

MEHTA INTEGRATED FINANCE LIMITED

19TH ANNUAL REPORT

2002-2003

BOARD OF DIRECTORS

SHRI DARSHAN V. MEHTA - DIRECTOR

SMT. INDIRA V. MEHTA - DIRECTOR

SHRI VISHWESH D MEHTA - DIRECTOR

AUDITORS

DINESH K. SHAH & CO.,
CHARTERED ACCOUNTANTS,
AHMEDABAD.

BANKERS

1. DENA BANK.
2. LAXMI VILAS BANK.
3. BANK OF BARODA
4. SIDBI

REGISTERED OFFICE

883, LAW GARDEN APARTMENT,
SCHEME - 1,
OPP. LAW GARDEN, ELLISBRIDGE,
AHMEDABAD - 380 009.

NOTICE

NOTICE is hereby given that 19TH ANNUAL GENERAL MEETING of the Members of **MEHTA INTEGRATED FINANCE LIMITED** will be held at 003, Law Garden Apartments, Scheme - 1, Opp. Law Garden, Ellisbridge, Ahmedabad - 380 009 on 27 FEBRUARY, 2004 at 9.15 A.M. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Accounts of the Company for the year ended 31ST AUGUST, 2003 the Balance Sheet as at that date alongwith the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Indira V. Mehta , who retire by rotation in terms of Article 126 of the Articles of Association of the Company and being eligible, offers himself for reappointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :-

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :-

"RESOLVED THAT in supression of the Resolution passed at the Annual General MMeeting of the Comapany held on 27th February, 2003 and pursuant to the provisions of Section 61 and other applicable provisions of the Companies Act, 1956 and Clause 6.1 and other applicable provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003 (hereinafter referred to as Delisting Guidelines) and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company ('the Board' which term shall be deemed to include any Committee thereof), consent of the Company be and is hereby accorded to the Board to delist the Equity Shares of the Company from the Ahmedabad Stock Exchange ."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in regard to the aforesaid voluntary delisting of Shares as it may in absolute discretion deem fit without being required to seek any further approvals of the Members or otherwise to the end and intend that the Members shall be deemed to have given their approvals expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary steps in this regard in order to comply with all the legal and procedural formalities and further to authorise any of its committees or any of its directors or any of the officers of the Company to do all such acts, deeds or things to give effect to the aforesaid resolution."

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :-

"RESOLVED THAT pursuant to section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and are hereby altered follows :

The following Article be inserted as Article No. 79A after the existing Article 79 :-

79A :- Notwithstanding anything contained in these Articles, pursuant to Section 192A of the Companies Act, 1956, the Company may, and in the case of resolution relating to such business as the Central Government, by notification, declare to be conducted only by postal ballot (including voting by electronic mode), shall get any resolution passed by means of a postal ballot (including voting by electronic mode), instead of/in addition to transacting the business in the General Meeting of the Company. Where the Company decides to pass any resolution by postal ballot, it shall send a notice under Certificate of posting or by any other method as may be prescribed by the Central Government in this behalf of all the Shareholders, along with draft resolution explaining reasons therefore, and requesting them to send their assent or dissent in writing on a postal ballot, in postage pre-paid envelop to be provided by the Company, within a period of 30 days or within such period as may be prescribed by the Central Government from the date of posting of the notice.

If a resolution is assented to by a requisite majority of the Shareholders by means of postal ballot (including voting by electronic mode), it shall be deemed to have been duly passed at a General Meeting in that behalf.

6. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution :-

"RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to convert the shares of the various companies treated as Stock in trade in the records of the Company into Investments.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters, things as may be necessary or important for the effective implementation of the abovesaid Resolution."

REGISTERED OFFICE :

3, LAW GARDEN APARTMENT,
SCHEME 1,
OPP. LAW GARDEN,
ELLISBRIDGE,
AHMEDABAD - 385 006.

By order of the Board,

Darshan V. Menta
(DARSHAN V. MENTA)
DIRECTOR

DATE : 30TH JANUARY, 2004.
PLACE : AHMEDABAD.

NOTES

1. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of the Special Business at item No. 4 to 6 set out in the notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THIS ANNUAL GENERAL MEETING.
3. The register of members and the Share Transfer Book of the Company will remain closed from 26/02/2004 to 27/02/2004.
4. Members/Proxies should bring copies of Annual Report and Attendance slip sent herewith duly filed in for attending the meeting.
5. Members are requested to notify any change in their address immediately to the Company's Registered Office at 003, Law Barden Apartments, Scheme - 1, Opp. Law Barden, Ellisbridge, Ahmedabad - 380 006.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT AS REQUESTED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.

In respect of Item No.4 :-

In order to provide liquidity to the Shareholders and Investors, the Company's Equity Shares were listed on the Stock Exchanges at Mumbai (BSE) and Ahmedabad (ASE). The most of the trading in the Company's Equity Shares took place on BSE.

It has been observed since last many years that trading in Equity Shares of the Company on Ahmedabad Stock Exchange is nil and thus disproportionate to the listing fees payable by the Company to the said Stock Exchange owing to expansion of BSE. Further, the Company has been spending money on listing fees, advertisement in newspapers etc. and no particular benefit is available to the Shareholders of the Company by continuing the listing of the Equity Shares on the said Stock Exchange.

In view of the aforesaid, it is considered desirable to delist the Equity Shares of the Company from Ahmedabad Stock Exchange, subject to the Company complying the various provisions of SEBI (Delisting of Securities) Guidelines, 2003 and obtaining requisite approvals, permissions and sanctions in this regard. The Company's Equity Shares, however, will continue to be listed on the Mumbai Stock Exchange.

In terms of the delisting guidelines, a public announcement regarding proposed delisting will be published. The delisting will take effect only after all approvals, permissions and sanctions have been received. The exact date on which delisting will take place will be notified.

No Director is concerned or interested in the said resolution.

In respect of Item No.5 :-

According to Section 192A of the Companies Act, 1956 and rules framed thereunder, certain resolutions are required to be passed by way of postal ballot. It also empowers shareholders of the Company to pass resolutions by way of postal ballot voluntarily inspite of no statutory requirement. It is proposed to insert additional clause No. 79A in the Article of Association of the Company as set out in the resolution in the Item No.5 of the accompanying notice for the purpose.

