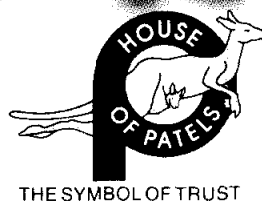


13th Annual Report 1999-2000



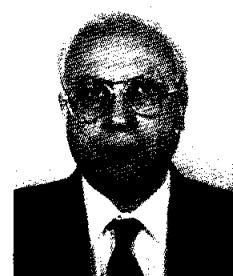
**WALL STREET
FINANCE LTD.**



A.S. PATEL
Chairman



P.S.G. NAIR
Director



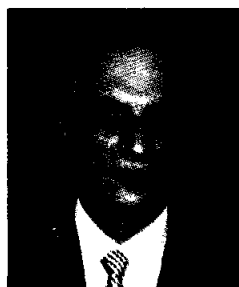
F.S. BROACHA
Director



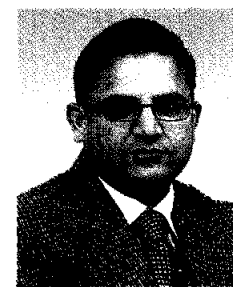
RAJAN MITTAL
CEO



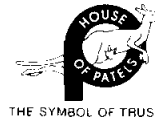
S. KUMAR
Director



D. K. CONTRACTOR
Advisor



MOHAMMED TARIQ
Director



**WALL STREET
FINANCE LTD.**

CHAIRMAN

Mr. A. S. Patel

DIRECTORS

Mr. Sushil Kumar

Mr. F.S. Broacha

Mr. P.S.G. Nair

Mr. Mohammed Tariq

CHIEF EXECUTIVE OFFICER

Mr. Rajan Mittal

AUDITORS

M/s. Anil A. Mehta & Company
Chartered Accountants, Mumbai

LEGAL ADVISORS

M/s. Crawford Bayley & Company
Mr. F.S. Broacha

BANKERS

Bank of Baroda
Punjab National Bank
Allahabad Bank
Vijaya Bank
Central Bank of India
The Bank of Rajasthan Ltd.
Development Credit Bank Ltd.
Karnataka Bank Ltd.
State Bank of Bikaner and Jaipur

REGISTERED AND CORPORATE OFFICE

"Natasha"
52, Hill Road,
Bandra (West),
Mumbai - 400 050

REGISTRARS AND SHARE TRANSFER AGENTS

PCS Industries Limited
Hyfa Building No. 2,
Safed Pool,
Andheri - Kurla Road,
Mumbai - 400 072

13th Annual General Meeting : Monday, the 25th September, 2000 at 12.30 p.m. at the
Sheila Raheja Hall, Rotary Service Centre,
Juhu Tara Road, Santacruz, Mumbai - 400 049

*Members are requested to bring their copy of the
Annual Report to the Annual General Meeting*



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NOTICE

NOTICE is hereby given that the 13th Annual General Meeting of the members of WALL STREET FINANCE LIMITED will be held at the Sheila Raheja Hall, Rotary Service Centre, Juhu Tara Road, Santacruz, Mumbai 400 049, on Monday, the 25th day of September 2000 at 12.30 p.m. to transact the following business :

1. To receive, consider and adopt the audited Balance Sheet and the Profit and Loss Account as at and for the year ended 31st March, 2000 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. A.S.Patel who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company, and to fix their remuneration.
4. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an ordinary resolution :

“RESOLVED that Mr. Mohammed Tariq an Additional Director of the Company who, under Section 260 of the Companies Act, 1956, holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 257 and other applicable provisions, if any, of the said act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company”.

5. To consider and, if thought fit, to pass, the following resolution as a Special Resolution :

“RESOLVED that pursuant to the provisions of Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by deleting existing Clause (c) of Article 6-A and substituting the following new Clause (c) in place and stead thereof :

‘(c) All such shares shall be automatically converted into equity shares at par or at a premium, at any time before the expiry of 18 months from the date of allotment of the shares, as may be decided by the Board, subject to any applicable regulations or sanctions that may be in force at that time. Upon conversion into equity shares, the right to receive arrears of dividends, if any, on the preference shares up to the date of conversion shall devolve on the holder of the Equity shares registered with the Company on the date prescribed in the declaration of the said dividend.’ ”

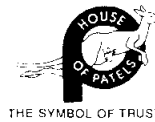
6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution :

“RESOLVED that pursuant to the provisions of section 94 and all other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby altered from Rs.20,00,00,000 (Rupees twenty crores only) divided into 1,00,00,000 (one crore) Equity Shares of Rs.10 (Rupees ten) each and 10,00,000 (ten lacs) Cumulative Convertible Preference Shares of Rs.100 (Rupees one hundred) each, to Rs.22,00,00,000 (Rupees twenty two crores only) divided into 1,20,00,000 (one crore twenty lacs) Equity Shares of Rs.10 (Rupees ten) each and 10,00,000 (ten lacs) Cumulative Convertible Preference Shares of Rs.100 (Rupees one hundred) each, by the creation of an additional 20,00,000 (twenty lacs) Equity Shares of Rs.10 (Rupees ten) each.”

