

**14th
Annual Report
1998-99**

Value
Kamal
Research

**Overseas
Limited**

Certified True Copy
KAMAL OVERSEAS LTD.
Jemuly
Director/Auth. Sign.

Kamal Overseas Limited

BOARD OF DIRECTORS

MR. R. K. SINGH
MR. V. BEDI
MR. N. K. SETHIA
MR. U. CHATTERJEE

MR. N. P. SAINI
MR. C. K. AGARWAL
MR. H. R. MEHTA
MR. N. S. V. RAMANI

AUDITORS

J. K. SHAH & ASSOCIATES
CHARTERED ACCOUNTANTS

BANKERS

SOUTH INDIAN BANK

REGISTERED OFFICE

CHAND MARKET, 2ND FLOOR, A. T. ROAD,
GAUHATI - 781 001

SHARE TRANSFER DEPARTMENT

M/S. KAMAL OVERSEAS LTD.

ALBATROSS SHARE REGISTRY PVT. LTD.

9-3B, GOKULDHAM SHOPPING CENTRE,
GOREGAON (E), MUMBAI - 400 063.

NOTICE

NOTICE IS HEREBY GIVEN THAT, THE FOURTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF COMPANY WILL BE HELD ON THE REGISTERED OFFICE AT CHAND MARKET, 2ND FLOOR, A. T. ROAD, GAUHATI - 781 001 ON THURSDAY THE 30TH SEPTEMBER, 1999 AT 11.00 A.M. TO TRANSACT THE FOLLOWING BUSINESS :

AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 1998 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Shri. R. K. Singh who retires by rotation and being eligible offer himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this meeting till the conclusion of the next General meeting and fix their remuneration.

By Order of the Board of Directors
For KAMAL OVERSEAS LIMITED

Place : Gauhati
Date : 6th September, 1999.

(R. K. SINGH)
Director

NOTES :

1. A Member intending to attend a meeting should deposit a duly signed and stamped copy of his name and the amount due not be a member of the Company.
2. Proxies in order to be effective should be lodged at the Registered Office of the Company not less than 48 hours before the meeting.
3. Member are requested :
 - a) To please bring their copies of Annual Report alongwith them to the Annual General Meeting as no extra copy of the Annual Report will be supplied.
 - b) To send their queries at least 10 days in advance of the meeting so that the information can be made available at the meeting.
4. The Register of Members and Share Transfer Books of Company will remain closed from September 27th, 1999 to September 30th, 1999 (both days inclusive).

By Order of the Board of Directors
For KAMAL OVERSEAS LIMITED

Place : Gauhati
Date : 6th September, 1999.

(R. K. SINGH)
Director

DIRECTOR'S REPORT

To,
The Members,

Your Directors present the Annual Report alongwith the Audited Statement of Accounts of the Company for the year ended 31st March, 1999.

FINANCIAL HIGHLIGHTS :	March 1999	March 1998
Profit/(Loss) for the year	(1,86,145.00)	(37,429.50)
Less : Income Tax Paid	0.00	0.00
Net Profit for the year	(1,86,145.00)	(37,429.50)
Less : Provision for Taxation	0.00	42,445.00
	(1,86,145.00)	(37,429.50)
Balance brought forward from previous year	86,566.81	1,23,996.31
Balance carried to Balance Sheet	<u>(99,578.19)</u>	<u>86,566.81</u>

DIVIDEND :

Due to insufficient Profit, your Directors do not propose any dividend for the year under review.

FIXED DEPOSITS :

The Company has not accepted any deposits under the provisions of Section 58A of the Companies Act, 1956 and the rules made thereunder and therefore the question of unclaimed deposits does not arise.

PARTICULARS REGARDING EMPLOYEES :

In accordance with the requirement of Section 217 (2A) of the Companies Act, 1956 there is not employees of the Company who was in receipt of remuneration to Rs. 3,00,000/- or more per year, if employed for the whole year or Rs. 25,000/- per month or more, if employed for a part of the year.

OTHER ASPECTS :

Provisions as to conservation of energy, technology absorption and foreign exchange earning and outgo are not applicable to the company.

AUDITORS :

M/s. J. K. SHAH & ASSOCIATES Chartered Accountants, hold office until the conclusion of the forthcoming Annual General Meeting of the Company and being eligible offer themselves for re-appointment.

By Order of the Board of Directors
For KAMAL OVERSEAS LIMITED

Place : Gauhati

Date : 6th September, 1999.