Your approval by way of Special Resolution is solicited to the aforesaid amendment in the Articles of Association of the Company.

No Director is concerned or interested in the said resolution.

In respect of Item No.6 :-

The Company is having shares of the various Companies treated as Stock in trade in the Book of Accounts of the Company. It would be converted into Investments of the Company.

Your approval by way of Special Resolution is solicited to the aforesaid special business.

No Director is concerned or interested in the said resolution.

REGISTERED OFFICE :

3, LAW GARDEN APARTMENT,
SCHEME 1,
OPP. LAW GARDEN,
ELLISBRIDGE,
AHMEDABAD - 380 006.

By order of the Board,

Dalip Hansraj
(DANISH V. NENTA)
DIRECTOR

DATE : 30TH JANUARY, 2004.
PLACE : AHMEDABAD.

DIRECTORS' REPORT

To,
The Members,
MEHTA INTEGRATED FINANCE LIMITED
Ahmedabad.

Your Directors have pleasure in presenting 19th Annual Report of the Company along with Audited Accounts for year ended 31ST AUGUST, 2003.

1. FINANCIAL RESULTS

The Financial Results of the Company for the year ended on 31ST AUGUST, 2003. As compared to the previous year are summarised below :

	(Rs. In Lacs)	
	31/08/2003	31/08/2002
Total Income	48.05	23.57
Profit/Loss before Depreciation & Taxation	6.83	(12.94)
Less: Depreciation	0.98	01.07
Provision for Investment Fluctuation	Nil	Nil
Profit/Loss before Taxation	5.85	(14.01)
Provision for Income Tax	Nil	Nil
Net Profit/Loss After Tax	5.85	(14.01)
Transfer to General Reserve	Nil	Nil
Proposed Dividend	Nil	Nil

2. OVERALL REVIEW OF PERFORMANCE

The Company has been concentrating on making its recovery from outstanding dues which is slow, cumbersome and in tune with the attributes of our judicial system.

Recovery of the company during the year is not satisfactory.

The Merchant Banking business has not been active due to slack in the primary market and overall economy.

2. DIVIDEND

In order to conserve the resources of the Company, the Directors do not recommend any dividend for the year under review.

3. BUSINESS OPERATIONS AND FUTURE OUTLOOK

The Business of the Company has resulted into grave and substantial defaults by various clients against whom company has taken legal action in the nature of Arbitration proceedings, Civil Suits and proceedings of criminal nature.

The Company out of its own resources as well as from various borrowings have repaid its creditors to the extent possible but the drying up of the receivables, the response of the judicial system and the economic downturn has perpetuated a position of stagnation.

The legal matters have been filed since 1996, and pursued till date against the defaulting lessees / clients.

The Company has failed to pay its creditors in view of the above position, and the various creditors have issued notices for initiating action against the company.

5. DIRECTOR

Smt. Indira V. Mehta, Director of the Company retires from office by rotation in accordance with the requirement of The Companies Act, 1956 and being eligible, offers himself for reappointment.

6. PARTICULARS OF EMPLOYEES

The Company has no employee of the category specified in Section 217 (2A) of The Companies Act, 1956.

7. PARTICULARS OF CONSERVATION OF ENERGY ETC.

The Company has no activities relating to Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo during the year under review.

8. AUDITORS AND THEIR REPORT.

Auditors M/s. Dinesh K. Shah & Co., Chartered Accountants hold office till the conclusion of ensuing Annual General Meeting and having furnished the required certificate U/s. 224 (1-B) of The Companies Act, 1956 are eligible for reappointment. Board recommends the reappointments and request the members to fix their Remuneration.

9. PUBLIC DEPOSITS

There was no Deposits unclaimed or unpaid by the Company after the date on which it has become due for payment or renewal on 31st August, 2003.

10. DEMATERIALISATION OF SHARES

To provide best services to the shareholders and investors, company's equity shares are made available for dematerialisation in electronic form in the Depository systems operated by National Securities Depository Limited and Central Depository Services (India) Limited, Mumbai.

11. DIRECTORS RESPONSIBILITY STATEMENT

Your Director confirm :

- (a) That in preparation of the annual Accounts, the applicable accounting standards have been followed along with proper explanation.
- (b) That the Directors had selected such accounting polices and applied them consistently and made judgments and estimates that are reasonable and prudent so as give a true and fair view of the state of affairs of the company at the end of the financial year ended on **31st August, 2003** and of the Profit of the Company for that year.
- (c) That the Directors had taken proper and sufficient care for maintenance of adequate accounting records for the year ended **31st August, 2003** in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and for prevention and detention of fraud and other irregularities.
- (d) That the Director had prepared the Annual Accounts on an ongoing basis.

12. LISTING

The Equity Shares of the Company are listed on Ahmedabad and Mumbai Stock Exchange. The Company is generally regular in payment of Annual Listing Fees. The Company has paid Listing fees upto the year 2003-04 to Ahmedabad and Mumbai Stock Exchange. The Company proposes to delist the Equity Shares from the Ahmedabad Stock Exchange after complying with SEBI (Delisting of Securities) Guidelines, 2003.

13. ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record appreciation of the valuable contribution and dedication shown by the employees of the company, which have contributed to the successful management of the company's affairs.

The Directors also express their gratitude to the support extended by Financial Institution, Various Bankers, Central Govt. & State Govt. authorities & the Shareholders of the Company.

FOR, MEHTA INTEGRATED FINNICE LIMITED
ON BEHALF OF THE BOARD OF DIRECTORS

PLACE : AHMEDABAD.

DATE : 30/01/2004.



(DARSHAN V. MEHTA)
DIRECTOR

REPORT ON CORPORATE GOVERNANCE

INTRODUCTION:

Corporate Governance is important to build confidence and trust which leads to strong and stable partnership with the Investors and all other Stakeholders. The detailed Report on implementation of Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with the Stock Exchanges is set out below:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance makes a significant contribution to the business prosperity and accountability. The Company's philosophy on Corporate Governance lays strong emphasis on transparency, accountability and ability, in all facets of its operations and in all its interactions with the Stakeholders, employees, the Government and Lenders.