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

“RESOLVED that pursuant to the provisions of section 16 and all other applicable provisions, if any, of the Companies Act, 1956, the Memorandum of Association of the Company be and is hereby altered by deleting existing Clause (V) thereof and substituting the following new Clause (V) in place and stead thereof :

‘(v) The Authorised Share Capital of the Company is Rs.22,00,00,000 (Rupees twenty two crores only) divided into 1,20,00,000 (one crore twenty lacs) Equity Shares of Rs.10 (Rupees ten) each and 10,00,000 (ten lacs) Cumulative Convertible Preference Shares of Rs.100 (Rupees one hundred) each’.”



**WALL STREET
FINANCE LTD.**

8. To consider and, if thought fit, to pass, the following resolution as a Special Resolution :

“RESOLVED that pursuant to the provisions of section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered by deleting existing Article 3 thereof and substituting the following new Article 3 in place and stead thereof:

‘3. The Authorised Share Capital of the Company is Rs.22,00,00,000 (Rupees twenty two crores) divided into 1,20,00,000 (one crore twenty lacs) Equity Shares of Rs.10 (Rupees ten) each and 10,00,000 (ten lacs) Cumulative Convertible Preference Shares of Rs.100 (Rupees one hundred) each’.”

9. To consider and, if thought fit, to pass, the following resolution as a Special Resolution :

“RESOLVED that pursuant to sections 80, 81(1-A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval, if required, of the Securities and Exchange Board of India (SEBI), the Reserve Bank of India, the Financial Institutions/ Banks and such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called “the Board” which term shall include any Committee of the Board) to issue upto 10,00,000 (ten lacs) Cumulative Convertible Preference Shares (hereinafter for brevity’s sake referred to as “CCPS”) of Rs.100 (Rupees one hundred) each, aggregating to Rs.10,00,00,000 (Rupees ten crores), for cash at par, and to offer the said CCPS for subscription for cash at par by way of private placement, to Non-Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors and/or the Promoters of the Company at such time or times and in one or more tranches and on such terms including conversion into Equity Shares at par or at a premium as the Board may deem fit;

RESOLVED FURTHER that the said CCPS shall be subject to the Memorandum and Articles of Association of the Company and, upon conversion into Equity Shares, shall rank pari-passu with the existing Equity Shares of the Company, save and except that they shall be entitled to dividend pro-rata from the date of conversion;

AND RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in it’s absolute discretion deem necessary, proper or expedient and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilisation of the proceeds of the issue of Shares and to finalise and execute all such deeds, documents, agreements and writings as may be required or necessary for the purpose of giving effect to this resolution.”

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

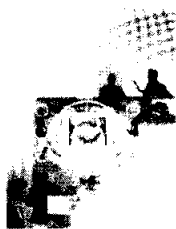
“RESOLVED that consent of the members be and is hereby accorded pursuant to the provisions of sections 269, 387, 198 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as “the Act”) to the appointment of Mr. Rajan M. Mittal as the Manager (designated as the Chief Executive Officer) of the Company for a period of 1 year and 233 days with effect from 11th August, 2000 to 31st March 2002 on the terms and conditions, including expressly the remuneration payable to him in case of absence or inadequacy of profits in any year, as set out in the draft Agreement between the Company and Mr. Rajan M.Mittal produced at this meeting and, for the purpose of identification, initialled by the Chairman hereof;

RESOLVED FURTHER that the Board of Directors be and are hereby authorised to execute the Agreement, in terms of the said draft, with such alterations, changes and/or variations in the remuneration payable to Mr.Mittal as may be agreed between the Directors and Mr.Mittal provided that the said remuneration as altered, changed or varied shall be within the limits prescribed therefor under Schedule XIII of the Act for the time being and from time to time in force”.

