

JHANTLA INVESTMENTS LIMITED

ANNUAL REPORT

2004 - 2005

Report  Junction.com

**Regd. Off : A-3, Kit – Kat Appartment, Carter Road No.1,
Borivali (East), Mumbai – 400066.**

JHANTLA INVESTMENTS LIMITED

BOARD OF DIRECTORS

Mr. Sunil K. Chheda

Mr. Jigar J. Shah

Mr. Narendra K. Mansingka

Mr. Ratanshi D. Gogari

Report  Junction.com

AUDITORS

M/s. JAYESH R. SHAH & CO.
Chartered Accountants

**B-2, Swagat, Ciba Society,
Amrut Nagar, Ghatkopar (W),
Mumbai – 400086.**

REGISTERED OFFICE

**A – 3, Kit – Kat Appartment,
Carter Road No.1, Borivali (East).
Mumbai – 400066.**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of the Members of JHANTLA INVESTMENTS LIMITED will be held on Wednesday, the 31st August 2005 at 4.00 P.M. at the Registered office of the Company at A-3, Kit-Kat Apartment, Carter Road No. 1, Borivali (East), Mumbai – 400066, to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2005 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Mr. Sunil K. Chheda who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Ratanshi D. Gogari who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider the re-appointment of M/s. Jayesh R. Shah & Co., Chartered Accountants, as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

Special Business:

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Jigar J. Shah who was appointed as an Additional Director with effect from 13th December 2004 by the Board of Directors and who holds office up to date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Ambalal C. Patel who was appointed as an Additional Director with effect from 13th December 2004 by the Board of Directors and who holds office up to date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of section 257 of the Companies Act, 1956, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to Section 94 and all other applicable provisions, if any, the Companies Act, 1956, Authorised Share Capital of the Company be and is hereby increased from Rs. 30,00,000/- (Rupees Thirty Lacs) divided into 3,00,000 (Three Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs) divided into 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of further 72,00,000 (Seventy Two Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu with the existing Equity Shares."

8. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 16 and other applicable provisions, if any, of the Companies Act, 1956, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by substituting the said Clause V by the following new Clause V :

- V. The Authorised Share Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs only) divided into 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company has power from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf."

9. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Article 3 of the Articles of Association of the Company be and is hereby amended by substituting the said Article 3 by the following new Article 3 :

3. The Authorised Share Capital of the Company is Rs. 7,50,00,000/- (Rupees Seven Crores Fifty Lacs) divided into 75,00,000 (Seventy Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. The Company shall have power to increase, consolidate, sub-divide, reduce or otherwise alter its share capital, subject to the provisions of the Act.

10. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution.

"RESOLVED THAT pursuant to the provisions of section 81, 81 (IA) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum & Articles of Association of the Company and subject to the guidelines issued by the Securities and Exchange Board of India (SEBI) and clarifications thereon issued from time to time, and subject to the provisions of the Listing Agreement with the Stock Exchange, Mumbai where the securities of the Company continue to be listed and subject to such other approvals, permissions and sanctions as may be necessary, and subject further to such conditions and modifications as may be prescribed, stipulated or imposed while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof), in its sole discretion, the consent of the Company be and is hereby accorded to the Board to offer, issue and allot such number of Equity Shares of the face value of Rs. 10/- each not exceeding 48,00,000 (Forty Eight Lacs) Equity Shares of the aggregate face value of Rs. 4,80,00,000/- for cash at par or premium to the Existing Shareholders of the Company on a Right Basis, in one or more tranches, at such time or times and in such ratio as may be fixed and determined by the Board and on such other terms and conditions as the Board may at its absolute discretion and in the best interest of the Company may deem fit.

RESOLVED FURTHER THAT the Equity Shares so offered, issued and allotted shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects with the existing Equity Shares of the Company including the same dividend, if any, to be paid on the new Equity Shares allotted and the existing Equity Shares.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company continue to be listed and traded.

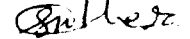
RESOLVED FURTHER THAT such Shareholders who have not lodged their application forms as prescribed in the Right Issue Offer Document on or before the last date for acceptance of applications as provided in such document will be deemed to have declined their respective entitlement to the Right Shares.