During the year under review, the Company has not fully complied with the requirements of Clause 49 of the Listing Agreements and will continue its efforts towards raising its standards in Corporate Governance and will also review its systems and procedures constantly in order to keep pace with the changing economic environment. The Company shall also put all efforts to comply with the balance requirement of the Corporate Governance code so far not complied with by the Company.

2. BOARD OF DIRECTORS:

a) Composition and Category of Directors:

Name of Directors	Category of Directorship	No. of other Directorships *	Committee Membership/Chairmanship in other companies	No. of Board Meetings attended	Attendance at the AGM/Meetings (Yes(Y)/No(N))
Darshan V. Mehta	Executive	2	2	6	Y
Indira V. Mehta Chairman	Non-executive	1	1	6	Y
Vishwesh D. Mehta @	Non-executive	-	-	1	N

* Private companies excluded.

@ Appointed on 20th March, 2003.

b) Details of the Directors seeking Appointment/Reappointment in forthcoming Annual General Meetings

Name of Director	Indira V. Mehta	Vishwesh D. Mehta
Date of Birth	01-01-1926	13-05-1983
Date of Appointment	28-09-1996	28-03-2003
Expertise in specific functional areas	Administration, Management	Finance, Accounts
List of Public Limited Companies in which Directorships held	Mehta Housing Finance Ltd.	-
Chairman/Member of the Committees of the Board of Directors of the Company	Audit Committee, Shareholders' Grievances Committee	Audit Committee, Shareholders' Grievances Committee

b) Board Procedures:

The Board of Directors meets atleast once a quarter to review the performance and Financial Results. A detailed Agenda File is sent to all the Directors well in time of the Board Meetings. The Chairman/Director briefs the Directors at every Board Meeting, overall performance of the Company. All major decisions/approvals are taken at the Meeting of the Board of Directors such as policy formation, business plans, budgets, investment opportunities, Statutory Compliance etc. The meeting of the Board of Directors were held on 30-09-2002, 18-12-2002, 30-12-2002, 30-01-2003, 28-03-2003 and 26-06-2003.

3. AUDIT COMMITTEE:

The Company is in consistent search for competent persons for inducting them as independent Directors on the Board and hence the Board of Directors had not set up an Audit Committee pursuant to the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

Despite of the abovesaid limitation, the Company wants to follow the Corporate Governance in spirit. Thus the Company has formed an Audit Committee and it consists of the following Directors.

Name of the Director	Functions of the Committee	Attendance
Darshan V. Mehta	The functions of the Audit Committee are as per	The meeting of the Audit
Indira V. Mehta	Company Law and Listing Agreement with Stock	Committee held on 18-12-2002,
Vishwesh D. Mehta	Exchange(s) which include approving and implementing the audit procedures, review of financial reporting system, internal control procedures and risk management policies.	20-03-2003 and 26-06-2003.

4. REMUNERATION COMMITTEE:

The Company does not have formal Remuneration Committee. No remuneration is paid to Executive as well as Non- Executive Directors and no sitting fees is paid to any of the Directors for attending the Meetings of the Board of Directors or Committee thereof.

5. SHAREHOLDERS/INVESTORS' GRIEVANCES COMMITTEE:

The Board has constituted a Shareholders/Investors' Grievances Committee for the purpose of effective redressal of the complaints of the shareholders such as Dematerialisation, Share Transfer, Non-receipt of Balance Sheet, Dividend Warrants etc.

Smt. Indira V. Mehta, Chairman and Shri Vishwesh D. Mehta, Director are the Members of the Committee.

The Company received 5 complaints during the year and all were resolved to the satisfaction of the shareholders. There was no valid request for transfer of shares pending as on 31st August, 2003.

Shri Kamal Panchal is the Compliance Officer for the above purpose.

6. GENERAL BODY MEETINGS:

Details of last three Annual General Meetings of the Company are given below:

Financial Year	Date	Time	Venue
1999-2000	123-02-2001	9.15 a.m.	003, Law Garden Apartment,
2000-2001	123-02-2002	9.15 a.m.	Scheme I, Opp. Law Garden, Ellisbridge,
2001-2002	127-02-2003	9.15 a.m.	Ahmedabad - 380 009.

Pursuant to the provisions of Section 192 A of the Companies Act, 1956, there was no matter required to be dealt by the Company to be passed through postal ballot.

7. DISCLOSURES:

- a) The Company has not entered into any transaction of material nature with the Promoters, the Directors or the Management that may have any potential conflict with the interest of the Company. The Company has no subsidiary.
- b) There has neither been any non-compliance of any legal provision of applicable law, nor any penalty, stricture imposed by the Stock Exchange/s or SEBI or any other authorities, on any matters related to Capital Market during the last three years.

8. MEANS OF COMMUNICATIONS:

- a) In compliance with the requirements of the Listing Agreement, the Company is regularly intimates Unaudited/Audited Financial Results to the Stock Exchange/s immediately after they are taken on record by the Board of Directors. These Financial Results are normally published in 'Western Times' (English and Gujarati).

Results are not displayed on Website and are not sent individually to the Shareholders.

- b) During the year ended on 31st August, 2003, no presentation were made to Institutional Investors or analyst or any other enterprise.
- c) Management Discussion and Analysis form part of the Annual Report.