11. To consider and, if thought fit, to pass, the following resolution as a Special Resolution :

“RESOLVED THAT approval of the Company be and is hereby accorded to :

(i) the investment by Foreign Institutional Investors (exclusive of investments by Non-Resident Indians, Persons of Indian Origin and Overseas Corporate Bodies) upto a maximum aggregate limit of 40% of the paid up Equity Share Capital of the Company or such higher limit as may from time to time be prescribed by the Reserve Bank of India/Government of India, and



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(ii) the individual investment by a Foreign Institutional Investor upto a maximum limit of 10% of the paid up Equity Share Capital of the Company or such higher limit as may from time to time be prescribed by the Reserve Bank of India/Government of India, subject to applicable and necessary approvals and/or guidelines prescribed by the Government of India, Reserve Bank of India, the Securities and Exchange Board of India and/or any other concerned Authority in that behalf and subject to such terms and conditions as may be prescribed in granting such approvals and agreed to by the Board of Directors of the Company which term shall be deemed to include any Committee which the Board of Directors may constitute to exercise its powers including the powers conferred by this resolution".

By order of the Board

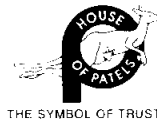
A. S. PATEL
Chairman

Registered Office :
Natasha, 52, Hill Road,
Bandra (West) Mumbai - 400 050.

Dated : 10th August 2000

NOTES :

1. The relevant Explanatory Statement as required by Section 173 of the Companies Act, 1956 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 18th September, 2000 to 25th September 2000 (both days inclusive).
4. In order to be effective, proxies must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.



**WALL STREET
FINANCE LTD.**

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 OF THE COMPANIES ACT, 1956

Item No. 4

Mr. Mohammed Tariq was appointed as an Additional Director of the Company at the meeting of the Board of Directors of the Company held on 25th June 1999. The Company has received a Notice along with a deposit of Rs.500/- from one of the shareholders of the Company proposing the candidature of Mr. Mohammed Tariq for the office of the director of the company U/s. 257 of the Companies Act, 1956.

Mr. Mohammed Tariq is a Bachelor of Arts (Honours) with Economics as major and has wide experience in the fields of International Banking and Finance, Treasury functions, Forex management, capital and money markets, Corporate and Investment Banking and NRI Investments.

Your Directors feel that his presence on the Board will surely prove fruitful to the company and thus recommend the passing of the resolution at item no. 4 of the Notice.

Item No. 5

Article 6-A of the Articles of Association of the Company governs the issue of Cumulative Convertible Preference Shares. Clause (c) of the said Article 6-A provides inter alia that the Cumulative Convertible Preference Shares (CCPS) shall be converted into Equity Shares at any time after the expiry of 2 years from the date of allotment of the Shares, subject to applicable regulations or sanctions that may be in force at that time. However, Clause 8 of the Guidelines for Preferential allotment of Shares issued by the Securities and Exchange Board of India prescribes that "the currency of any financial instrument with a provision for the allotment of equity shares at a future date, either through conversion or otherwise, shall not exceed beyond 18 months from the date of issue of the relevant instrument." In the premises, the provisions of Clause (c) of Article 6-A of the Articles of Association of the Company are not in agreement with the Guidelines issued by SEBI and need to be reconciled. The amendment of Article 6-A as proposed in the resolution will meet the requirements of SEBI and, accordingly, your Directors recommend the passing of the resolution at item 5 of the Notice.

A print of the Company's Memorandum and Articles of Association is available for the inspection of members at the registered office of the Company between 10.30 a.m. and 12.30 p.m. on all working days except Saturdays.

None of the Directors is concerned or interested in the passing of the resolution at this item.

Item Nos. 6, 7 and 8

The authorised share capital of the Company is at present Rs. 20 crores divided into 1,00,00,000 Equity Shares of Rs.10 each and 10,00,000 Cumulative Convertible Preference Shares of Rs.100 each while the issued and subscribed share capital of the Company is Rs.11,62,50,000 divided in to 56,25,000 Equity Shares of Rs.10 each and 6,00,000 Cumulative Convertible Preference Shares of Rs.100 each.

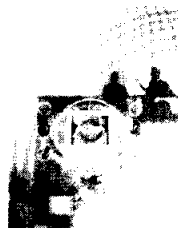
It is proposed to increase the authorised share capital of the Company from Rs.20 crores to Rs.22 crores divided into 1,20,00,000 Equity Shares of Rs.10 each and 10,00,000 Cumulative Convertible Preference Shares of Rs.100 each. The enhanced authorised share capital will accommodate conversion into equity shares of the 6,00,000 CCPS of Rs.100 each, aggregating to Rs.6,00,00,000, issued and allotted pursuant to members approval accorded in the Extra-Ordinary General Meeting held on 30th July 1999, to Wall Street Securities and Investments Limited, an Overseas Corporate Body registered in London, and the proposed issue of CCPS as set out in item 9 of the Notice.

