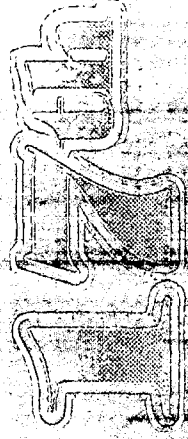


MB	KC	✓
CS	PTY	✓
RO	DIV	✓
TRA	AC	✓
ACM	SHI	✓
YE		✓

DR. VIKAS FINANCE LIMITED



ANNUAL REPORT

1998-1999

BOARD OF DIRECTORS

R. P. AIYER, *Chairman*
SANWARMAL SEDMAL
R. B. PRADHAN
B. S. GANDHI
D. K. VORA
M. V. SHAH
M. R. MONDKAR
PAVANKUMAR SANWARMAL
RITA PAVANKUMAR

DIL VIKAS FINANCE LIMITED

17TH ANNUAL REPORT

1996-97

BANKERS

CITIBANK N. A.
CANARA BANK
SYNDICATE BANK
PUNJAB & SIND BANK
GLOBAL TRUST BANK

AUDITORS

R. V. SHAH & CO.
Chartered Accountants

REGISTERED OFFICE

317, MAKER CHAMBERS V,
221, NARIMAN POINT,
MUMBAI - 400 021.

CONTENTS

NOTICE	2
DIRECTORS' REPORT	4
AUDITORS' REPORT	6
BALANCE SHEET	8
PROFIT & LOSS ACCOUNT	9
SCHEDULES	10
CASH FLOW STATEMENT	18
FLORA FOUNTAIN PROPERTIES LTD.	21
ZILLION INVESTMENTS CO. LTD.	30

17TH ANNUAL REPORT 1996-97

NOTICE

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING of the Members of the Company will be held on Thursday, 4th day of December, 1997 at 11 a.m. at the Registered Office of the Company at 317, Maker Chambers V, 221, Nariman Point, Mumbai 400 021, to transact the following business :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 1997 and the Profit and Loss Account of the Company for the year ended on that date alongwith the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. R. P. Aiyer, who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in the place of Mr. R. B. Pradhan, who retires by rotation and is eligible for re-appointment.
4. To appoint a Director in the place of Mr. M. R. Mondkar, who retires by rotation and is eligible for re-appointment.
5. To appoint M/s. Jagtiani & Naik, Chartered Accountants as the Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

SPECIAL BUSINESS

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

RESOLVED that Mrs. Rita Pavankumar be and is hereby appointed as a Director of the Company.

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. However, the proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. Item No. 5 relates to appointment of Auditors. M/s. R. V. Shah & Co., the retiring Auditors have informed that they do not wish to seek reappointment as Auditors of the Company. It is proposed to appoint M/s. Jagtiani & Naik, Chartered accountants as the Auditors of the Company in place of retiring Auditors M/s. R. V. Shah & Co., and to authorise the Board of Directors to fix their remuneration.

A special notice has been received from a shareholder under Section 225 (1) proposing the appointment of M/s. Jagtiani & Naik, Chartered Accountants as the Auditors of the Company. A copy of the special notice has been sent to M/s. R. V. Shah & Co. M/s. Jagtiani & Naik have signified their willingness to act as auditors of the Company if appointed and have confirmed that the appointment if made will be in accordance with the provisions of Section 224 (1) B of the Companies Act, 1956.

3. An Explanatory Statement in respect of Item 6 is annexed hereto.

4. The Register of Members and the Share Transfer Books of the Company were closed from 29th September, 1997 to 30th September, 1997 (both days inclusive)
5. Members are requested to intimate change of address (if any) to the Company at its Registered Office immediately.
6. Permission has been obtained from the Registrar of Companies, Maharashtra to hold the Annual General Meeting upto 31-12-1997.

By Order of the Board
for DIL VIKAS FINANCE LIMITED

Bimal S. Gandhi
Director

Registered Office

317, Maker Chambers V,
221, Nariman Point,
Mumbai 400 021.

Dated : 21st October, 1997.

ANNEXURE TO THE NOTICE

Explanatory Statement as required under Section 173(2) of the Companies Act, 1956.

In conformity with the provisions of Section 173(2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to Items 6 to 8 contained in the accompanying Notice dated 21st October, 1997.

Item No. 6

Mrs. Rita Pavankumar was appointed by the Board of Directors as an Additional Director during the year. She holds office upto the date of Annual General Meeting. The Company has received a notice alongwith a deposit of Rs.500/- from a member under section 257 of the Companies Act, 1956 proposing the appointment of Mrs. Rita Pavankumar as a Director. The Directors recommend her appointment as a Director of the Company.

None of the Directors except Mrs. Rita Pavankumar, is interested in the Resolution.

By Order of the Board
for DIL VIKAS FINANCE LIMITED

Bimal S. Gandhi
Director

DIRECTORS' REPORT TO THE SHAREHOLDERS

The Directors have pleasure in placing the 17th Annual Report and the Audited Accounts for the Financial Year ended 31st March, 1997.

1. FINANCIAL RESULTS :

	Current Year Rs.	Previous Year Rs.
Gross Profit for the year after meeting all expenses	16,70,374	1,50,27,763
Less: Depreciation	8,73,921	4,96,125
	7,96,453	1,45,31,638
Less: Provision for Taxation	1,00,000	9,00,000
Profit after tax	6,96,453	1,36,31,638
Add: Surplus brought forward from previous year	15,74,790	4,02,187
	22,71,243	1,40,33,825
Add: Excess Provision for taxation for earlier years	36,773	40,965
Profit available for Appropriation	23,08,016	1,40,74,790
a) Transfer to General Reserve	—	1,10,00,000
b) Proposed Dividend	—	15,00,000
c) Balance in Profit and Loss Account to be carried forward to next year	23,08,016	15,74,790
	<u>23,08,016</u>	<u>1,40,74,790</u>

2. OPERATIONS :

The operations of the Company during the year reflect the sluggish financial market.

3. DIVIDEND :

With a view to conserving resources the Directors do not propose to recommend any dividend for the year.

4. FIXED DEPOSIT :

As on 31st March, 1997, there were no Fixed Deposit with the Company.

5. DIRECTORS :

Mr. R. P. Aiyer, Mr. R. B. Pradhan and Mr. M. R. Mondkar retire by rotation and are eligible for re-appointment.

During the year Mr. C. S. Kalyanasundaram resigned as Director of the Company and in the Casual Vacancy created by his resignation Mr. Pavankumar Sanwarmal was appointed as a Director.

Mrs. Rita Pavankumar was appointed as an Additional Director during the year.

6. SUBSIDIARY COMPANIES :

After the closure of the year under review, M/s. Flora Fountain Properties Ltd. and M/s. Zillion Investments Company Limited, ceased to be the subsidiaries of the Company.

7. EMPLOYEES :

Information about the particulars of employees under Section 217 (2A) of the Companies Act, 1956 is given as Annexure to the Directors' Report.

8. The Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable to the Company.

9. AUDITORS :

Messrs. R. V. Shah & Co., Chartered Accountants, retire as Auditors and Directors wish to record their appreciation of services rendered. Your directors recommend appointment of Messrs. Jagtiani & Naik, as Auditors for the year 1997-98.

For and on behalf of the Board

Chairman

Mumbai

Dated : 21st October, 1997.

ANNEXURE TO THE DIRECTORS' REPORT

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217 (2A) OF THE COMPANIES ACT, 1956.

Name	Designation	Qualifications	Remuneration	Age	Experience	Date of Commencement of Employment	Previous Employment/Designation
(A) Employed throughout the year under review and were in receipt of remuneration for the year in aggregate not less than Rs. 3,00,000/-							
NIL							
(B) Employed for part of the year under review and were in receipt of remuneration at a rate which in aggregate was not less than Rs. 25,000/- per month.							
Mr. R. Balakrishnan	President	M.Com. CAIIB	4,03,953.25	42	23 yrs.	1.11.96	DSP Merrill Lynch Ltd. Sr. Vice-President
Mr. Aashish Ponda	Sr. Vice-President	B.Com. LLB ACA	3,65,891.06	30	6 yrs.	1.10.96	E'l Dorado Guarantee P. Ltd., Head of Business & Strategic Planning.

Notes :

1. Remuneration includes Salary, Allowances and Value of Perquisites.
2. Other Terms & Conditions : The appointment of employees is terminable on notice on either side.
3. None of the employees is related to any of the Directors.

AUDITORS' REPORT TO THE SHAREHOLDERS

We have audited the attached Balance Sheet of DIL VIKAS FINANCE LIMITED as at 31st March, 1997 and also the annexed Profit and Loss Account for the year ended on that date and report that :

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of account, as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with the books of account.
4. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read with the notes thereon give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 1997, and
 - b) in the case of Profit and Loss Account, of the Profit for the year ended on that date.