9. SHAREHOLDERS' INFORMATION:

- a) Registered Office : 003, Law Garden Apartment,
Scheme I, Opp. Law Garden,
Ellisbridge,
Ahmedabad - 380 009.
- b) Annual General Meeting : Day : Friday
Date : 27th February, 2004
Time : 9.15 a.m.
Venue : 003, Law Garden Apartment,
Scheme I, Opp. Law Garden,
Ellisbridge,
Ahmedabad - 380 009.
- c) Financial Calendar :
1st Quarter Results : End-December, 2003.
Half-yearly Results : End-March, 2004.
3rd Quarter Results : End-June, 2004.
Audited yearly Results : End-November, 2004.
- d) Book Closure Dates : From : Thursday,
the 26th February, 2004
To : Friday,
the 27th February, 2004.
(Both days inclusive).
- e) Dividend Payment Date : Not applicable.
- f) Listing of Shares on Stock Exchanges. : 1. The Stock Exchange - Ahmedabad,
Kamdhenu Complex, 1st Floor,
Opp. Sahajanand College,
Panjara Pole, Ambawadi,
Ahmedabad - 380 015.
2. The Stock Exchange - Mumbai,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
- g) Stock Exchange Code : Stock Exchange Code
- | Stock Exchange | Code |
|----------------|-------|
| ASE | 36420 |
| BSE | 11377 |
- h) Stock Price Data : The shares of the Company have not
been traded during the period from
1st September, 2002 to 31st August,
2003, hence no information is
submitted.

i) Registrar and Share Transfer Agents. : In-House Share Department,
Mehta Integrated Finance Limited
003, Law Barden Apartment,
Scheme I, Opp. Law Barden,
Ellisbridge,
Ahmedabad - 380 009.
Tele. No. : (079) 26569566
Fax No. : (022) 26562756
E-mail ID : mifl in@yahoo.com

Share Transfer Agents (For Electronic Transfer) : M/s. Sharepro Services
Sataam Estate, Above Bank of Baroda,
Cardinal Bravious Road, Chakla,
Andheri (East), Mumbai - 400 099.
Tele. No. : (022) 22044460, 22001568
Fax No. : (022) 22025404
E-mail ID : sharepro@vsnl.com

j) Share Transfer System :
Presently the share transfers which are received in physical form are processed and the share certificates are returned within a period of 20 days from the receipt, subject to the documents being valid and complete in all respects.

In case of Shares in electronic form, the transfers are processed by NSDL/CDSL through the respective Depository Participants. Dematerialisation requests are normally confirmed within an average period of 15 days. As per SEBI Guidelines, the Company offers Transfer-cum-Demat facility under which after the share transfer is effected, an option letter is sent to the transferees indicating the details of shares transferred and informing him that if he so desires, he may demat the shares by submitting the letter alongwith the Demat Request Form (DRF) to his Depository Participant (DP), who in turn will forward the same to the Company/RTA. On receipt of the said documents, the Company/RTA will demat the shares. If he does not exercise his option within one month from the date of the offer, Share Certificates are despatched to him.

k) Distribution of Shareholding as on 31st August, 2003:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares held	% of Shareholding
Upto 500	13,310	95.04	19,13,900	38.28
501 to 1000	493	3.52	3,94,400	7.89
1001 to 2000	132	0.94	1,87,000	3.75
2001 to 3000	29	0.21	74,600	1.50
3001 to 4000	9	0.06	29,700	0.59
4001 to 5000	5	0.04	24,000	0.48
5001 to 10000	12	0.09	83,400	1.67
10001 & Above	14	0.10	22,92,200	45.84
Grand Total	14,004	100.00	50,00,000	100.00

m) Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity:

The Company has not issued any GDRs/ADRs.

n) Dematerialisation of Shares : The Company has entered into Agreement with NSDL/CDSL for Dematerialisation of Shares.

As on 31st August, 2003, a total of 2,79,100 Shares of the Company which form 5.58 % of the Share Capital of the Company stands dematerialised.

10. ADDRESS FOR CORRESPONDENCE:

Mehta Integrated Finance Limited
003, Law Garden Apartment,
Scheme I, Opp. Law Garden,
Ellisbridge,
Ahmedabad - 380 009.

for and on behalf of the Board,

Darshan V. Mehta
Darshan V. Mehta
Director

Place: Ahmedabad
Date : 30/01/2004.

Dinesh K. Shah & Co.
CHARTERED ACCOUNTANTS

507, Hemkoot Complex, B/h. L.I.C. Building,
Ashram Road, Ahmedabad-380 009.
Tel # 079 6584450
E-mail dkshah43@hotmail.com

AUDITORS' CERTIFICATE

To The Members of Mehta Integrated Finance Limited

We have examined the compliance of conditions of corporate governance by M/s. **MEHTA INTEGRATED FINANCE LIMITED**, for the year ended on 31st August, 2003 as stipulated in clause 49 of the listing agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

As discussed in paragraph 2 and 3 of the Corporate Governance prepared by the Company, the Company has not complied with certain conditions of Corporate Governance as mentioned in the above mentioned Listing Agreement.

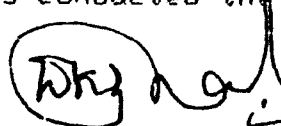
1. There is no independent Director on the Board of Directors of the Company as against the requirement of sub-clause (iA) of Clause 49 of the Listing Agreement that one-third of the Board should comprise of independent directors.

Subject to above, in our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with majority of the conditions of Corporate Governance as stipulated in the above Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/ Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Ahmedabad
Date : 30-01-2004


[DINESH K SHAH-PARTNER]
FOR, DINESH K SHAH & COMPANY
CHARTERED ACCOUNTANTS



MANAGEMENT DISCUSSION AND ANALYSIS

a. Industry Structure and Developments:

There has been structural changes during past few years in NBFC sector and also economy in general.

The scenario of the NBFC Sector and the Primary Market related activities and economy in general have undergone certain changes during past few years. The downturn of the economy has taken a fall on this industry and we have witnessed a large scale upheaval. Many players have quit the sector and others have grossly under performed.

The industries are passing through a difficult phase, but with the hope of revival of economy in general, the MANAGEMENT IS HOPEFUL OF BRIGHTER FUTURE OF THE INDUSTRIES.

b. Opportunities and Threats:

The Company has been concentration on making its recovery from outstanding dues which is slow and cumbersome. Due to slackness in the Primary Market and in the overall economy, the Merchant Banking business is not active at present. But we hope that revival of the economy in general may change the situation.

c. Segmentwise Performance:

The Company's activities are divided into two parts i.e. Merchant Banking activity and NBFC related activity. Due to overall recessionary trend in the economy, the Merchant Banking business is not active. Recovery proceedings are going on against various debtors against their outstanding dues. Due to this, the segmentwise performance of the Company is not satisfactory.

d. Recent Trend and Future Outlook:

The general recessionary trend in the Economy has largely affected the activities of the Company. The market seems to be looking up and we expect to perform better in coming years.

e. Risks and Concerns:

