

JONJUA OVERSEAS (P) LTD.

(Incorporated on Feb. 16, 1993; No. 16-13057 of 1993)

Regd. Office: HM228, Phase 2, S.A.S. Nagar (Mohali) Punjab 160055 India.

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RBI Code No.: FJ-000235/31.03.1993. IEC No.: 3093001064/20.05.1993.

Director's Report 2004

Dated Aug. 27, 2004.

Dear Shareholders,

Your Directors hereby submit the Twelfth Annual Report along with audited accounts for the year ended on 31.03.2004.

1. FINANCIAL OPERATIONS

We are pleased to inform you that we have closed the year with a modest operating profit. We see brighter financials emerging in the forthcoming years.

2. FUTURE PROSPECTS

In the year ahead, we see stabilization, consolidation and growth of business prospects overseas. We look forward to entering new markets.

3. CONSERVATION OF ENERGY

The company's operations are not energy intensive as no manufacturing activity is involved. However, staff has been made aware of energy conservation.

4. TECHNOLOGY ABSORPTION

The company is directing its efforts on increased efficiency through state of art information technologies and techniques.

5. FOREIGN EXCHANGE EARNINGS AND OUTGO

We have made modest foreign exchange earnings, while there is no foreign exchange outgo.

6. AUDITORS

M/S. KBL Chopra & Co., Chartered Accountants also retire at the close of the Twelfth Annual General Meeting and being eligible offer themselves for re-appointment till the conclusion of the next Annual General Meeting.

7. PARTICULARS OF EMPLOYEES

There is no employee getting salary whose particulars are required to be given under Section 217 (2A) of The Companies Act, 1956.

8. DIRECTORS RESPONSIBILITY STATEMENT

a) Your Directors have taken care in the preparation of Annual Accounts that the applicable accounting standards have been followed along with proper explanation regarding to material departures.

b) Your Directors have followed accounting policies and applied them consistently and prudently to give a true and fair view of the state of affairs of the company at the end of the financial year and the Profit and Loss Account for that period.

c) Your Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of The Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting other irregularities.

d) The Directors have prepared Annual Accounts on a Going Concern Basis.

9. ACKNOWLEDGMENTS

Your Directors are extremely grateful to the Shareholders, Global Associates, Bankers, Auditors and last but not the least the employees of the company for their continued faith and support.

For and on Behalf of the Board

A handwritten signature in blue ink, appearing to read 'HS Jonjua', with a long, sweeping flourish extending to the right.

Harjinder Singh Jonjua

(HS Jonjua)

Managing Director