As required by the Manufacturing and other Companies (Auditor's Report) Order, 1988, and in terms of the information and explanations given to us and on the basis of such checks as we considered appropriate, we further report that :

1. The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets. The fixed assets excepting those leased out have been physically verified by the management during the year. No discrepancies were noticed on such verification. In respect of the fixed assets leased out, certificate of confirmation has not been received from the lessee about the existence of such asset as on 31st March, 1997.
2. None of the fixed assets have been revalued during the year.
3. The Company has traded in Shares and Securities by purchasing/selling shares and securities, the balance of which is closing stock and which is valued at lower of cost or realisable value. No discrepancies have been noticed on physical verification, it is reported by the Management. We are satisfied that the valuation of stock is fair and proper in accordance with the normally accepted accounting principles. This is an item where question of damaged stock or scrap does not arise.
4. The Company has not taken any loans, secured or unsecured, from companies, firms or other parties listed in the Register maintained under Section 301 and/or from the companies under the same management as defined under sub-section 1-B of Section 370 of the Companies Act, 1956.
5. The Company has not granted any loans to companies, firms or other parties listed in the Register maintained under Section 301 and/or to the Companies under the same management as defined under sub-section 1-B Section 370 of the Companies Act, 1956.
6. The Company has given interest free loan to a Company in respect of which terms of repayment have not been stipulated. The company has also given interest free loans to its employees and same are repaid regularly as per the stipulations.
7. In our opinion and according to the information and explanations given to us, the purchase of machinery, equipments and other assets is under the direct control and supervision of the Board of Directors.

8. The Company has not accepted any deposits from the public.
9. The Company has an internal audit system, which in our opinion, is commensurate with the size and nature of its business.
10. The transactions of purchase of goods and sale of goods and services made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and aggregating during the year to Rs.50,000 or more in respect of each party, have been made at prices which are reasonable, having regard to prevailing market prices for which such goods and services or the prices at which transactions for similar goods or services have been made with other parties.
11. According to the records of the Company, the Provident Fund dues have been regularly deposited with the appropriate authorities. Further, we are informed that Employees' State Insurance Act is not applicable to the Company.
12. There are no undisputed amounts payable in respect of Income-tax, Wealth-tax, Sales-tax, Customs duty and excise duty which were due for more than six months from the date they became payable.
13. No personal expenses have been charged to revenue account.
14. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of securities by way of pledge of shares, debentures and any other similar securities.
15. The provisions of any special statute applicable to Chit Funds, Nidhi or Mutual Benefit Society do not apply to the Company.
16. In our opinion and according to the information and explanations given to us, the Company has maintained proper records of transactions and contracts as to dealings or trading in shares, securities, debentures and other investments and have been held by the Company in its own name, except to the extent of the exemption, if any, granted under Section 49 of the Companies Act, 1956.
17. The other provisions of the Manufacturing and Other Companies (Auditor's Report) Order, 1988, are not applicable during the period covered by the aforesaid accounts.

For R. V. SHAH & CO.
Chartered Accountants

R. V. SHAH
Proprietor

Place : Mumbai
Dated : 21st October, 1997.

17TH ANNUAL REPORT 1996-97**BALANCE SHEET AS AT 31ST MARCH, 1997**

	SCHEDULE	31.03.1997 Rs.	31.03.1996 Rs.
SOURCES OF FUNDS			
(1) SHAREHOLDERS' FUNDS			
Share Capital	1	1,00,00,000	1,00,00,000
Reserves and Surplus	2	7,54,08,016	7,46,74,790
TOTAL		<u>8,54,08,016</u>	<u>8,46,74,790</u>
APPLICATION OF FUNDS			
(1) FIXED ASSETS	3		
Gross Block		53,20,921	26,43,187
Less: Depreciation		18,56,071	11,33,377
Net Block		<u>34,64,850</u>	<u>15,09,810</u>
(2) INVESTMENTS	4	1,45,71,679	1,57,89,703
(3) CURRENT ASSETS, LOANS AND ADVANCES			
Inventories	5	1,59,39,500	1,06,56,162
Sundry Debtors	6	1,44,85,751	54,64,955
Cash and Bank Balances	7	2,18,43,932	3,45,20,570
Other Current Assets	8	77,199	41,213
Loans and Advances	9	2,76,98,799	2,71,24,718
		<u>8,00,45,181</u>	<u>7,78,07,618</u>
LESS: CURRENT LIABILITIES AND PROVISIONS	10		
Liabilities		1,25,73,694	80,32,341
Provisions		1,00,000	24,00,000
		<u>1,26,73,694</u>	<u>1,04,32,341</u>
NET CURRENT ASSETS		<u>6,73,71,487</u>	<u>6,73,75,277</u>
TOTAL		<u>8,54,08,016</u>	<u>8,46,74,790</u>
NOTES ON ACCOUNTS	14		

SCHEDULES 1 TO 14 FORM AN INTEGRAL PART OF THESE ACCOUNTS

THIS IS THE BALANCE SHEET
REFERRED TO IN OUR REPORT OF EVEN DATE

For R. V. SHAH & CO.
Chartered Accountants

R. V. SHAH
Proprietor

Place : Mumbai
Dated : 21st October, 1997

For and on behalf of the Board

R.P. AIYER
Chairman

SANWARMAL SEDMAL
BIMAL GANDHI
Directors

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 1997

	SCHEDULE	31.03.1997 Rs.	31.03.1996 Rs.
I. INCOME			
Sales :			
Shares & Securities		3,83,88,053	9,03,196
Brokerage, Commission & Fees		81,36,210	30,66,956
Other Income	11	1,41,39,937	2,09,48,320
		<u>6,06,64,200</u>	<u>2,49,18,472</u>
II. EXPENDITURE			
Cost of Purchases :			
Shares & Securities	12	4,63,11,249	8,95,640
Administrative & Other Expenses	13	1,26,82,577	89,95,069
Depreciation		8,73,921	4,96,125
		<u>5,98,67,747</u>	<u>1,03,86,834</u>
III. PROFIT FOR THE YEAR		7,96,453	1,45,31,638
Provision for Taxation		1,00,000	9,00,000
IV. PROFIT AFTER TAX		6,96,453	1,36,31,638
Add: Balance as at the beginning of the year		15,74,790	4,02,187
Excess Provision for Taxation in respect of earlier years		36,773	40,965
V. AVAILABLE FOR APPROPRIATION		<u>23,08,016</u>	<u>1,40,74,790</u>
PROPOSED DIVIDEND		—	15,00,000
TRANSFER TO GENERAL RESERVE		—	1,10,00,000
BALANCE CARRIED TO BALANCE SHEET		<u>23,08,016</u>	<u>15,74,790</u>
		<u>23,08,016</u>	<u>1,40,74,790</u>

NOTES ON ACCOUNTS

14

SCHEDULES 1 TO 14 FORM AN INTEGRAL PART OF THESE ACCOUNTS

THIS IS THE PROFIT AND LOSS ACCOUNT
REFERRED TO IN OUR REPORT OF EVEN DATEFor R. V. SHAH & CO.
Chartered AccountantsR. V. SHAH
ProprietorPlace : Mumbai
Dated : 21st October, 1997

For and on behalf of the Board

R.P. AIYER
ChairmanSANWARMAL SEDMAL
BIMAL GANDHI
Directors

17TH ANNUAL REPORT 1996-97

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
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SCHEDULE - 1

SHARE CAPITAL

AUTHORISED		
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000	5,00,00,000

ISSUED, SUBSCRIBED AND PAID UP		
10,00,000 Equity Shares of Rs.10/- each fully paid-up	1,00,00,000	1,00,00,000

SCHEDULE - 2

RESERVES AND SURPLUS

GENERAL RESERVE		
As per Last Balance Sheet	7,31,00,000	6,21,00,000
ADD : Transfer from Profit and Loss Account	—	1,10,00,000

	7,31,00,000	7,31,00,000
Balance in Profit and Loss Account	23,08,016	15,74,790
	7,54,08,016	7,46,74,790

SCHEDULE 3

FIXED ASSETS

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	Cost As at 31.3.1996 Rs.	Additions During the year Rs.	Sub Total Rs.	Deductions During the year Rs.	Cost As at 31.3.1997 Rs.	Upto 31.3.1996 Rs.	For the year Rs.	Deductions During the year Rs.	As at 31.3.1997 Rs.	As at 31.3.1997 Rs.	As at 31.3.1996 Rs.
ASSETS GIVEN ON LEASE :											
Vehicle	117,000	—	117,000	—	117,000	97,493	5,050	—	102,543	14,457	19,507
OWNED ASSETS :											
Computers	817,634	1,776,138	2,593,772	75,000	2,518,772	432,945	532,102	35,148	929,899	1,588,873	384,689
Air Conditioners	190,000	150,250	340,250	105,000	235,250	43,509	25,835	28,463	40,881	194,369	146,491
Furniture & Fixtures	492,190	246,166	738,356	—	738,356	145,668	76,103	—	221,771	516,585	346,522
Office Equipments	322,204	202,274	524,478	65,000	459,478	70,886	48,471	17,195	102,162	357,316	251,318
Vehicles	625,159	727,906	1,353,065	180,000	1,173,065	324,786	177,887	70,421	432,252	740,813	300,373
Electrical Installations	79,000	—	79,000	—	79,000	18,090	8,473	—	26,563	52,437	60,910
Total	2,643,187	3,102,734	5,745,921	425,000	5,320,921	1,133,377	873,921	151,227	1,856,071	3,464,850	1,509,810
Previous year	4,859,210	173,977	5,033,187	2,390,000	2,643,187	3,027,252	496,125	2,390,000	1,133,377	1,509,810	