Like any other industry, this sector is also exposed to risk of competition, government policies, natural factor etc. As the Company is neither importing nor exporting raw materials/ finished product, the Company has no risk on account of Exchange Rate fluctuations. The Company has taken necessary measures to safeguard its assets/interests etc.

f. Internal Control Systems and their Adequacy:

The Company has adequate systems of Internal Controls commensurate with its size and operations to ensure orderly and efficient conduct of business. These controls ensure safeguarding of assets, reduction and detection of fraud and error, adequacy and completeness of the accounting records and timely preparation of reliable financial information.

g. Financial Performance with respect to Operational Performance:

The financial performance of the Company for the year 2002-03 is described in the Directors' Report under the head 'Financial Results'.

h. Material Developments in Human Resources and Industrial Relations Fronts:

Your Company has undertaken certain employees' development initiatives which have very positive impact on the morale and team spirit of the employees. The Company has continued to give special attention to Human Resources/Industrial Relations development. Industrial relations remained cordial throughout the year and there was no incidence of strike, lock-out etc.

i. Cautionary Statements:

Statement in this Management Discussion and Analysis Report, describing the Company's objectives, estimates and expectations may constitute 'Forward Looking Statements' within the meaning of applicable laws or regulations. Actual results might differ materially from those either expressed or implied.

Dinesh K. Shah & Co.
CHARTERED ACCOUNTANTS

507, Hornkool Complex, B/h. L.I.C. Building,
Ahmedabad Road, Ahmedabad-380 009.
Tel. # : 079-6584450
Email : dkshah43@hotmail.com

AUDITOR'S REPORT

We have audited the attached Balance Sheet of **MEHTA INTEGRATED FINANCE LIMITED** as at **31ST AUGUST, 2003** and Profit & Loss Account of the Company for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

The Central Government have issued, in terms of Section 227 (4A) of the Companies Act, 1956 ("the Act"), the Companies (Auditor's Report) Order, 2003 ("CARD") vide Notification No. S.S.R. 480(E) dated 12th June, 2003 which came into force from 1st July, 2003. While CARD replaced the Manufacturing and Other Companies (Auditor's Report) Order, 1988 (MAOCARD), the Central Government have, considering the difficulties of the Companies as well as the professionals in complying with CARD at short notice, conveyed its decisions, vide General Circular No. 32/2003 dated 10th November, 2003, to take lenient view of the non-compliance in respect of CARD, for accounts pertaining to financial period ending upto 31st December, 2003, provided the accounts at least carry MAOCARD Report, if required. The Company has represented to us that efforts are being made to ensure the aforesaid compliance and that records/information relevant for examining such compliances would be made available in respect of the next financial year.

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 :

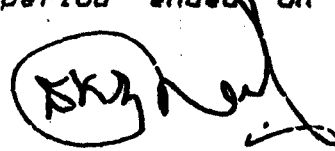
- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit ;
- (b) In our opinion, proper Books of Account, as required by Law have been kept by the Company, so far as it appears from our examination of the books ;
- (c) The Balance Sheet and Profit & Loss Account dealt with by the Report are in agreement with the said Books of Account of the Company ;
- (d) In our opinion the Balance Sheet and Profit and Loss Account comply with the Accounting Standards referred to in sub-section 3C of section 211 of the Companies Act, 1956 ;
- (e) On the basis of the written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31ST AUGUST, 2003 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of The Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the 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 :

(i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31ST AUGUST, 2003 and

(ii) In the case of the Profit & Loss Account, of PROFIT of the Company for the period ended on that date.

PLACE : AHMEDABAD.

DATE : 30/01/2004.


DINESH K SHAH - PARTNER
FOR, DINESH K. SHAH & CO.,
CHARTERED ACCOUNTANTS
(M.NO. 10477)



ANNEXURE REFERRED TO IN THE PARAGRAPH 1 OF THE AUDITOR'S REPORT TO THE MEMBERS OF NEHTA INTEGRATED FINANCE LIMITED ON ACCOUNTS FOR THE PERIOD ENDED 31ST AUGUST, 2003.

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets. All fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verifications.
- (b) None of the Fixed Assets has been revalued during the year.
- (c) The stock shares have been physically verified during the year by the management at reasonable intervals.
- (d) In our opinion, the procedures of physical verification of stock of shares followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (e) No discrepancies were noticed on physical verification of stock of shares as compared to book records.
- (f) On the basis of our examination of stock records, in our opinion the valuation of stock of shares has been fair and proper in accordance with the normally accepted accounting principles.
- (g) The Company has not taken Unsecured Loans from Companies, Firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956, and from the Companies under the same Management as defined under Section 370 (18) of the Companies Act, 1956.
- (h) The Company has not granted any loans, secured or unsecured, to Companies, Firms and Other parties to be listed in the register maintained U/s. 301 of The Companies Act, 1956. We are informed that there are no Companies under the same management as defined under sub section (18) of Section 370 of the Companies Act, 1956.



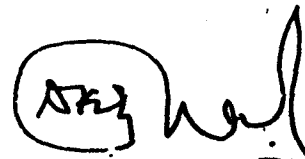
- (i) Loans and Advances in the nature of loans, have been given to employee and other parties who are repaying the principal amount as stipulated and are also regular in payment of interest whatever applicable.
- (j) In our opinion and according to the Information and Explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase of Assets.
- (k) On the basis of information and explanations given to us, in respect of transactions entered into for purchase and sale of goods materials and services rendered, with the parties whose names are entered in the Register maintained under Section 301 of The Companies Act, 1956 and aggregating during the year to Rs. 50,000/- or more. We are of the opinion that the transactions are made at prices which are reasonable having regard to the prevailing market price.
- (l) The Company has not accepted fixed deposits from the public and has complied with the directives issued by the Reserve Bank of India and the Rules framed thereunder, wherever applicable.
- (m) In our opinion, the Company has an adequate Internal Audit System commensurate with its size and nature of its business.
- (n) The maintenance of cost records has not been prescribed by the Central Government under section 209 (1) (d) of the Companies Act, 1956.
- (o) The Provident Fund Act is not applicable to the Company.
- (p) According to the information and explanations given to us, there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Customs Duty and Excise Duty as at 31ST AUGUST, 2003 which are outstanding for a period of more than six months from the date they became payable.
- (q) In relation to the service activities of the company, there exists a reasonable internal control system commensurate with the size of the company and the nature of its business.