(R. K. SINGH)
Director

AUDITOR'S REPORT

We have audited the attached Balance Sheet of M/s. **KAMAL OVERSEAS LIMITED** at 31st March, 1999 and annexed Profit & 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 be best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of accounts as required by law have been kept by the Company, so far as appears from our examination of those books.
3. The Balance Sheet and Profit & Loss Account dealt with by the report are in agreement with the Books of Account.
4. In our opinion and to the best of our knowledge and according to the information and explanations given to us, the accounts read together with the notes thereon gives the information required by the Companies Act, 1956, in the manner so required and gives a true and fair view.
 - a) in the case of Balance Sheet of the state of affairs of the Company as at 31st March 1999.
 - and
 - b) in the case of Profit & Loss Account of the Loss for the year ended on that date.

As required by the Manufacturing and Other Companies (Auditor's Report) Order, 1988, issued by Central Government and on the basis of such checks as we considered appropriate, we further report that :

- 1) The physical verification in respect of stock of shares has been conducted by the management at reasonable intervals during the year and/or at the close of the year.
- 2) The procedure of physical verification of stock of shares followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- 3) On physical verification no material discrepancy has been found between book figures and physical balance of shares.
- 4) In our opinion the valuation of stock of shares is fair and proper and according with normally accepted accounting principles, and is on the same basis as in the previous year.
- 5) The Company has not taken any loans from Companies, firms listed in the register maintained u/s 301 of the Companies Act, 1956. We are being informed that there are no Company under the same management as defined under sub section (1-B) of section 370 of the Companies Act, 1956.
- 6) The Company has not granted any loan to companies, firms or parties listed in the register maintained under section 301 of the Companies Act, 1956. We are being informed that there are no company under the same management as defined under sub section (1-B) of section 370 of the Companies Act, 1956.
- 7) There is adequate internal control procedures commensurate with the size of the Company and nature of its business for the purchases of shares.
- 8) The Company has maintained proper records in respect of purchases of shares and timely entries have been made therein. All the shares except those transfer deeds are not time barred on account of book closing are held by the Company in its own name.
- 9) The Company has not accepted any deposits from the public.
- 10) In our opinion and according to the information and explanations given to us, no personal expenses have been charged to revenue account.
- 11) The Company has not given loans and advances on the basis of security by way of pledge of shares or other similar securities.
- 12) All other clauses of the said order are not applicable to the company for the period under review.

For **J. K. SHAH & ASSOCIATES**
Chartered Accountants

Place : Mumbai
Date : 6th September, 1999.

(**J. K. SHAH**)
Proprietor

BALANCE SHEET AS ON 31ST MARCH, 1999

PARTICULARS	SCH.	As at 31.03.99	As at 31.03.98
1. SOURCES OF FUNDS			
SHAREHOLDER'S FUNDS			
Share Capital	A	189,750,000.00	189,750,000.00
Reserve and Surplus			
Profit & Loss A/c Balance as per annexed A/c		(99,578.19)	86,566.81
Total		189,650,421.81	189,836,566.81
2. APPLICATION OF FUNDS			
INVESTMENTS	B	35,350.00	35,350.00
CURRENT ASSETS, LOANS AND ADVANCES			
Stock of Shares	C	174,715,420.00	174,715,420.00
Sundry Debtors	D	373,800.00	373,800.00
Cash & Bank Balances	E	5,959.31	19,194.81
Loans & Advances		15,218,555.00	15,218,555.00
		190,313,734.31	190,326,969.81
Less :			
CURRENT LIABILITIES & PROVISIONS			
Current Liabilities	F	919,720.00	805,630.00
Provision for Taxation		42,965.00	42,965.00
Net Current Assets		189,351,019.31	189,478,344.81
Misc. Exp.	G	264,052.50	322,872.00
Total		189,650,421.81	189,836,566.81
Significant Accounting Policies and NOTES ON ACCOUNTS	H		

As per our report of even date

For J. K. Shah & Associates
Chartered Accountants

J. K. SHAH
Proprietor

Place : Mumbai
Date : 6th September, 1999.