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

SCHEDULE - 4

INVESTMENTS - AT COST - NON TRADE (LONG TERM)

Sr. No.	Name of the Company	Nos.	Face Value	At Book Value/Cost	Nos.	As at 31.03.1996
1	2	3	4	5	6	7
QUOTED :						
A. IN FULLY PAID EQUITY SHARES						
1	Birla Global Finance Ltd.	20,000	10	200,000	20,000	200,000
2	Chemplast Sanmar India Ltd. (Incl. 4000 bonus shares received)	10,000	10	45,250	6,000	45,250
3	Castrol India Ltd. (Bonus Shares)	74	10	—	74	—
4	Deccan Cements Ltd.	106,800	10	2,258,577	1,06,800	2,258,577
5	DCL Polyesters Ltd.	150	10	3,750	150	3,750
6	Elcot Power Controls Ltd.	1,400	10	105,000	1,400	105,000
7	Hindalco Industries Ltd. (Incl. 8,642 bonus shares received)	13,651	10	184,049	17,359	637,833
8	Harrisons Malayalam Ltd.	14,285	10	535,186	14,285	535,186
9	The Indian Hume Pipe Company Ltd.	360	100	23,400	360	23,400
10	I.B.P. Co. Ltd. (Incl. 2,800 bonus shares received)	8,400	10	542,004	5,600	542,004
11	Mack Trading Co. Ltd.	200	10	1,998	200	1,998
12	Prime Securities Ltd.	—	10	—	500	12,500
13	Sanmar Properties & Invts. Ltd. (Formerly : Sanmar Enterprises Ltd.)	3,000	10	60,000	—	—
				<u>3,959,214</u>		<u>4,365,498</u>
B. DEBENTURES :						
1	Deccan Cements Ltd. 15% Secured Redeemable (Non-Convertible Part)	23,400	60	1,164,150	23,400	1,164,150
				<u>1,164,150</u>		<u>1,164,150</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

Sr. No.	Name of the Company	Nos.	Face Value	At Book Value/Cost	Nos.	As at 31.03.1996
1	2	3	4	5	6	7

UNQUOTED :
**A. EQUITY SHARES (FULLY PAID)
SUBSIDIARY COMPANIES :**

1	Flora Fountain Properties Ltd.	33,500	10	335,022	33,500	335,022
2	Zillion Investments Co. Ltd.	290,000	10	2,900,000	290,000	2,900,000

OTHERS :

1	Ace Garments Exports Ltd.	80,000	10	810,000	80,000	810,000
2	Shree Bombay Cotton Mills Estate Pvt. Ltd.	750	10	225,750	750	225,750
3	HBL Plastics Ltd.	16,040	10	160,400	16,040	160,400
4	Kripa Chemicals Ltd.	—	10	—	18,700	751,740
5	Lishaku Leasing & Finance Ltd.	20,000	10	200,000	20,000	200,000
6	Sanmar Enterprises Ltd.	—	10	—	2,000	60,000

4,631,172 5,442,912

B. GOLD BONDS, 1998	12,654 Gms	4,817,143	12,654 Gms	4,817,143
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NOTES :

	Cost/Book Value Rs.	Market Value Rs.
Aggregate of Quoted Investments Previous Year	5,123,364 (5,529,648)	18,217,570 (31,289,193)
Aggregate of Unquoted Investments Previous Year	9,448,315 (10,260,055)	
TOTAL	14,571,679 (15,789,703)	

SCHEDULE - 5
INVENTORIES

As taken valued and certified by the Management
Trading Stock - Shares & Securities
(At lower of cost or realisable value)

<u>1,59,39,500</u>	<u>1,06,56,162</u>
<u>1,59,39,500</u>	<u>1,06,56,162</u>

SCHEDULE - 6
SUNDRY DEBTORS

Unsecured - Considered Good

Debts outstanding for a period exceeding six months	47,91,707	3,12,280
Other Debts (includes Rs.30,000/- (Previous year Rs.1,37,746/-) due from a Company wherein a Director of the Company is a Director)	96,94,044	51,52,675

<u>1,44,85,751</u>	<u>54,64,955</u>
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SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
SCHEDULE - 7		
CASH AND BANK BALANCES		
Cash on hand	19,662	11,020
Balances with Scheduled Banks :		
— On Current Account	62,85,845	1,37,22,024
— On Deposit Account	1,55,38,425	2,07,87,526
	<u>2,18,43,932</u>	<u>3,45,20,570</u>
SCHEDULE - 8		
OTHER CURRENT ASSETS		
Interest Accrued on Deposit with Banks	77,199	41,213
	<u>77,199</u>	<u>41,213</u>
SCHEDULE - 9		
LOANS AND ADVANCES		
Unsecured Considered good :		
Loans - Others	5,00,000	5,00,000
Advances Recoverable in cash or in kind or for value to be Received	71,854	98,86,152
Prepaid Expenses	2,02,343	4,08,500
Advance payment of Income-tax, Self Assessment tax and Tax Deducted at Source	7,98,002	9,01,216
Security & other Deposits with National Stock Exchange of India Limited	1,55,00,000	1,50,00,000
Deposit - Others	1,06,26,600	4,28,850
	<u>2,76,98,799</u>	<u>2,71,24,718</u>
SCHEDULE - 10		
CURRENT LIABILITIES AND PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	1,24,83,282	80,07,746
Other Liabilities	90,412	24,595
	<u>1,25,73,694</u>	<u>80,32,341</u>
PROVISIONS		
Provision for Taxation	1,00,000	9,00,000
Proposed Dividend	—	15,00,000
	<u>1,00,000</u>	<u>24,00,000</u>

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

	Year Ended 31.03.1997 Rs.	Year Ended 31.03.1996 Rs.
--	---------------------------------	---------------------------------

SCHEDULE - 11
OTHER INCOME

Income from Trading Operations (Net)	26,98,977	4,33,249
Dividend - Subsidiary Company (Tax Deducted at Source Rs.13,166/- Previous year Rs.1,86,550/-)	53,250	7,54,500
Dividend - Others (Tax Deducted at Source Rs.2,07,827/- Previous year Rs.1,75,210/-)	8,74,015	7,11,881
Interest on Deposit (Gross) (Tax Deducted at Source Rs.1,33,370/- Previous year Rs.1,87,707/-)	17,02,993	23,80,701
Interest on Debentures (Tax Deducted at Source Rs.56,353/- Previous year Rs.49,405/-)	2,36,475	2,14,509
Interest - Others (Tax Deducted at Source Rs.20,092/- Previous year Rs.Nil)	26,033	84,711
Surplus on Sale of Investments (Net)	84,98,954	1,63,68,769
Miscellaneous Income	49,240	—
	<u>1,41,39,937</u>	<u>2,09,48,320</u>

SCHEDULE - 12
COST OF PURCHASES - SHARES & SECURITIES

PURCHASES	5,15,94,587	1,15,51,802
ADD: Increase/(Decrease) in Stock :		
Opening Stock	1,06,56,162	—
Less : Closing Stock	(1,59,39,500)	(52,83,338)
	<u>4,63,11,249</u>	<u>8,95,640</u>

SCHEDULES FORMING PART OF THE PROFIT & LOSS ACCOUNT

	Year Ended 31.03.1997		Year Ended 31.03.1996
	Rs.	Rs.	Rs.
SCHEDULE - 13			
ADMINISTRATIVE AND OTHER EXPENSES			
Transaction Charges	1,15,417		2,29,169
Service Tax	2,91,585		1,08,542
Brokers Note Stamps and Shares Stamp Charges	8,71,645		2,50,331
Sub-brokerage paid	4,70,892		3,64,035
Salaries, Allowances & Bonus	27,04,431		16,05,373
Contribution to Provident Fund & Other Funds	1,75,724		82,852
Staff Welfare & Other Amenities	1,04,784		44,324
Rent, Rates & Taxes	53,255		—
Service Charges	1,74,000		1,08,000
Travelling & Conveyance	6,04,992		2,95,565
(Including Rs.47,766/- for Directors; Previous year Rs.82,573/-)			
Interest — Banks	9,28,446	2,53,799	
— Others	67,841	76,247	
	9,96,287		3,30,046
Printing & Stationery	3,88,776		1,66,561
Advertisement	62,373		41,956
Electricity	3,14,298		2,19,536
Postage & Telephones	12,62,088		9,21,926
Computer Software Expenses	1,96,750		17,000
Membership, Fees & Subscription	7,81,900		10,11,500
Advisory Charges	7,38,050		—
Legal & Professional Charges	6,45,065		1,86,080
Directors' Sitting Fees	12,500		12,000
Insurance	1,38,787		1,51,738
Repairs & Maintenance - Others	4,45,445		1,62,795
Vehicle Expenses	2,95,414		1,79,265
Membership & Admission Fees - OTCEI	—		22,00,000
Company's Professional Tax	850		850
Interest Tax	7,440		44,500
Bad Debts W/O	51,613		17,208
Auditors' Remuneration :			
As Auditors	25,000	15,000	
Taxation Matters	5,000	3,500	
Tax Audit	8,000	5,000	
Other Services	21,000	10,000	
Certification Charges	11,750	5,500	
	70,750		39,000
Loss on Sale of Fixed Assets (Net)	1,18,273		—
Miscellaneous Expenses	5,89,193		2,04,917
	1,26,82,577		89,95,069