- (r) In our opinion and on the basis of the information and explanation given to us, the services rendered by the company do not require any allocation of man-hours.
- (s) The Company is not a Sick Industrial Company within the meaning of clause (o) of Section 3(1) of the Sick Industrial Companies (Special Provisions) Act, 1985.
- (t) The provisions of any special statute applicable to Chit Funds, Nidhi or Mutual Benefit Society do not apply to the Company.
- (u) The company has maintained proper records of transactions and contracts in respect of trading in shares and other securities and timely entries have been made therein. All shares, debentures and other securities have been held by the company in its own name except to the extent of the examination granted under section 49 of the Companies Act, 1956 and save for certain shares which are either lodged for transfer or held with valid transfer forms.
- (v) No personal expenses have been charged to revenue account other than those payable under contractual obligations or in accordance with generally accepted business practice.
- (w) In our opinion the clauses (iii), (vi), (v), (vi), (xii), (xiv), (xvi) and (xx) of paragraph 4(A) and the aforesaid Order are not applicable.

PLACE : AHMEDABAD:

DATE : 30/01/2004.



(DINESH K SHAH - PARTNER)
FOR, DINESH K. SHAH & CO.,
CHARTERED ACCOUNTANTS
(M.NO.10477)



ANNEXURE - "I" ACCOUNTINGS POLICIES & NOTES FORMING PART OF ACCOUNTS.

I. SIGNIFICANT ACCOUNTING POLICIES :-

1. Basis of Accounting :-

The Company prepares its financial statements in accordance with generally accepted accounting principles and with the requirement of the Companies Act, 1956.

2. As the Company's business activity falls within a single primary business segment viz. Merchant Banking, Investment, etc., the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting" issue by The Institute of Chartered Accountants of India are not applicable.

3. Income and Expenditure :-

3.1 Income and Expenditure are accounted on accrual basis.

3.2 Merchant Banking Services income is accounted on accrual basis.

3.3 Underwriting income are accounted on completion of the issue.

3.4 Income from securities operations is accounted after considering the acquisition cost.

4. Fixed Assets :-

All the fixed assets (Excluding assets given on lease) have been stated at their original cost inclusive of any expenses incurred for the acquisition and / or installation as reduced by any sale / discard and accumulated depreciation.

5. Depreciation :-

The Company has provided depreciation as under :-

i) On the fixed assets for own use :

On straight line basis at the rate prescribed in Schedule XIV to the Companies Act, 1956.



6. Investment :-

Investments are stated at their acquisition cost. Investment of the Company have been considered to be of long term nature. As they are long term investments, are valued at cost of acquisition. In respect of quoted investments where the market value is lower than the acquisition cost, no provision for diminution in the value of such investments is made, as it is a temporary phenomenon, no provision is required.

7. Current Assets :-

Share Stock is valued at acquisition cost or market price whichever is lower.

8. Amortization of Miscellaneous Expenditure :-

Miscellaneous Expenditure are amortized over a period of ten years.

9. Contingent Liabilities :-

Contingent liabilities are determined on the basis of available information and are disclosed by way of note to the accounts.

10. Related party disclosure :-

There are no related party transactions.



II. NOTES TO ACCOUNTS :-

- (1) The Company has ceased to carry on fund based business and hence governed by Reserve Bank of India Act. The Company has been Category - 1 Merchant Banker is subject to SEBI Act.
- (2) The liabilities towards the secured loan towards banks, financial institutions have been fully accounted for, till date. The liabilities of unpaid interest and other charges towards secured loans of Body Corporates and others have not been provided for.
- (3) Previous and Current Year figures have been regrouped wherever found necessary.
- (4) Various claims receivable of the previous years and liabilities relating to the previous year have been brought in the current years to show a true and fair view of the accounts.
- (5) Balances in Secured Loans, Unsecured Loans, Sundry Creditors, Debtors, Loans & Advances are subject to confirmation.
- (6) On the basis of the information available with the company, there is no amount due but remaining unpaid as on 31ST AUGUST, 2003 to any supplier who is a Small Scale or Ancillary Industrial undertaking.
- (7) The requirements of Accounting Standard 22 "Accounting for Taxes on Income" have been considered and the management is of the opinion that no deferred tax assets/liability needs to be created.
- (8) In the absence of the taxable income, no provision for taxation has been made under Section 115JB of the Income Tax Act. However, the tax year end of the company being 31st March, 2003 the ultimate liability for the Assessment year 2003-2004 will be determined on the total income of the Company for the year ended 31st March, 2003.
- (9) Auditors Remuneration :-

	31.08.03	31.08.02
AUDIT FEES	Rs. 5,000	Rs. 5,000
AS TAX AUDITOR	Rs. 2,500	Rs. 2,500
OTHER SERVICES	Rs. 2,500	Rs. 2,500
	-----	-----
	Rs. 10,000	Rs. 10,000
	=====	=====



(9) In the absence of the taxable income, no provision for taxation has been made under Section 115JB of the Income Tax Act. However, the tax year end of the company being 31st March, 2003 the ultimate liability for the Assessment year 2003-2004 will be determined on the total income of the Company for the year ended 31st March, 2003.

(10) Auditors Remuneration : -

	31.08.03	31.08.02
AUDIT FEES	Rs. 5,000	Rs. 5,000
AS TAX AUDITOR	Rs. 2,500	Rs. 2,500
OTHER SERVICES	Rs. 2,500	Rs. 2,500
	Rs.10,000	Rs.10,000
	=====	=====

(11) The Company has not made any provision for Income Tax as the Company does not envisage any liability.

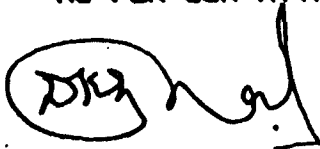
(12) Information Pursuant to Schedule VI of The Companies Act,

a. Earnings in Foreign Currency Rs. Nil (Rs. Nil)
 b. Expenditure in Foreign Currency Rs. Nil (Rs. Nil)

(13) Previous period figures have been regrouped / rearranged wherever necessary.

