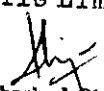


VARUN MERCANTILE LIMITED
15TH ANNUAL REPORT AND ACCOUNTS
31ST MARCH, 2000

CERTIFIED TRUE COPY

For Varun Mercantile Limited


Authorised Signatory

Varun Mercantile Limited

Branch Office : 84-A, Mittal Court, 224, Nariman Point, Mumbai-400 021.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE FIFTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VARUN MERCANTILE LIMITED WILL BE HELD ON SATURDAY, THE 30TH DAY OF SEPTEMBER, 2000 AT 10.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 506, CHIRANJIV TOWERS, 43, NEHRU PLACE, NEW DELHI - 110 019 TO TRANSACT THE FOLLOWING BUSINESS :

1. To consider and adopt the Balance Sheet as at 31st March, 2000, Profit and Loss Account for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Bittal M Singhi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and fix their remuneration.

By order of the Board of Directors

Sd/-

K.VARADARAJAN
DIRECTOR

PLACE : MUMBAI

DATED : 5th September, 2000

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
2. The Register of Members and Transfer Books of the Company will be closed from Monday, 25th September, 2000 to Saturday, 30th September, 2000. (both days inclusive).

Varun Mercantile Limited

Branch Office : 84-A, Mittal Court, 224, Nariman Point, Mumbai-400 021.

DIRECTORS' REPORT

To

The Members,

The Directors have pleasure in presenting their Fifteenth Annual Report and the audited accounts for the financial year ended 31st March, 2000.

WORKING :

During the year under report, your Company earned interest income of Rs.24.91 lakhs. However, after incurring necessary expenses and providing 8.58 lakhs for taxation, the Company earned a net profit of Rs.14.96 lakhs.

DIVIDEND :

In order to conserve the resources of the Company, your directors do not recommend any dividend for the year.

DIRECTOR :

During the Financial Year, Shri S.K.Jajodia resigned as a Director of the Company. The Board record its appreciation of the valuable services rendered by Shri S.K.Jajodia during his tenure of office.

Shri Bittal M Singhi retires by rotation and being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The information on conservation of energy, technology absorption, etc, required to be disclosed in terms of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, is not given, since the Company is not engaged in manufacturing activity.

There were no foreign Exchange earnings and outgo, during the year under review.

PERSONNEL :

The Company has not paid any remuneration attracting the provisions of Companies (Particulars of Employees) Rules, 1975 read with Section 217 (2A) of the Companies Act, 1956. Hence, no information is required to be appended to this report in this regard.

Varun Mercantile Limited

Branch Office : 84-A, Mittal Court, 224, Nariman Point, Mumbai-400 021.

DEPOSITS :

The Company has not accepted any Deposit, during the year.

CONVERSION INTO "PUBLIC LIMITED" :

During the Financial Year, your Company made application to the Central Government (Registrar of Companies, New Delhi) for conversion of the Company from "Public Limited" to "Private Limited" u/s 31 of the Companies Act, 1956. The Registrar of Companies approved the "Conversion" and issued a Fresh Certificate of Incorporation consequent on Change of Name, dated 12th October, 1999, adding the words "PRIVATE LIMITED" in the name of the Company.

Subsequently, your Company was converted from "Private Limited" to "PUBLIC LIMITED" u/s 31/44 of the Companies Act, 1956. The Registrar of Companies, New Delhi, issued a Fresh Certificate of Incorporation, dated 11th April, 2000 consequent upon Change of Name of the Company.

AUDITORS :

The Auditors, M/s N.A.Jain & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224 (1) of the Companies Act, 1956.

For and on behalf of the Board

Sd/-

Sd/-

K.VARADARAJAN
DIRECTOR

BITTAL M SINGHI
DIRECTOR

PLACE : MUMBAI

DATED : 5th September, 2000