17TH ANNUAL REPORT 1996-97

SCHEDULE 14

SCHEDULE OF NOTES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AND PROFIT AND LOSS ACCOUNT :

1. Managing Directors' Remuneration :

	31.03.1997	31.03.1996
	Rs.	Rs.
a. Salaries and Allowances	14,400	2,88,000
b. Perquisites	7,797	38,011
	<u>22,197</u>	<u>3,26,011</u>

* Part of the year

2. Additional information pursuant to the provisions of paras 3 and 4 of part II of Schedule VI to the Companies Act, 1956 :

QUANTITATIVE INFORMATION :

Trading Activities :

DESCRIPTION	UNIT	OPENING STOCK		PURCHASES*		SALES*		CLOSING STOCK	
		Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.	Quantity Nos.	Value Rs.
Shares	Number	2,93,130	95,08,884	9,08,585	5,11,82,420	7,00,240	3,68,78,120	4,98,975	1,56,84,500
		(—)	(—)	(3,53,130)	(1,01,08,884)	(60,000)	(6,00,000)	(2,93,130)	(95,08,884)
Units	Number	1,10,800	11,47,278	8,100	1,12,167	1,18,900	15,09,933	—	—
		(—)	(—)	(1,36,200)	(14,42,918)	(25,400)	(3,03,196)	(1,10,800)	(11,47,278)
Debentures	Number	—	—	2,500	3,00,000	—	—	2,500	2,55,000
		(—)	(—)	(—)	(—)	(—)	(—)	(—)	(—)

NOTES : Figures in brackets relate to previous year

* Includes Bonus Shares, Conversions & Sub-divisions.

3. Expenditure incurred in Foreign Currency Rs.1,15,927/- (Previous year Rs.Nil)

4. Accounting Policies :

- (i) The accounts are prepared in accordance with the accounting principles and are on the accrual basis of accounting.
- (ii) Revenue Recognition :
 - a) Brokerage Income is recognised as per the Bills raised.
 - b) Merchant Banking and Advisory Fees are accrued as revenue as per the terms of contract. Underwriting Commission is recognised as revenue on closure of the respective Issue.
- (iii) Fixed Assets and Depreciation :
 - a) Fixed Assets including Leased Assets are stated at historical cost less accumulated depreciation.
 - b) Depreciation on Fixed Assets is provided on written down value method as per Schedule XIV of the Companies (Amendment) Act, 1988.
- (iv) Investments (Long-Term) are stated at cost. However, provision for permanent diminution is made to recognise a decline in the value of Investments wherever applicable. Surplus on sale of Investments, credited to the Profit and Loss Account is net of loss on Sale of Investments.
- (v) Inventories :

Trading Stocks are valued at lower of Cost or Realisable Value.

5. Additional Information pursuant to Part IV of the Companies Act, 1956

(a) Registration Details

Registration No.	21614	State Code	11
Balance Sheet Date	31	03	97
	Date	Month	Year

(b) Capital raised during the year (Amount in Rs. Thousands)

Public Issue	Right Issue
Nil	Nil
Bonus Issue	Private Placement
Nil	Nil

(c) Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Sources of Funds	Total Liabilities	Total Assets
	85408	85408
	Paid-up Capital	Reserves & Surplus
	10000	75408
	Secured Loans	Unsecured Loans
	Nil	Nil
Application of Funds	Net Fixed Assets	Investments
	3465	14572
	Net Current Assets	Miscellaneous Expenditure
	67371	Nil
	Accumulated Losses	
	Nil	

(d) Performance of Company (Amount in Rs. Thousands)

Turnover / Income	Total Expenditure
60664	59868
Profit before tax	Profit After tax
796	696
Earnings per share (Annualised) in Rs.	Dividend Rate
0.70	—

(e) Generic Names of Three Principal Product/Services of Company (as per monetary terms)

	Item Code No. (Itc Code)
(i) BROKING	N.A.
(ii) MERCHANT BANKING	N.A.
(iii) INVESTMENT	N.A.

6. Previous Year's figures have been regrouped/recast wherever necessary to conform to this year's classification.

SIGNATORIES TO SCHEDULES '1' TO '14'

As per our attached Report of even date

For and on behalf of the Board

For R. V. SHAH & CO.
Chartered Accountants

R. V. SHAH
Proprietor

R.P. AIYER
Chairman

SANWARMAL SEDMAL
BIMAL GANDHI
Directors

Place : Mumbai
Dated : 21st October, 1997

**ANNEXURE PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 1997.**

(Rs. in Lacs)

	Current Year	Previous Year
A. CASH FLOW FROM OPERATING ACTIVITIES		
a. Net Profit Before Tax & Extraordinary Items	7.96	145.32
Adjustments For :		
Depreciation	8.74	4.96
Interest paid	9.96	3.30
Interest & Dividend Income	(28.93)	(41.46)
Other Income	(84.99)	(163.69)
Others	1.70	22.17
b. Operating Profit Before Working Capital Changes	(85.56)	(29.40)
Adjustments For :		
Trade and Other Receivables	(90.21)	(36.00)
Inventories	(52.83)	(102.26)
Loans & Advances	(7.43)	(87.29)
Trade Payables	45.41	59.73
c. Cash Generated from Operations	(190.62)	(195.22)
Interest Paid	(9.96)	(3.30)
Direct Taxes Paid	(3.50)	(3.00)
d. Cash Flow Before Extraordinary Items	(204.08)	(201.52)
Extraordinary items	—	—
Net Cash flow from Operating Activities	(204.08)	(201.52)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets	1.55	—
Purchase of Fixed Assets	(31.03)	(1.74)
Sale of Investments	97.17	615.90
Purchase of Investments	—	(85.77)
Interest Received	17.56	23.17
Dividend Received	7.06	10.85
Net Cash used in Investing Activities	92.31	562.41
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Issue of Share Capital	—	—
Proceeds from Long Term Borrowings	—	—
Dividend Paid	(15.00)	(22.00)
Net Cash used in Financing Activities	(15.00)	(22.00)

DIL VIKAS FINANCE LIMITED

(Rs. in Lacs)

	Current Year	Previous Year
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENT	(126.77)	338.89
Cash and Cash Equivalent at beginning of the year	345.21	6.32
Cash and Cash Equivalent at end of the year	218.44	345.21

For and behalf of the Board

R. P. AIYER
Chairman**SANWARMAL SEDMAL**
BIMAL GANDHI
Directors

Place : Mumbai

Dated : 21st October, 1997.

AUDITORS' CERTIFICATE

We have examined the above cash flow statement of Dil Vikas Finance Ltd. for the year ended March 31, 1997. The Statement has been prepared by the Company in accordance with the requirements of listing agreement clause 32 with Stock Exchange and is based on and in agreement with the corresponding profit and loss account and balance sheet of the Company covered by our report of 21st October, 1997 to the Members of the Company.

For R. V. SHAH & CO.
Chartered Accountants**R. V. SHAH**
Proprietor

Place : Mumbai

Dated : 21st October, 1997.

17TH ANNUAL REPORT 1996-97

STATEMENT OF HOLDING COMPANY'S INTEREST IN SUBSIDIARY COMPANIES

Statement Pursuant to Section 212 (1)(e) of the Companies Act, 1956.

1. Name of Subsidiary	Flora Fountain Properties Limited	Zillion Investments Company Limited
2. The Financial year of Subsidiary Companies ended on	31st March, 1997	31st March, 1997
3. Extent of the Holding Company's interest in the subsidiaries on the above date	33,500 Equity Shares of Rs.10/- each fully paid (100%)	2,90,000 Equity Shares of Rs.10/- each fully paid (100%)
4. The net aggregate of Profit less losses and reserves of the Subsidiary Companies so far as it concerns the Holding Company :		
(i) dealt with in the accounts of Dil Vikas Finance Limited by way of dividends on the Shares held in the subsidiary Companies :		
(a) For the subsidiaries' financial year ended 31.03.1997	Nil	Nil
(b) For the previous financial year	Nil	Rs.53,250/-
(ii) not dealt with in the accounts of Dil Vikas Finance Limited :		
(a) For the subsidiaries' financial year ended 31.03.1997	Rs.19,853/-	Rs.1,70,450/-
(b) For the previous financial year	Rs.6,49,245/-	Rs.11,11,517/-

For and behalf of the Board

R. P. AIYER
Chairman

SANWARMAL SEDMAL
BIMAL GANDHI
Directors

Place : Mumbai

Dated : 21st October, 1997.