(14) Figures in bracket denotes of previous years.

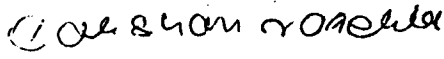

AS PER OUR ATTACHED REPORT OF EVEN DATE


 (DINESH K SHAH - PARTNER)
 FOR, DINESH K SHAH & CO.,
 CHARTERED ACCOUNTANTS



PLACE : AHMEDABAD.
 DATE : 30/01/2004.

FOR, MEHTA INTEGRATED FINANCE LTD.

 
 (D.V. MEHTA) (I.V. MEHTA)
 DIRECTOR DIRECTOR

PLACE : AHMEDABAD.
 DATE : 30/01/2004.

MEHTA INTEGRATED FINANCE LIMITED
BALANCE SHEET AS AT 31ST AUGUST, 2003.

(RS. IN LACS)

	SCHEDULE	AS AT 31-08-03	AS AT 31-08-02
SOURCES :-			
1. SHARE HOLDERS FUNDS			
A. SHARE CAPITAL	A	500.00	500.00
B. RESERVES & SURPLUS	B	582.11	576.26
		1082.11	1076.26
2. LOAN FUNDS			
A. SECURED LOAN	C	386.39	418.05
B. UNSECURED LOAN		0.00	0.00
		386.39	418.05
TOTAL		1468.50	1494.31
APPLICATION			
11. FIXED ASSETS	E		
A. GROSS BLOCK		439.70	439.70
B. LESS : DEPRECIATION		420.75	427.77
C. NET BLOCK		10.96	11.93
12. INVESTMENTS	F	440.20	441.34
13. CURRENT ASSETS, LOANS & ADVANCES			
A. CURRENT ASSETS	B	1303.41	1299.32
B. LOANS & ADVANCES	H	81.06	80.93
LESS :		1384.47	1380.25
CURRENT LIABILITIES & PROVISIONS			
A. CURRENT LIABILITIES	I	80.92	73.43
B. PROVISIONS	J	301.14	301.23
NET CURRENT ASSETS		382.06	374.66
14. MISCELLANEDUS EXPENDITURE (TO THE EXTEND NOT ADJUSTED)	K	14.93	35.45
TOTAL		1468.50	1494.31

VERIFIED TO THE ACCOUNTS ANNEXURE - I
PER OUR ATTACHED REPORT OF EVEN DATE

Dy. N. S.

DINESH K SHAH - PARTNER
DINESH K. SHAH & CO.
CHARTERED ACCOUNTANTS

AHMEDABAD.
30/01/2004



FOR & ON BEHALF OF THE BOARD

D. V. Mehta
(D. V. MEHTA) DIRECTOR
J. V. Mehta
(J. V. MEHTA) DIRECTOR

PLACE : AHMEDABAD.
DATE : 30/01/2004

MEHTA INTEGRATED FINANCE LIMITED
 PROFIT & LOSS ACCOUNT 31ST AUGUST 2003.

(RS. IN LACS)

	SCHEDULE	AS AT 31-08-03	AS AT 31-08-02
INCOME :-			
INCOME FROM OPERATIONS	L	25.45	23.57
PROFIT ON SALE OF SECURITIES		22.60	0.00
TOTAL ----- > A		48.05	23.57
EXPENSES :-			
ADMINISTRATIVE EXPENSES	M	10.99	4.59
FINANCIAL EXPENSES	N	9.71	10.65
DEPRECIATION		0.98	1.07
MISCELLANEOUS EXPENDITURE W/OFF.		20.52	20.52
LOSS ON SALE OF SECURITIES		0.00	0.76
TOTAL ----- > B		42.20	37.59
PROFIT BEFORE TAX [A - B]		5.85	-14.01
PROVISION FOR INCOME TAX		0.00	0.00
PROFIT AFTER TAX		5.85	-14.01
BALANCE CARRIED TO BALANCE SHEET		164.69	158.84

NOTES TO THE ACCOUNTS ANNEXURE - I
 AS PER OUR ATTACHED REPORT OF EVEN DATE

FOR & ON BEHALF OF THE BOARD

(Signature)

DINESH K. SHAH - PARTNER
 OF DINESH K. SHAH & CO.
 CHARTERED ACCOUNTANTS



(Signature)

(D. V. MEHTA)
 DIRECTOR

(Signature)

(I. V. MEHTA)
 DIRECTOR

PLACE : AHMEDABAD.
 DATE : 30/01/2004

PLACE : AHMEDABAD.
 DATE : 30/01/2004

SCHEDULE - "A" SHARE CAPITAL

	AS AT 31-08-03	AS AT 31-08-02
AUTHORISED 50,00,000 EQUITY SHARES OF RS.10 EACH.	500.00	500.00
ISSUED, SUBSCRIBED & PAID - UP 50,00,000 [50,00,000] EQUITY SHARES OF RS.10/- EACH FULLY PAID UP.	500.00	500.00
TOTAL ----- >	500.00	500.00

SCHEDULE - "B" RESERVES & SURPLUS

CAPITAL RESERVE	293.67	293.67
GENERAL RESERVE	123.75	123.75
PROFIT & LOSS A/C.	164.69	158.84
TOTAL ----- >	582.11	576.26

SCHEDULE - "C" SECURED LOAN

FROM BANKS	70.60	96.81
FROM BODY CORPORATES	315.79	315.79
FROM OTHERS	0.00	5.45
TOTAL ----- >	386.39	418.05

SCHEDULE - "D" UNSECURED LOAN

LEASE DEPOSITS	0.00	0.00
TOTAL ----- >	0.00	0.00

SCHEDULE - "F" INVESTMENTS

INVESTMENT IN EQUITY SHARES (QUOTED)	413.58	414.98
INVESTMENT IN EQUITY SHARES (UN-QUOTED)	26.62	26.36
TOTAL ----- >	440.20	441.34



SCHEDULE - "G" CURRENT ASSETS

CASH & BALANCE WITH SCHEDULE BANKS	10.93	10.66
BUSINESS DEBTORS (CONSIDERED GOOD) UNDER SIX MONTHS	243.16	241.68
SHARE STOCK IN TRADE	1027.84	1022.95
RECEIVABLES	20.82	20.82
OTHER CURRENT ASSETS	0.68	3.21
TOTAL ----- >	1303.41	1299.32

