts, the applicable accounting standards had been followed along with the proper explanations relating to material departures;
2. That the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give 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. That the Directors had 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 the preventing and detecting fraud and other irregularities;
4. That the directors had prepared the annual accounts on a going concern basis.

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 Manager / Director

Auditors' Report

Your directors have noted the contents of the Auditor's Report on the Financial Accounts for the year ended 31st March 2002. The same is self-explanatory.

Secretarial Compliance Certificate

The Compliance Certificate received in accordance with the provisions of Section 383A (1) of the Act read with the Companies (Compliance Certificate) Rules, 2001 being attached to the Directors' Report. The said Compliance Certificate is self-explanatory and needs no comments. The Board of Directors confirms that the same shall be laid before the Members at the ensuing Annual General Meeting and shall also be filed in original with the Registrar of Companies as required under the law.

Auditors

Shankarial Jain and Associates, Chartered Accountants, Mumbai, retire at the ensuing Annual General Meeting and being eligible, has consented to act as the Statutory Auditors of the Company, if re-appointed.

You are requested to appoint the Statutory Auditors for the Financial Year 2002-2003 and authorise the Board of Directors to fix their remuneration.

Appointment of Company Secretary in Practice

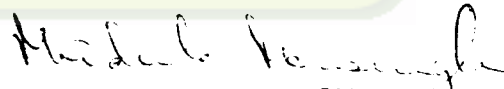
The Board of Directors has appointed Mr. Shirish Shetye, company secretary in Practice (CSP) for issuance of Compliance Certificate in terms of the provisions of Section 383A (1) of the Companies Act, 1956 as amended to date.

Your Directors recommend their re- appointment for the financial year 2002-03.

Acknowledgments

Your Directors acknowledges with gratitude and wish to place on record, their appreciation for the support and co-operation received by the Company from the various Government authorities, Bankers and Shareholders during the year.

For and on behalf of the Board of Directors


CHAIRMAN

Mumbai, 30th May 2002

Chartered Accountants

S. L. Jain,	B. Com., F.C.A.	Phone : 8072110	<input type="checkbox"/>	S. L. Agrawal,	B. Com., F.C.A.	Phone : 8913145
Satish Jain,	B. Com., F.C.A.	Phone : 8084924	<input type="checkbox"/>	D. H. Purohit,	B. Com., F.C.A.	Phone : 8698034
Rajesh Agarwal,	B. Com., A.C.A.	Phone : 8882111	<input type="checkbox"/>	V. N. Agrawal,	B. Com., F.C.A.	Phone : 8062712
12, Engineer Building, 265, Princess Street, Mumbai-400 002.			<input type="checkbox"/>	Phone : 2036623, 2065739		
Fax : 91-22-2086269 <input type="checkbox"/> E-mail : sljain@vanl.com						

AUDITORS' REPORT**TO THE MEMBERS OF JHANTLA INVESTMENTS LTD.**

We have audited the attached Balance Sheet of Jhantla Investment Ltd. 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 misstatement. 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 managements, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988 issued by the Central Government of India in term 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.
2. Further to our comments in the Annexure referred to above, we report that :
 - (I) We have obtained all the information 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.

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Manager / Director



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