The resolutions at items 7 and 8 of the Notice are consequential resolutions to reflect the proposed increase in authorised share capital in Clause V of the Company's Memorandum of Association and Article 3 of the Company's Articles of Association, respectively.

Your Directors recommend the acceptance of the resolutions at items 6, 7 and 8 of the Notice.

A print of the Company's Memorandum and Articles of Association is available for the inspection of members at the registered office of the Company between 10.30 a.m. and 12.30 p.m. on all working days except Saturdays.

None of the Directors of the Company is concerned or interested in the passing of the resolutions at items 6, 7 and 8 of the Notice.



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ANNEXURE TO THE NOTICE (contd.)

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 OF THE COMPANIES ACT, 1956

Item No.9

The present authorised share capital of the Company is Rs.20,00,00,000 divided into 1,00,00,000 Equity Shares of Rs.10 each and 10,00,000 Cumulative Convertible Preference Shares (CCPS) of Rs.100 each, and the issued, subscribed and paid-up share capital of the Company is Rs.11,62,50,000 divided into 56,25,000 Equity Shares of Rs.10 each and 6,00,000 CCPS of Rs.100 each.

In view of the continuing liquidity crunch prevailing in the market, the Company is in need of additional funds and, accordingly, proposes to issue offer and allot upto 10,00,000 Cumulative Convertible Preference Shares ("CCPS") of Rs.100 each aggregating to Rs.10,00,00,000 by way of private placement to Non-resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors and /or the Promoters of the Company on such terms and conditions as the Board of Directors and the subscribing parties may decide, as provided for in the resolution at item 9 of the Notice. Your Directors will issue and allot the CCPS only after the conversion of 6,00,000 CCPS of Rs.100 each, earlier issued, has been effected.

The issue, offer and allotment of the said CCPS will be in accordance with and subject to the SEBI Guidelines. In terms of the said Guidelines, the pricing of the equity shares arising out of conversion of CCPS will be determined on the basis of the average price of the existing Equity Shares of the Company during the immediate preceding six months at the main listing centre, calculated on the monthly average of high and low rates quoted for the shares at such centre. Allotments, if any, made in favour of Non-Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors and/or the Promoters of the Company will be governed by the Guidelines issued by the Government of India/SEBI/Reserve Bank of India on the subject.

The funds generated out of the proposed issue will be used for meeting the Company's normal working capital requirements.

Section 81 (1) of the Companies Act, 1956 provides, inter alia, that whenever it is proposed to increase the subscribed capital of the Company by allotment of further shares, then such further shares will be offered to the persons who, at the date of the offer, are the holders of the Equity Shares of the Company in proportion to the capital paid-up on those shares at that date. Sub-section (1A) (a) however provides that notwithstanding anything contained in sub-section (1), further shares may be offered to any persons, whether members or not, in any manner whatsoever if a special resolution to that effect is passed by the company in general meeting. Hence the proposed resolution which is commended for your acceptance.

The promoters of your Company presently hold an aggregate of 44 % of the Company's subscribed equity capital of Rs. 5.63 crores. Upon conversion of the 6,00,000 CCPS earlier issued and allotted as aforesaid into Equity Shares, the promoters holding will increase to 73 % in a subscribed equity capital of Rs. 11.63 crores. If the 10,00,000 CCPS of Rs.100 each, covered under the resolution at item 9 of the Notice, are issued and allotted to the promoters then, upon conversion thereof into equity, the promoters' holding would further increase to 85 % in a subscribed equity capital of Rs. 21.63 crores.

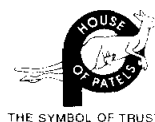
No change in the management and control of the Company or in the constitution of the Board of Directors of the Company will take place consequent upon the issue, offer and allotment of the aforesaid CCPS to one or more of the parties mentioned above.

Mr.A.S.Patel, a Director and Promoter of the Company, may be deemed concerned or interested to the extent of the CCPS that may be allotted to him or his relatives including concerns or companies in which he or his relatives are partners or directors. None of the other Directors is concerned or interested in the passing of this resolution.

Item No. 10

Your Directors have, subject to the approval of the Company's members in general meeting, appointed Mr. Rajan M. Mittal as a Manager (designated as Chief Executive Officer) of the Company for a period of 1 year and 233 days from 11th August, 2000 to 31st March, 2002 on the terms and subject to the conditions set out in the draft Agreement referred to in the resolution.