SCHEDULE - "H" LOANS, ADVANCES & DEPOSITS

MISCELLANEOUS ADVANCES	76.58	76.45
DEPOSITS	4.49	4.49
TOTAL ----- >	81.06	80.93

SCHEDULE - "I" CURRENT LIABILITIES

TRADE CREDITORS	80.92	73.43
TOTAL ----- >	80.92	73.43

SCHEDULE - "J" PROVISIONS

PROVISION FOR EXPENSES	2.14	2.23
PROVISION FOR INVESTMENT FLUCTUATION	299.00	299.00
TOTAL ----- >	301.14	301.23



SCHEDULE - "K" MISC. EXPENDITURE

[TO THE EXTENT NOT ADJUSTED OR W/OFF.]

OPENING BALANCE :	35.45	55.97
ADD : ADDITION DURING THE YEAR	0.00	0.00
	-----	-----
	35.45	55.97
LESS : WRITTEN OFF DURING THE YEAR	20.52	20.52
	-----	-----
TOTAL ----- >	14.93	35.45
	-----	-----

SCHEDULE - "L" INCOME FROM OPERATIONS

FROM STOCK OPERATION ACTIVITIES	25.45	23.57
	-----	-----
TOTAL ----- >	25.45	23.57
	-----	-----

SCHEDULE - "M" ADMINISTRATIVE EXPENSES

ADVERTISEMENT EXP.	0.05	0.16
AUDIT FEES	0.11	0.11
MISCELLANEOUS EXP.	10.36	3.96
REPAIR & MAINTAINANCE EXP.	0.46	0.35
SALARY, ALLOWANCES AND BONUS	0.00	0.00
TELEPHONE & POSTAGE EXP.	0.00	0.00
	-----	-----
TOTAL ----- :	10.99	4.59
	-----	-----

SCHEDULE - "N" FINANCIAL EXPENSES

BANK INTEREST & CHARGES	9.71	10.65
FINANCIAL INSTITUTIONS INTEREST	0.00	0.00
	-----	-----
TOTAL ----- >	9.71	10.65
	-----	-----



GENERATED FINANCE LTD.
 STATEMENT OF FIXED ASSETS
 YEAR ENDED 31-03-2003.

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	OPENING BALANCE AS ON	ADDITIONS DURING THE YEAR	DEDUCTIONS DURING THE YEAR	CLOSING BALANCE AS ON	OPENING BALANCE AS ON	ADDITIONS DURING THE YEAR	DEDUCTIONS DURING THE YEAR	CLOSING BALANCE AS ON	AS ON	AS ON
	101-09-2002			31-03-03	101-09-2002			31-03-03	31-03-03	31-03-02
LEASE ASSETS :-										
PLANT & MACHINERY	247.12	0.00	0.00	247.12	247.12	0.00	0.00	247.12	0.00	0.00
VEHICLES	173.11	0.00	0.00	173.11	173.11	0.00	0.00	173.11	0.00	0.00
OWNER ASSETS :-										
FURNITURE & FIXTURES	10.34	0.00	0.00	10.34	5.18	0.33	0.00	5.51	4.83	5.16
COMPUTERS	0.26	0.00	0.00	0.26	0.11	0.02	0.00	0.13	0.13	0.15
MOTOR CAR - OPEL	6.98	0.00	0.00	6.98	1.51	0.52	0.00	2.03	4.93	5.47
VEHICLE OWN	1.89	0.00	0.00	1.89	0.75	0.11	0.00	0.86	1.03	1.14
TOTAL	439.70	0.00	0.00	439.70	427.77	0.98	0.00	428.75	10.96	11.92
PREVIOUS YEAR	490.54	0.00	0.00	490.54	425.52	1.17	0.00	426.70	63.84	65.02



ANNEXURE - II BALANCE SHEET ABSTRACT & GENERAL BUSINESS PROFILE

I. Registration Details :-

Registration No. : 7692 State Code : 04
Balance Sheet Date : 31-08-2003

II. Capital raised during the year (Amount in Rs.'000)

Public Issue : Nil Right Issue : Nil
Bonus Issue : Nil Private Placements : Nil

III. Position of Mobilisation & Deployment of Funds (Rs. In Lacs)

Total Liabilities	Rs. 1468.50
Total Assets	Rs. 1468.50
Sources of Fund :	
Paid up Capital	Rs. 500.00
Reserves & Surplus	Rs. 582.11
Secured Loans	Rs. 386.39
Unsecured Loans	Rs. NIL
Application of Funds :	
Net Fixed Assets	Rs. 10.96
Investments	Rs. 440.20
Net Current Assets	Rs. 1002.41
Misc. Expenditure	Rs. 14.93

IV. Performance of Company (Amount in Rs.'000)

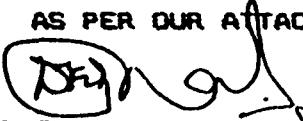
Total Income	Rs. 49.05
Total Expenditure	Rs. 42.20
Profit Before Tax	Rs. 5.85
Profit After Tax	Rs. 5.85
Earning per Share in Rs.	Rs. 0.00
Dividend Rate %	Nil

V. Generic Names of Three Principle Services of the Company (as per monetary terms)

Item Code No. N.A.
Product Description : Leasing & Hire purchase.
: Merchant Banking.
: Corporate Finance.
: Investment Banking.
: Equity Research.
: Portfolio Management.

* Excluding non cash charges.

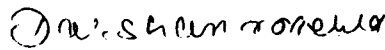
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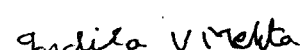

(DINESH K SHAH - PARTNER)
FOR, DINESH K SHAH & CO.,
CHARTERED ACCOUNTANTS

PLACE : AHMEDABAD.
DATE : 30/01/2004.



FOR, MEHTA INTEGRATED FINANCE LTD.


(D.V. MEHTA)
DIRECTOR


(I.V. MEHTA)
DIRECTOR

PLACE : AHMEDABAD.
DATE : 30/01/2004.