DIRECTORS' REPORT

To

The Members,

Your Directors present the Annual Report together with the audited accounts of the Company for the year ended 31st March, 1997.

1. FINANCIAL RESULTS :

	Rs.
Profit before taxation	23,218
LESS: Provision for Taxation	6,000
Profit after Tax	17,218
ADD : Balance brought forward from previous year	1,11,245
Excess Provision for Taxation for earlier years	2,635
Amount available for Appropriation	1,31,098
Appropriated as under :	
Balance carried to Balance Sheet	1,31,098
	1,31,098

2. DIVIDEND :

In view of lower profits, no dividend is recommended.

3. FIXED DEPOSITS :

The Company has not accepted any deposits, as are governed under the Reserve Bank of India Directions, 1977.

4. DIRECTORS :

Smt. Rita Pavankumar retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

5. PARTICULARS OF EMPLOYEES :

Information required pursuant to Section 217 (2A) of the Companies Act, 1956, is NIL.

6. Further, the Companies (Disclosure of particulars in the Report of Directors) Rules, 1988 are not applicable.

7. AUDITORS :

M/s. A.K. NEVATIA & ASSOCIATES, Chartered Accountants, Mumbai hold the office as Auditors of the Company till the conclusion of this Annual General Meeting. In accordance with the provisions of Section 224 (1-B) of the Companies Act, 1956, Certificate has been obtained from them to the effect that their reappointment, if made, will be in accordance with the limits specified in abovesaid Section under the Companies Act, 1956. Members are requested to appoint Auditors for the current year and fix their remuneration.

By and on behalf of the Board

PLACE : MUMBAI
DATED : 02.05.1997

Directors

REPORT OF THE AUDITORS TO THE SHAREHOLDERS

We have examined the attached Balance Sheet of **FLORA FOUNTAIN PROPERTIES LIMITED** as at 31st March, 1997 and also the annexed Profit and Loss Account of the Company for the year ended on that date and report that :

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of account, as required by law have been kept by the Company so far as it appears from our examination of those books.
3. The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with books of account.
4. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - a) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 1997,
and
 - b) In the case of Profit and Loss Account, for the profits of the year ended on that date.

As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by the Central Government in exercise of the powers conferred by Section 227 (4A) of the Companies Act, 1956 and according to the information and explanations given to us and on the basis of such checks as we considered appropriate, we further report that :

1. The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets. We are informed that the fixed assets of the Company have been physically verified by the management during the year. No serious discrepancies were noticed on such verification.
2. None of the Fixed Assets have been revalued during the year.
3. In our opinion and according to explanations given to us, the Company has maintained proper records of Investments containing all the transactions therein and timely entries have been made therein. Investments are held by the Company in its own name except to the extent of exemption granted under Section 49 of the Companies Act, 1956.
4. The other provisions of the Manufacturing and other Companies (Auditors' Report) Order, 1988 did not appear to be applicable during the year covered by the aforesaid accounts.

For **A. K. NEVATIA & ASSOCIATES**
Chartered Accountants

PLACE : MUMBAI
DATED : 02.05.1997

(A. K. NEVATIA)
Proprietor

BALANCE SHEET AS AT 31ST MARCH, 1997

	SCHEDULE	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
SOURCES OF FUNDS			
(1) SHAREHOLDERS' FUNDS			
a) Share Capital	1	3,35,000	3,35,000
b) Reserves and Surplus	2	6,69,098	6,49,245
TOTAL		<u>10,04,098</u>	<u>9,84,245</u>
APPLICATION OF FUNDS			
(1) FIXED ASSETS	3		
a) Gross Block		11,11,911	11,11,911
b) Less : Depreciation		7,51,613	7,11,580
c) Net Block		<u>3,60,298</u>	<u>4,00,331</u>
(2) INVESTMENTS	4	5,98,364	3,40,344
(3) CURRENT ASSETS, LOANS AND ADVANCES			
a) Cash and Bank Balances	5	15,754	2,18,908
b) Loans and Advances	6	37,682	31,662
		<u>53,436</u>	<u>2,50,570</u>
LESS: CURRENT LIABILITIES AND PROVISIONS	7		
a) Liabilities		2,000	2,000
b) Provisions		6,000	5,000
		<u>8,000</u>	<u>7,000</u>
NET CURRENT ASSETS		<u>45,436</u>	<u>2,43,570</u>
TOTAL		<u>10,04,098</u>	<u>9,84,245</u>

NOTES ON ACCOUNTS 10

SCHEDULES 1 TO 10 FORM AN INTEGRAL PART OF THESE ACCOUNTS

THIS IS THE BALANCE SHEET
REFERRED TO IN OUR REPORT OF EVEN DATE

For A. K. NEVATIA & ASSOCIATES
Chartered Accountants

(A. K. NEVATIA)
Proprietor

DIRECTORS

PLACE : MUMBAI
DATED : 02.05.1997

FLORA FOUNTAIN PROPERTIES LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 1997**

	SCHEDULE	Year Ended 31.03.1997 Rs.	Year Ended 31.03.1996 Rs.
INCOME			
Compensation		90,000	1,08,000
Surplus on Sale of Investments		7,647	35,944
Other Income	8	1,110	12,708
TOTAL		98,757	1,56,652
EXPENDITURE			
Expenses	9	35,506	69,588
Depreciation		40,033	44,481
		75,539	1,14,069
PROFIT BEFORE TAX		23,218	42,583
Less: Provision for Taxation		6,000	5,000
PROFIT AFTER TAX		17,218	37,583
ADD :			
i) Excess provision for taxation for earlier years		2,635	12,837
ii) Surplus balance brought forward from previous year		1,11,245	60,825
AVAILABLE FOR APPROPRIATION		1,31,098	1,11,245
APPROPRIATIONS :			
Balance carried to Balance Sheet		1,31,098	1,11,245
		1,31,098	1,11,245

NOTES ON ACCOUNTS 10

SCHEDULES 1 TO 10 FORM AN INTEGRAL PART OF THESE ACCOUNTS

THIS IS THE PROFIT AND LOSS ACCOUNT
REFERRED TO IN OUR REPORT OF EVEN DATEFor A. K. NEVATIA & ASSOCIATES
Chartered Accountants(A. K. NEVATIA)
Proprietor**DIRECTORS**PLACE : MUMBAI
DATED : 02.05.1997

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
--	----------------------------	----------------------------

SCHEDULE - 1

SHARE CAPITAL

AUTHORISED CAPITAL :

50,000 Equity Shares of Rs.10/- each	5,00,000	5,00,000
	<u>5,00,000</u>	<u>5,00,000</u>

ISSUED, SUBSCRIBED AND PAID UP

33,500 Equity Shares of Rs.10/- each fully paid up	3,35,000	3,35,000
	<u>3,35,000</u>	<u>3,35,000</u>

SCHEDULE - 2

RESERVES AND SURPLUS

GENERAL RESERVE

Balance as per Last Balance Sheet	5,38,000	5,38,000
Profit & Loss Account Balance C/f.	1,31,098	1,11,245
TOTAL	<u>6,69,098</u>	<u>6,49,245</u>

SCHEDULE - 3

FIXED ASSETS :

	GROSS BLOCK		DEPRECIATION			NET BLOCK	
	As at 31.03.96	As at 31.03.97	Up to 31.03.96	During the year	Up to 31.03.97	As at 31.03.96	As at 31.03.97
Ownership Premises	10,24,786	10,24,786	6,75,902	34,888	7,10,790	3,48,884	3,13,996
Furniture & Fixtures	87,125	87,125	35,678	5,145	40,823	51,447	46,302
TOTAL	<u>11,11,911</u>	<u>11,11,911</u>	<u>7,11,580</u>	<u>40,033</u>	<u>7,51,613</u>	<u>4,00,331</u>	<u>3,60,298</u>
PREVIOUS YEAR	<u>11,11,911</u>	<u>11,11,911</u>	<u>6,67,099</u>	<u>44,481</u>	<u>7,11,580</u>	<u>4,44,812</u>	<u>4,00,331</u>

FLORA FOUNTAIN PROPERTIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

SCHEDULE - 4 :

INVESTMENTS :

PARTICULARS	FACE VALUE	AS AT 31.03.1997		AS AT 31.03.1996	
		QTY.	AMOUNT	QTY.	AMOUNT
I. QUOTED :					
HDFC Bank Ltd.	10	-	-	300	3,000
Unit Trust of India					
Master Plus, 1991	10	18,000	2,03,974	15,000	1,67,344
UTI-Master Shares	10	19,000	2,24,390	-	-
			<u>4,28,364</u>		<u>1,70,344</u>
II. UNQUOTED :					
Double Option Bonds					
Industrial Development					
Bank of India	5000	34	1,70,000	34	1,70,000
			<u>1,70,000</u>		<u>1,70,000</u>
GRAND TOTAL			<u>5,98,364</u>		<u>3,40,344</u>