For and on behalf of the
Board of Directors

For KAMAL OVERSEAS LIMITED

H. R. MEHTA R. K. SINGH
Director Director

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 1999

PARTICULARS	SCH.	Year ended at 31.03.99	Year ended at 31.03.98
INCOME			
Sales of Shares		0.00	2,000,000.00
Closing Stock of Shares		174,715,420.00	174,715,420.00
	Total	174,715,420.00	176,715,420.00
EXPENDITURE			
Opening Stock of Shares		174,715,420.00	174,715,420.00
Purchase of Shares		0.00	1,850,000.00
Salaries		10,800.00	9,600.00
Rent & Electricity		0.00	0.00
Staff Welfare Exp.		1,115.00	1,650.00
Coveyance Exp.		470.50	500.00
Printing & Stationery		24,500.00	26,000.00
Professional & Charges		0.00	0.00
Postage & Telegrams		11,840.00	11,110.00
Telephone Exp.		850.00	2,000.00
Filing Fees		0.00	0.00
Annual Listing Fee		62,750.00	62,750.00
Bank Charges		0.00	0.00
Audit Fees		15,000.00	15,000.00
Share Issue exp. w/o		58,819.50	58,819.50
	Total	174,801,566.00	176,752,849.50
Profit / (Loss) for the year		(186,145.00)	(37,429.50)
Less : Prov. for Taxation		0.00	0.00
Less : Income Tax Paid		0.00	0.00
Balance brought towards For previous year		86,566.81	123,996.31
Balance carried to B/S	Total	(89,578.19)	86,566.81

As per our report of even date

For J. K. Shah & Associates
Chartered Accountants

J. K. SHAH
Proprietor

Place : Mumbai
Date : 6th September, 1999.

For and on behalf of the
Board of Directors

For KAMAL OVERSEAS LIMITED

H. R. MEHTA R. K. SINGH
Director Director

Kamal Overseas Limited

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SCHEDULES FORMING PART OF THE BALANCE SHEET

	AS at 31st Mar. 99	As at 31st Mar. 88
SCHEDULE : A SHARE CAPITAL		
Authorised 1,90,00,000 Equity Shares of Rs. 10/- each	190,000,000.00	190,000,000.00
ISSUED SUBSCRIBED & PAID UP		
1,89,75,000 Equity Shares of Rs. 10/- each fully paid up in cash	189,750,000.00	189,750,000.00
	189,750,000.00	189,750,000.00
SCHEDULE : B SHARE INVESTMENTS		
In quoted shares	35,350.00	35,350.00
	35,350.00	35,350.00
Aggrerate Mrkt Val. of quoted shares	35,000.00	35,000.00
SCHEDULE : C SUNDRY DEBTORS		
More than 6 months	373,800.00	373,800.00
	373,800.00	373,800.00
SCHEDULE : D CASH & BANK BALANCES		
Cash in hand	3,193.00	16,428.50
Balances with Scheduled Banks On current accounts	2,766.31	2,766.31
	5,959.31	19,194.81
SCHEDULE : E LOANS & ADVANCES		
Advance recoverable in cash or in kind or for value to be received		
To others	2,000,000.00	2,000,000.00
Income Tax Deducted At Source	43,555.00	43,555.00
Share Application money	13,175,000.00	13,175,000.00
	15,218,555.00	15,218,555.00
SCHEDULE : F CURRENT LIABILITIES		
Sundry Creditors	110,750.00	95,750.00
Outstanding Liabilities	808,970.00	709,880.00
	919,720.00	805,630.00
SCHEDULE : G MISC. EXPENDITURE (To be extent not written off or adjusted)		
Share Issue Expenses	322,872.00	381,691.50
Less : Written off during the year	58,819.50	58,819.50
	264,052.50	322,872.00

Kamal Overseas Limited

SCHEDULE : H

SIGNIFICANT ACCOUNTING POLICIES & NOTES ON ACCOUNTS

A. SIGNIFICANT ACCOUNTING POLICIES :

- The Financial Statement have been prepared in accordance with acceptable accounting standards and are based on the historical cost convention basis.
- Inventories : Inventories are valued at cost
- Miscellaneous Expenditure :- Share issue expenses are being proportionately written off over a period of ten years.

B. NOTES OF ACCOUNTS :

- Expenditure on employees getting remuneration not less than Rs. 3,00,000/- per year if employed throughout the year or Rs. 25,000/- per month if employed for part of the year. Nil Nil
- Earning and expenditure in foreign currency Nil Nil
- Estimated amount of contracts remaining to be executed on capital accounts and not provided for Nil Nil
- Previous year's figures have been re-arranged and re-grouped wherever found necessary.
- Quantitative Informations of Opening Stock, Purchase, Sales and Closing Stock :

Particulars	OPENING STOCK		PURCHASES		SALES		CLOSING STOCK	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Equity Shares In Joint Stock Co.	17471542	174,715,420.00	0	0.00	0	0.00	17471542	174,715,420.00
Previous Year	17471542	174,715,420.00	185000	1,850,000.00	185000	2,000,000.00	17471542	174,715,420.00

Signature to Schedule A to H forming part of the Balance Sheet and Profit & Loss Account & signed in terms of our report of even date.

As per our report of even date

For J. K. Shah & Associates
Chartered Accountants

J. K. SHAH
Proprietor

For and on behalf of the
Board of Directors
For KAMAL OVERSEAS LIMITED

H. R. MEHTA R. K. SINGH
Director Director

Place : Mumbai
Date : 6th September, 1999.