RESOLVED FURTHER THAT such of those Equity Shares as are to be issued as new Equity Shares on Right Basis but are not subscribed to by the eligible Shareholders or Renounees, may be disposed off by the Board or a duly constituted Committee of Directors to such person or persons as the Board or such Committee in its absolute discretion thinks most beneficial to the Company, including offering or placing such unsubscribed Equity Shares or a part thereof with any Bank/s, Financial Institution/s, Investment Institution/s, Mutual Fund/s, Foreign Institutional Investor/s or any other person or entities.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or a duly constituted Committee of Directors be and is hereby authorized on behalf of the Company to prescribe and approve the form, format and contents of Right Issue Offer Document (including the draft Letter of Offer and the final Letter of Offer), the Form/s for application to and renunciation of Right Equity Shares and other documents as may be deemed necessary by the Board or a Committee of Directors and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, expedient or desirable for such purpose and to settle all questions, difficulties or doubts whatsoever that may arise in this respect in such manner as the Board in its absolute discretion deem fit without being required to seek any further approval of the Members and to execute all deeds, documents, agreements and writings with the Lead Managers, Bankers, Registrars, Advisors, Underwriters, Depositories and intermediaries whether the appointment of such intermediary is mandated by any applicable law, rule, guideline or

regulation or not and pay all such fees or commissions and incur such expenses as may be deemed necessary in relation to the offer, issue and allotment and utilization of the proceeds of the issue.”

By Order of the Board



Sunil K. Chheda
Chairman

Place : Mumbai

Date : 19th July, 2005

Registered Office :
A-3, Kit-Kat Apartment,
Carter Road No. 1,
Borivali (East),
Mumbai – 400066



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th August, 2005 to 31st August, 2005 (both days inclusive).
3. Members/proxies should bring the attendance slip duly filled in for attending the meeting.
4. Queries on accounts and operations of the Company, if any, may please be sent to the Company seven days in advance of the Meeting so that the answers may be made readily available at the Meeting.
5. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report at the Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2)**Item No. 5**

Mr. Jigar J. Shah was appointed as an Additional Director of the Company with effect from 13th December 2004 by the Board of Directors pursuant to the provisions of section 260 of the Companies Act, 1956, and the Articles of Association of the Company. He holds the office as such till the ensuing Annual General Meeting. The Company has received a notice in writing from a member under section 257 of the Companies Act, 1956, proposing the candidature of Mr. Jigar J. Shah for the office of the Director of the Company and requisite deposit of money has also been made with the Company. Mr. Jigar J. Shah with his vast skills, expertise, knowledge and experience will be valuable assets to the Company.

None of the Directors other than Mr. Jigar J. Shah is concerned or interested in the resolution.

Item No. 6

Mr. Ambalal C. Patel was appointed as an Additional Director of the Company with effect from 13th December 2004 by the Board of Directors pursuant to the provisions of section 260 of the Companies Act, 1956, and the Articles of Association of the Company. He holds the office as such till the ensuing Annual General Meeting. The Company has received a notice in writing from a member under section 257 of the Companies Act, 1956, proposing the candidature of Mr. Ambalal C. Patel for the office of the Director of the Company and requisite deposit of money has also been made with the Company. Mr. Ambalal C. Patel with his vast skills, expertise, knowledge and experience will be valuable assets to the Company.

None of the Directors other than Mr. Ambalal C. Patel is concerned or interested in the resolution.

Item Nos. 7 to 9

The existing Authorised Capital of the Company is Rs. 30 Lacs and considering the proposed business plans of the Company, additional funds will have to be brought in by way of issue of further shares. In view of the same, the approval of the members is sought for increasing the Authorised Capital from Rs. 30 Lacs to Rs. 750 Lacs and also for the consequent amendment in the Memorandum & Articles of Association of the Company. The Board recommends the resolution for the approval of the members.

The Memorandum of Association & Articles of Association of the Company is open for inspection by members at the Registered Office of the Company on any working day during business hours.

None of the Directors of the Company is concerned or interested in the above Resolution.

Item No. 10

The Board of Directors had been considering the need for enlarging the scope of the activities of the Company in order to generate larger turnover and profits for the Company. The Board feels that there are immense business opportunities in the field of power/ energy. Looking to the business opportunities available, the Company plans to diversify its activities and make foray into the field of power/ energy. In order to raise finance for the proposed projects of the Company, it is proposed to issue Equity Shares on Right Basis to the existing