	COST/BOOK VALUE Rs.	MARKET VALUE Rs.
Aggregate of Quoted Investments	4,28,364	4,85,900
Previous year	(1,70,344)	(1,90,500)
Aggregate of Unquoted Investments	1,70,000	
Previous year	(1,70,000)	
	<u>5,98,364</u>	
	<u>(3,40,344)</u>	

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
--	----------------------------	----------------------------

SCHEDULE - 5 :

CASH AND BANK BALANCES

Balance with Scheduled Banks in Current Account	15,754	2,18,908
	<u>15,754</u>	<u>2,18,908</u>

SCHEDULE - 6

SUNDRY DEBTORS, LOANS & ADVANCES

(Unsecured-Considered good)

Advance payment of taxes and tax deducted at source	6,257	237
Sundry Deposits	31,425	31,425
	<u>37,682</u>	<u>31,662</u>

SCHEDULE - 7

CURRENT LIABILITIES AND PROVISIONS

a. **CURRENT LIABILITIES**

Sundry Creditors	2,000	2,000
	<u>2,000</u>	<u>2,000</u>

b. **PROVISIONS**

Provision for Taxation	6,000	5,000
	<u>6,000</u>	<u>5,000</u>

FLORA FOUNTAIN PROPERTIES LIMITED**SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT**

	Year Ended 31.03.1997 Rs.	Year Ended 31.03.1996 Rs.
SCHEDULE - 8		
OTHER INCOME		
Dividend (Tax Deducted at Source Rs.257/-; Previous year Rs.237/-)	1,110	960
Interest on Income-tax Refund	-	11,748
	<u>1,110</u>	<u>12,708</u>

SCHEDULE - 9**EXPENSES**

Premises Maintenance & Other Charges	33,306	67,232
Filing Fees	200	200
Bank Charges	-	156
Auditors Remuneration :		
Audit Fees	2,000	2,000
	<u>35,506</u>	<u>69,588</u>

SCHEDULE 10

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 1997.

I. SIGNIFICANT ACCOUNTING POLICIES

- a. Fixed Assets are stated at cost.
- b. Depreciation is provided on the basis of written down value method, as per rate prescribed by the Income-tax Act, 1961.
- c. Investments are shown at cost or lower, if written down.
- d. Income and Expenditure are recognised on accrual basis.

II. As per the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value stated if realised in the ordinary course of business. The provision for known liabilities is adequate and neither in excess nor short of the amount reasonably necessary.

III. The Company is a wholly owned subsidiary of Dil Vikas Finance Limited.

IV. Previous year figure have been regrouped, rearranged or reclassified wherever necessary.

V. Balance Sheet abstract and Company's General Business profile.

(As per Part IV of Schedule VI of the Companies Act, 1956 pursuant to Notification No. GSR 388 (E), dated 15.5.1995)

I. REGISTRATION DETAILS :

Registration No.	27753	State Code	11
Balance Sheet Date	31.3.97		

II. Capital raised during the year (Amount in Rs.Thousands)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

III. Position of Mobilisation and Deployment of Funds (Amounts in Rs. Thousands)

Total Liabilities	1004	Total Assets	1004
-------------------	------	--------------	------

Sources of Funds :

Paid-up Capital	335	Reserves & Surplus	669
Secured Loans	NIL	Unsecured Loans	NIL

Application of Funds :

Net Fixed Assets	360	Investments	598
Net Current Assets	46	Misc. Expenditure	NIL
Accumulated Losses	NIL		

IV. Performance of Company (Amount in Rs. Thousands)

Turnover/Income	99	Total Expenditure	76
Profit Before Tax	23	Profit after Tax	17
Earning per Share in	Rs.0.51	Dividend Rate	NIL

V. Generic Names of the Principal Products/Services of Company (as per Monetary terms) N.A.

SIGNATURE TO SCHEDULES '1' TO '10'

As per our Report attached

For A. K. NEVATIA & ASSOCIATES
Chartered Accountants

(A. K. NEVATIA)
Proprietor

DIRECTORS

PLACE : MUMBAI
DATED : 02.05.1997

DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the Annual Report together with the audited accounts of the Company for the year ended 31st March, 1997.

1. FINANCIAL RESULTS :

	Rs.
Profit before Tax	1,81,195
LESS: Provision for Taxation	25,000
NET PROFIT AFTER TAX	1,56,195
ADD: Balance brought forward from previous year	1,11,517
ADD: Excess Provision for Taxation for earlier years	14,255
Amount available for Appropriation	2,81,967
<i>Appropriated as under :</i>	
Transfer to General Reserve	75,000
Proposed Dividend	87,000
Provision for Tax on Proposed Dividend	8,700
Balance carried to Balance Sheet	1,11,267
	2,81,967

2. DIVIDEND :

The Directors are pleased to recommend payment of dividend, amounting to Rs. 87,000/- being dividend @ 3% on 2,90,000 Equity Shares.

3. DIRECTORS :

Shri Rajesh T. Tibrewal retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

4. PARTICULARS OF EMPLOYEES :

Information required pursuant to Section 217 (2A) of the Companies Act, 1956, is NIL.

Information required pursuant to the Companies (Disclosure of particulars in the Report of Directors) Rules, 1988 is NIL.

5. AUDITORS :

M/s. A.K. NEVATIA & ASSOCIATES, Chartered Accountants, Mumbai Auditors of the Company retire at the conclusion of this Annual General Meeting.

In accordance with the provisions of Section 224 (1-B) of the Companies Act, 1956, Certificate has been obtained from them to the effect that their reappointment, if made, will be in accordance with the limits specified in abovesaid Section under the Companies Act, 1956. Members are requested to appoint Auditors for the current year to hold office till the conclusion of the next Annual General Meeting and fix their remuneration.

By and on behalf of the Board

Directors

Place : Mumbai
Dated : 28.07.1997

AUDITORS' REPORT TO THE SHARE HOLDERS

We have audited the attached Balance Sheet of **ZILLION INVESTMENTS COMPANY LIMITED** as at 31st March, 1997 and the Profit and Loss Account for the year ended on that date annexed thereto and report that :

1. As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by the Company Law Board in terms of Section 227 (4A) 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 in paragraph 1 above, we report that :
 - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account, as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet and the Profit and Loss Account dealt with by this report are in agreement with books of account.
 - (d) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view :
 - (i) In the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 1997,

and
 - (ii) In the case of Profit and Loss Account, of the "Profit" of the year ended on that date.

For **A. K. NEVATIA & ASSOCIATES**
Chartered Accountants

A. K. NEVATIA
Proprietor

Place : Mumbai
Dated : 28.07.1997

ANNEXURE TO AUDITOR'S REPORT

(Referred to in para (1) of our Report of even date)

1. The Company has maintained proper records showing full particulars including quantitative details and situations of Fixed Assets. All the fixed assets physically verified by the management during the year and no such material discrepancies were noticed on such verification.
2. The Fixed Assets of the Company have not been revalued during the year.
3. As information given to us, the procedure of physical verification of Stocks followed by the management are in our opinion reasonable and adequate in relation to the size of the Company and the nature of its business and the same are in agreement with records maintained by the Company.
4. Valuation of Stock-in-trade is fair and proper in accordance with normally accepted accounting principles. The basis of valuation is same as in the proceeding year.
5. The Company has not granted any loans secured or unsecured to Companies, Firms or other parties listed in the register(s) maintained under Section 301 or to the companies under the same management as defined under sub-section (1B) of Section 370 of the Companies Act, 1956. (1 of 1956).
6. The company has not given any loans or advances in the nature of loans.
7. The Company has not entered into any contract or arrangement for the purchase of goods and materials and sale of goods, materials, services during the year aggregating to Rs.50,000/- (Rupees Fifty Thousand) or more as covered by the provision of Section 301 of the Companies Act, 1956. (1 of 1956).
8. The Company has not accepted deposits from the public and hence the directions issued by the Reserve Bank of India and the provision of Section 58A of the Companies Act, 1956 and the rules made thereunder are not applicable.
9. The Company has an Internal Audit System, which in our opinion, is commensurate with the size and nature of its business.
10. We are informed by the management that the maintenance of cost record under Section 209 (1) (d) of the Companies Act, 1956 (1 of 1956) is not applicable to the Company.
11. The provisions of the Provident Fund Act and Employees State Insurance Act and Rules thereunder are not applicable to the Company.
12. According to the information and explanations given to us, there were no undisputed amounts payable in respects of Income-tax, Wealth-tax, Customs Duty and Excise Duty which have remained outstanding as at 31st March, 1997 for the period of more than six months from the date they became payable.
13. According to the information and explanations given to us, no personal expenses for employees or directors have been charged to revenue account.
14. The Company has not granted any loans and advances on the basis of Security, by way of Shares, Debentures and other Securities.
15. We are informed by the management that provisions of special statute applicable to Chit Fund, Nidhi or Mutual Benefit Society are not applicable to the Company.
16. In our opinion and according to explanations given to us, the Company has maintained proper records of containing all the transactions therein and timely entries have been made therein. Investments are held by the Company in its own name except to the extent of exemption granted under Section 49 of the Companies Act, 1956.
17. As per information and explanations given to us and taking in to consideration the nature of business of the Company, Clauses (iii), (x), (xi), (xiv) and (xx) of paragraph 4(A) of the manufacturing and other Companies (Auditors' Report) Order, 1988 are not applicable.