Kamal Overseas Limited**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 1999**
Pursuant to Clause 32 of the Listing Agreement with Stock Exchange**A. CASH FLOW FROM OPERATING ACTIVITIES**

Net Loss before tax & extra-ordinary items	(1.85)	(0.37)
- Adj. for Sales of Shares	0.00	(20.00)
Purchases of Shares	0.00	18.50
	(1.85)	(1.87)
Operating Loss before working Capital change & extra-ordinary items	(1.86)	(1.87)
- Adj. for Share Investments	0.00	0.00
Sundry Debtors	0.00	(1.50)
Current Liabilities & Prov.	1.14	1.14
Cash operated from Operations	(0.72)	(2.23)
- Adj. for extra-ordinary items	0.59	0.59
Net Cash form Operating activities	(0.13)	(1.64)

B. CASH FLOW FROM INVESTING ACTIVITIES

-Adj. for Sale of Shares	0.00	20.00
Purchases of Shares	0.00	(18.50)
	0.00	1.50

C. CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Calls in Arrears	0.00	0.00
Cash used in financing activities	0.00	0.00
Net increase in Cash & Cash equivalents (A+B+C)	(0.13)	(0.14)
Cash & Cash equivalents as at 1.4.98 (Opening Balance)	0.19	0.33
Cash & Cash equivalents as at 31.3.99 (Closing Balance)	0.06	0.19

for and on behalf of the
Board of Directors
KAMAL OVERSEAS LIMITED
R. K. SHYAM
Director

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of Kamal Overseas Ltd. for the year ended 31st March 1999. The statement has been prepared by the Company in accordance with the requirements of listing agreement clause 32 with GSEI Stock Exchange and is based on & in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company. Covered by our report to the Members of the Company.

Place : Mumbai
Date : 6th Sept. 1999.

For J. K. Shah & Associates
Chartered Accountants
J. K. Shah
Proprietor

Kamal Overseas Limited

KAMAL OVERSEAS LIMITED

Regd. Office : Chand Market, 2nd Floor, A. T. Road, Gauhati - 781 001.

FORM OF PROXY

I/We _____ of _____
_____ being a Member(s) of Kamal Overseas Limited.

_____ of _____
_____ or failing him/her _____

_____ as my/our proxy to attend and vote for me/us and on
my/our behalf of the 14th Annual General Meeting of the Company to be held on Thursday, 30th
September, 1999 at 11.00 a.m. at Chand Market, 2nd Floor, A. T. Road, Gauhati - 781 001, and at any
adjournment meeting thereof.

Signed this _____ day of _____ 1999



Folio No. _____

No. of shares : _____

Signature of the Member

Note : Revenue Stamp of 1 Re. must be affixed on this form. The form should be signed across the stamp as per specimen
signature registered with the Company. The Companies Act, 1958, provides that the instrument appointing a proxy shall be
deposited at the Registered Office of the Company as mentioned above, not less than 48 hours before the time fixed for
holding the meeting. The proxy need not be a member of the Company.

KAMAL OVERSEAS LIMITED

Regd. office : Chand Market, 2nd Floor, A. T. Road, Gauhati - 781 001.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 14th Annual General Meeting of the Company to be held on
Thursday, 30th September, 1999 at 11.00 A. M. at Chand Market, 2nd Floor, A. T. Road, Gauhati - 781001.

Full Name of the Shareholder _____
(In Block Letters)

Signature :

Folio No. _____

Full Name of the Proxy _____
(In Block Letters)

Signature :

Note : Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand
it over at the entrance of the Meeting Hall.

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**I. REGISTRATION DETAILS**

Registration No.	2329
State Code	02
Balance Sheet Date	31-03-89

II. POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

(Amount in Rs. Thousands)

Total Liabilities	189650
Total Assets	189650
Sources of Funds	
Paid up Capital	189750
Reserves & Surplus	Nil
Application of Funds	
Investments	Nil
Net Current Assets	189351
Misc. Expenditure	264

III. PERFORMANCE OF COMPANY

(Amount in Rs. Thousands)

Turnover	Nil
Total Expenditure	186
Loss before Tax	186
Loss after Tax	186
Earning per share in Rs.	Negligible

IV. GENERIC NAMES OF THREE PRINCIPAL PRODUCTS/SERVICES OF COMPANY

(As per monetary terms)

Item Code No. (ITC No.)	Nil
Product Description	Investments



BOOK - POST



If undelivered, please return to,

Kamal Overseas Limited

Regd. Office : Chand Market, 2nd Floor, A. T. Road, Gauhati - 781 001.