The material terms, including remuneration, of the said Agreement are as follows :



**WALL STREET
FINANCE LTD.**

ANNEXURE TO THE NOTICE (contd.)

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 OF THE COMPANIES ACT, 1956

(A) PERIOD : 1 year and 233 days with effect from 11th August, 2000 to 31st March, 2002.

(B) REMUNERATION:

- (i) A Basic salary of Rs. 34,500/-, with liberty to the Board to withhold increments or to grant more than one increment per year;
- (ii) Unfurnished residential accommodation leased or licensed by the Company or, in lieu thereof, a house rent allowance of Rs. 11,360/- per month;
- (iii) Use of a motor-car with driver for the Company's business;
- (iv) Benefit of the Company's Provident Fund Scheme and the Superannuation or Annuity Fund Scheme for the time being in force;
- (v) Gratuity in accordance with the Rules of the Company;
- (vi) 24 days Privilege leave with full pay and allowance for each completed year of service, the said leave being accumulatable and encashable;
- (vii) Leave Travel Allowance for self and the family as per the Rules of the Company;
- (viii) Personal Accident Insurance cover at the cost of the Company, provided the actual premium thereof does not exceed Rs 1000/- per year;
- (ix) Use of telephone at the residence of the Manager provided that the cost of personal long distance calls, if any, shall be reimbursed by the Manager to the Company;

Provided that the under mentioned perquisites, namely:

- (a) contributions to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, singly or put together, are not taxable under the Income-tax Act, 1961;
- (b) Gratuity payable at the rate not exceeding half a months salary for each completed year of service; and
- (c) encashment of leave, at the end of the manager's tenure of service, shall not be included in the computation of the prescribed limit set out in the Schedule XIII.

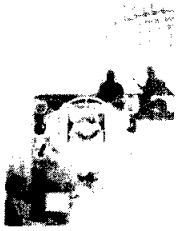
The remuneration including the perquisites abovementioned shall, nevertheless, be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year.

(C) OTHER TERMS:

- (i) The Manager shall not, without Board's approval, engage himself in any business, occupation or employment competing with the company's business.
- (ii) The Manager shall not divulge or disclose any confidential information or knowledge as to the business and affairs of the company.
- (iii) In the event of the death of the Manager during the term of the Agreement the Company shall pay to his legal heirs, his full salary and other emoluments for that month and for three months thereafter.
- (iv) Both parties are entitled to terminate the agreement by giving 90 days' notice in writing.

The Company has been advised that the appointment and the payment of remuneration to Mr. Mittal as the Manager will not require approval of the Central Government in terms of section 269 and other applicable provisions, if any, read with Schedule XIII to the Companies Act, 1956.

Mr. Mittal has Masters Degree in Arts and holds a diploma in Advanced Management in Finance from St. Xavier's college. He is also a CAIIB (I). He has 26 years of experience in Banking and Financial Services with a Marketing Flair. Your Directors are of the view that his appointment will be in the interest of the Company and, accordingly, commend the resolution at this item for your acceptance.

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ANNEXURE TO THE NOTICE (contd.)**EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173 OF THE COMPANIES ACT, 1956**

The draft Agreement between the Company and Mr. Mittal, referred to in the resolution, is available for the inspection of members at the registered office of the Company between 10.30 a.m. and 12.30 p.m. on all working days except Saturdays.

None of the Directors is concerned or interested in passing of this resolution.

This explanation together with the accompanying Notice is and shall be treated as an abstract under section 302 of the Companies Act, 1956.

Item No.11

The Reserve Bank of India has enhanced the aggregate limits of investments in shares of Indian companies by Foreign Institutional Investors. Foreign Institutional Investors (exclusive of Non-Resident Indians/Persons of Indian Origin/Overseas Corporate Bodies) are now allowed to invest in shares of Indian companies upto a limit of 40% of the Equity Share Capital of the Company. Individual investment limit by Foreign Institutional Investors remains pegged at 10%.

In view of the above, the Board of Directors of your Company, recommend the enabling resolution at Item no.11 of the Notice for your approval as a Special Resolution.

Mr. A.S. Patel, a Director and Promoter of the Company, may be deemed concerned or interested in this resolution to the extent of the investments made, if any, by Foreign Institutional Investors, in which he or his relatives are Directors or Members.

By order of the Board

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A. S. PATEL
Chairman

Registered Office :
Natasha, 52, Hill Road,
Bandra (West) Mumbai - 400 050.

Dated : 10th August 2000.