For **A. K. NEVATIA & ASSOCIATES**
Chartered Accountants

A. K. NEVATIA
Proprietor

Place : Mumbai
Dated : 28.07.1997

BALANCE SHEET AS AT 31ST MARCH, 1997

	SCHEDULE	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
SOURCES OF FUNDS			
(1) SHAREHOLDERS' FUNDS			
a) Share Capital	1	29,00,000	29,00,000
b) Reserves and Surplus	2	11,86,267	11,11,517
TOTAL		<u>40,86,267</u>	<u>40,11,517</u>
APPLICATION OF FUNDS			
(1) FIXED ASSETS	3		
a) Gross Block		4,40,000	4,40,000
b) Less: Depreciation		1,95,216	1,82,333
c) Net Block		<u>2,44,784</u>	<u>2,57,667</u>
(2) INVESTMENTS	4	38,64,983	37,51,566
(3) CURRENT ASSETS, LOANS AND ADVANCES			
a) Cash and Bank Balances	5	48,723	30,507
b) Loans and Advances	6	35,477	64,652
		<u>84,200</u>	<u>95,159</u>
LESS: CURRENT LIABILITIES AND PROVISIONS			
a) Liabilities	7	6,000	6,000
b) Provisions	8	1,20,700	1,08,250
		<u>1,26,700</u>	<u>1,14,250</u>
NET CURRENT ASSETS		<u>(42,500)</u>	<u>(19,091)</u>
(4) MISCELLANEOUS EXPENDITURE		19,000	21,375
TOTAL		<u>40,86,267</u>	<u>40,11,517</u>

NOTES ON ACCOUNTS 12

SCHEDULES 1 TO 12 FORM AN INTEGRAL PART OF THESE ACCOUNTS

THIS IS THE BALANCE SHEET
REFERRED TO IN OUR REPORT OF EVEN DATE

For A. K. NEVATIA & ASSOCIATES
Chartered Accountants

A. K. NEVATIA
Proprietor

DIRECTORS

Place : Mumbai
Dated : 28.07.1997

ZILLION INVESTMENTS Co. Ltd.**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 1997**

	SCHEDULE	Year Ended 31.03.1997 Rs.	Year Ended 31.03.1996 Rs.
INCOME			
Sales (Shares & Securities)		—	7,46,523
Dividend & Other Income	9	2,03,917	1,48,529
TOTAL		2,03,917	8,95,052
EXPENDITURE			
Cost of Purchase (Shares & Securities)	10	—	7,35,305
Expenses	11	9,839	35,259
Interest		—	64
Depreciation		12,883	13,561
		22,722	7,84,189
PROFIT BEFORE TAXATION		1,81,195	1,10,863
Less: Provision for Taxation		25,000	55,000
PROFIT AFTER TAXATION		1,56,195	55,863
ADD : Excess/(Short) provision for taxation of earlier years		14,255	1,964
ADD : Profit brought forward from previous year		1,11,517	1,25,941
AVAILABLE FOR APPROPRIATION		2,81,967	1,83,767
APPROPRIATIONS :			
Transfer to General Reserve		75,000	19,000
Proposed Dividend		87,000	53,250
Provision for tax on Proposed Dividend		8,700	—
Balance carried to Balance Sheet		1,11,267	1,11,517
		2,81,967	1,83,767

NOTES ON ACCOUNTS 12

SCHEDULES 1 TO 12 FORM AN INTEGRAL PART OF THESE ACCOUNTS

THIS IS THE PROFIT AND LOSS ACCOUNT
REFERRED TO IN OUR REPORT OF EVEN DATEFor A. K. NEVATIA & ASSOCIATES
Chartered AccountantsA. K. NEVATIA
Proprietor**DIRECTORS**Place : Mumbai
Dated : 28.07.1997

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

	As at 31.03.1997 Rs.	As at 31.03.1996 Rs.
--	----------------------------	----------------------------

SCHEDULE - 1

SHARE CAPITAL

AUTHORISED CAPITAL :

5,00,000 Equity Shares of Rs.10/- each	50,00,000	50,00,000
	<u>50,00,000</u>	<u>50,00,000</u>

ISSUED, SUBSCRIBED AND PAID UP

2,90,000 Equity Shares of Rs.10/- each fully paid up	29,00,000	29,00,000
	<u>29,00,000</u>	<u>29,00,000</u>

SCHEDULE - 2

RESERVES AND SURPLUS

GENERAL RESERVE

Balance as per Last Balance Sheet	10,00,000	9,81,000
ADD : Transfer from Profit and Loss Account	75,000	19,000
	<u>10,75,000</u>	<u>10,00,000</u>
Profit & Loss Account Balance B/d.	1,11,267	1,11,517
TOTAL	<u>11,86,267</u>	<u>11,11,517</u>

SCHEDULE - 3

FIXED ASSETS :

	GROSS BLOCK		DEPRECIATION			NET BLOCK	
	As at 31.03.96	As at 31.03.97	Up to 31.03.96	During the year	Up to 31.03.97	As at 31.03.96	As at 31.03.97
Office Premises	4,40,000	4,40,000	1,82,333	12,883	1,95,216	2,57,667	2,44,784
TOTAL	4,40,000	4,40,000	1,82,333	12,883	1,95,216	2,57,667	2,44,784
PREVIOUS YEAR	4,40,000	4,40,000	1,68,772	13,561	1,82,333	2,71,228	2,57,667

ZILLION INVESTMENTS Co. Ltd.
SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997
SCHEDULE - 4 :
INVESTMENTS :

NAME OF THE COMPANY	FACE VALUE	AS AT 31.03.1997		AS AT 31.03.1996	
		QTY.	AMOUNT	QTY.	AMOUNT
QUOTED :					
Amforge Industries Ltd.	10	15	525	—	—
Avon Industries Ltd.	10	200	2,234	200	2,234
Ambika Mills Ltd.	10	100	2,200	100	2,200
Bajaj Hindustan Ltd.	10	170	17,139	170	17,139
Bombay Burmah Trading Corp. Ltd.	10	20	3,772	20	3,772
Bharat Commerce & Industries Ltd.	10	62	2,510	62	2,510
Coats Viyella Ltd.	10	375	52,838	375	52,838
Dalal Street Invt. Ltd.	10	50	1,062	50	1,062
Eddy Current Ltd.	10	850	9,180	850	9,180
Essar Gujarat Ltd.	10	4,655	2,50,743	4655	2,50,743
Elgi Equipments Ltd.	10	100	1,015	100	1,015
Elecot Power Control Ltd.	10	700	52,500	700	52,500
Great Eastern Shipping Ltd.	10	205	10,637	205	10,637
Gujarat Alkalies & Chem. Ltd.	10	59	3,363	—	—
Harita Grammar Ltd.	10	5,740	60,133	5,740	60,133
Ispat Alloys Ltd.	10	8,790	81,003	1,776	36,586
I.I.T. Capital Services Ltd.	10	68,200	7,88,070	28,800	4,09,356
Industrial & Prudential Co. Ltd.	10	100	20,007	—	—
Jost Engineering Ltd.	10	1,400	1,12,840	1,400	1,12,840
KAP Chemicals Ltd.	10	200	1,220	—	—
Kirloskar Computers Ltd.	10	100	760	—	—
Madras Motor Finance Co. Ltd.	10	450	4,095	450	4,095
Mather & Platt (India) Ltd.	10	11,766	1,63,063	3,778	83,582
Mack Trading Co. Ltd.	10	200	2,500	200	2,500
Mayur Syntex Ltd.	10	100	810	—	—
Nagarjuna Finance Ltd.	10	2,600	79,560	2,600	79,560
Orient Beverages Ltd.	10	2,750	50,023	2,750	50,023
Steller Exports Ltd.	10	9,000	90,833	9,000	90,833
Sunflag Iron & Steel Ltd.	10	935	7,573	935	7,573
Videocon VCR Ltd.	10	50	1,310	50	1,310
World Links Finance Ltd.	10	700	8,621	700	8,621
Sesa Goa Ltd.	10	45	4,500	45	4,500
TOTAL			18,86,639		13,57,342
UNQUOTED :					
E.C.E. Ltd.	10	2100	1,05,777	2100	1,05,777
General Industries Soc. Ltd.	10	750	7,782	750	7,782
Indian Motor Parts & Accessories Ltd.	10	666	20,463	666	20,463
Periakaramalai Tea Coffee Ltd.	10	50	2,528	50	2,528
Sesashahi Industries Ltd.	10	155000	1,58,100	155000	1,58,100
Testeel Co. Ltd.	10	28	589	28	589
Tulya Alloys Castings Ltd.	10	1900	19,285	1900	19,285
Universal Tyres Ltd.	10	3400	3,910	3400	3,910
US-64 UNITS OF UNIT TRUST OF INDIA	10	—	—	28,100	4,15,880
TOTAL			3,18,434		7,34,314

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 1997

NAME OF THE COMPANY	FACE VALUE	AS AT 31.03.1997		AS AT 31.03.1996	
		QTY.	AMOUNT	QTY.	AMOUNT
UNQUOTED DEBENTURES :					
ICICI LTD. (PART-B DEB.)	—	920	16,59,910	920	16,59,910
GRAND TOTAL :			38,64,983		37,51,566

	COST/BOOK VALUE	MARKET VALUE
	Rs.	Rs.
Aggregate of Quoted Investments	<u>18,86,639</u>	<u>16,57,131</u>
Previous year	(13,57,342)	(13,89,002)
Aggregate of Unquoted Investments	<u>19,78,344</u>	
Previous year	(23,94,224)	
TOTAL :	<u>38,64,983</u>	
	(37,51,566)	

As at	As at
31.03.1997	31.03.1996
Rs.	Rs.

SCHEDULE - 5

CASH AND BANK BALANCES

Balance with Scheduled Bank		
in Current Accounts	6,723	30,507
in Term Deposit Account	42,000	—
	<u>48,723</u>	<u>30,507</u>

SCHEDULE - 6

LOANS AND ADVANCES

(Unsecured-considered good)		
Sundry Deposits	6,950	6,950
Income-tax Refund Receivable	—	19,276
Dividend Receivable	1,791	994
Tax deducted at source and Advance Income-tax	26,736	37,432
	<u>35,477</u>	<u>64,652</u>

SCHEDULE - 7

CURRENT LIABILITIES

Sundry Creditors	<u>6,000</u>	<u>6,000</u>
------------------	--------------	--------------

SCHEDULE - 8 :

PROVISIONS

Provision for Taxation	25,000	55,000
Proposed Dividend	87,000	53,250
Provision for tax on Proposed Dividend	8,700	—
	<u>1,20,700</u>	<u>1,08,250</u>

SCHEDULES FORMING PART OF THE PROFIT AND LOSS ACCOUNT

	Year Ended 31.03.1997 Rs.	Year Ended 31.03.1996 Rs.
SCHEDULE - 9		
OTHER INCOME		
i) Dividend Gross (Tax deducted at Source Rs.21,797/-; Previous year Rs.27,432/-)	92,886	1,25,045
ii) Interest on Debenture (Tax deducted at Source Rs.Nil/-; Previous year Rs.Nil/-)	51,750	51,750
iii) Interest received on Income-tax Refund	818	—
iv) Interest on Term Deposits with Bank (Tax deducted at source Rs. 4,939/-)	21,933	—
v) Surplus on Sale of Investment	36,530	(28,266)
	<u>2,03,917</u>	<u>1,48,529</u>

SCHEDULE - 10**COST OF PURCHASES**

Purchases :	—	—
Add: (Increase) / Decrease in Stock		
Opening Stock	—	7,35,305
Less: Closing Stock	—	—
SUB-TOTAL	<u>—</u>	<u>7,35,305</u>
TOTAL	<u>—</u>	<u>7,35,305</u>

SCHEDULE - 11**EXPENSES**

Interest tax paid	68	23,550
Bank Charges	145	174
Filing Fees	240	440
Telephone Expenses	—	1,062
Electricity Charges	—	808
Audit Fees	6,000	6,000
Profession Tax	850	850
Printing & Stationery	161	—
Share Issue Expenses (10% of 23,750)	2,375	2,375
	<u>9,839</u>	<u>35,259</u>

SCHEDULE - 12

NOTES FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 1997.

I. SIGNIFICANT ACCOUNTING POLICIES

1. METHOD OF ACCOUNTING :

The Books of Accounts are maintained on accrual basis.

2. FIXED ASSETS :

The 'Gross Block' of Fixed Assets are shown at the cost of acquisition which includes taxes, duties and other identifiable direct expenses.

3. DEPRECIATION :

Depreciation on fixed assets is provided at the rates specified under the Companies Act, 1956 on written down value.

4. STOCK-IN-TRADE :

Stock-in-trade is valued at cost or realisable value whichever is lower.

5. OTHER ACCOUNTING POLICIES :

These are consistent with the generally accepted accounting practices.

II. Quantitative information in respect of Opening Stock, Purchases, Sales and Closing Stock.

	For the year Ended 31.03.1997		For the year Ended 31.03.1996	
	Nos.	Amount	Nos.	Amount
a. Opening Stock :				
Equity Shares	—	—	1,637	76,540
Debenture & Bonds	—	—	50	4,750
Units of UTI	—	—	36,950	6,54,015
b. *Purchases :				
Equity Shares	—	—	—	—
Debenture & Bonds	—	—	—	—
Units of UTI	—	—	—	—
c. *Sales :				
Equity Shares	—	—	1,637	88,608
Debenture & Bonds	—	—	50	3,900
Units of UTI	—	—	36,950	6,54,015
d. **Closing Stock :				
Equity Shares	—	—	—	—
Debenture & Bonds	—	—	—	—
Units of UTI	—	—	—	—

* Including regrouping in respect of receipt of Bonus Shares and/or conversion and/or sub-division.

** Stock valuation is made at cost or realisable value whichever is lower.

III. In the opinion of the Board, the current assets, loans and Advances are approximately of the value stated if realised in the ordinary course of the business. The provision for known liabilities is adequate and neither in excess of nor short of the amount reasonably necessary.

ZILLION INVESTMENTS Co. Ltd.

- IV. a) None of the employees were in receipt of remuneration aggregating to Rs.3,00,000/- or more per annum or Rs.25,000/- per month. (Previous year : None)
b) As no manufacturing activities were carried out during the year ended 31st March, 1997 information in respect of manufacturing activities required under para 3 and 4 of the Schedule VI of the Companies Act, 1956 is not given.

V. The Company is a wholly owned subsidiary of Dil Vikas Finance Limited.

VI. Previous year's figure have been regrouped/recast wherever necessary to confirm to this year's classification.

VII. Balance Sheet abstract and Company's General Business profile:

As per Part IV of Schedule VI of the Companies Act, 1956 pursuant to Notification No. GSR (E), dated 15.5.1995.

i. REGISTRATION DETAILS:

Registration No.	25260	State Code	11
Balance Sheet Date	31.3.97		

ii. Capital raised during the year (Amt. in Thousands)

Public Issue	NIL	Rights Issue	NIL
Bonus Issue	NIL	Private Placement	NIL

iii. Position of Mobilisation and Deployment of Funds.
(Amounts in Thousands)

Total Liabilities	4086	Total Assets	4086
-------------------	------	--------------	------

Sources of Funds

Paid-up Capital	2900	Reserves & Surplus	1186
Secured Loan	NIL	Unsecured Loans	NIL

Application of Funds

Net Fixed Assets	245	Investments	3865
Net Current Assets	(43)	Misc. Expenditure	19
Accumulated Losses	NIL		

iv. Performance of Company (Amount in Thousands)

Turnover/Income	204	Total Expenditure	23
Profit before tax	181	Profit after tax	156
Earning per Share	Rs. 0.53	Dividend Rate	3%

v. Generic Names of three Principal Products/Services of Company (as per monetary terms) N.A.

SIGNATURE TO SCHEDULES '1' TO '12'

As per our Report attached

For A. K. NEVATIA & ASSOCIATES
Chartered Accountants

A. K. NEVATIA
Proprietor

DIRECTORS

Place : Mumbai
Dated : 28.07.1997

DIL VIKAS FINANCE LIMITED

Regd. Office :

317, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021.

No. of Shares held _____ Folio No. _____

PROXY FORM

I/We _____

of _____

being a member/members of the above named Company, hereby appoint:

Shri/Smt. _____

of _____

or failing him/her

Shri/Smt. _____

of _____

as my/our proxy to vote for me/us on my/our behalf at the **17th ANNUAL GENERAL MEETING** of the Company to be held on **Thursday, the 4th day of December, 1997** at **11 A.M.** at **317, Maker Chambers V, 221, Nariman Point, Mumbai - 400 021** and at any adjourned meeting thereof.

Affix a
One Rupee
Revenue
Stamp

Date _____

NOTES :

- (a) The form should be signed across the stamp as per specimen signature registered with the Company.
- (b) The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the time fixed for holding the meeting.
- (c) A Proxy need not be a member.

Members are requested to bring their own copy of the Annual Report to the meeting.

If you undelivered please return to :

Registered Office :

DIL VIKAS FINANCE LIMITED

317, Maker Chambers V,
221, Nariman Point, Mumbai 400 021.

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