

VENUE : "HALL OF QUEST"
NEHRU PLANETARIUM
Nehru Centre, Dr. Annie Besant Road,
Worli, Mumbai-400018

On : 30th August, 2003

At : 12 Noon

BOARD OF DIRECTORS

A. K. BHUWANIA : Chairman

G. D. BHUWANIA : Director

R. N. JELOKA : Director

SAROJ BHUWANIA : Whole-time Director

REGISTERED OFFICE : Krishna House, Ground Floor,
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013

**REGISTRAR AND SHARE
TRANSFER AGENT** : **Bigshare Services Pvt. Ltd, E-2,**
Ansa Industrial Estate, Sakivihar Road, Sakinaka,
Andheri(E), Mumbai-400072
Tel No:022-28523474,28560652

AUDITORS : **M/s. M. L. BHUWANIA & CO.**
Chartered Accountants

BANKERS : **VIJAYA BANK**

STOCK EXCHANGES : New Delhi, Calcutta and Kanpur

WEBSITE : www.priyagroup.com

NOTICE

NOTICE is hereby given that the **Twentieth Annual General Meeting** of the members of **PRIYA INTERNATIONAL LIMITED** will be held at "Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018 on 30th August, 2003 at 12 Noon to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Balance Sheet as at 31st March 2003 and Profit & Loss Account for the year ended on that date together with the Auditors' and Directors' Report thereon.
- 2) To declare dividend for the Financial Year 2002-2003.
- 3) To consider the retirement of Mr. R. N. Jeloka who retires by rotation and being eligible does not offer himself for re-appointment.
- 4) To appoint Auditors and to fix their remuneration.

Special Resolution:

Approval of the members is sought by way of postal ballot as per Section 192A of the Companies Act, 1956 in respect of the following Resolution. The postal ballot forms along with the Notice, Special Resolution and Explanatory Statement have already been sent separately to the shareholders under Certificate of Posting

5) Special Resolution of the Company to authorize the Board of Directors of the Company for Inter corporate Loans and investments as per Section 372A of the Companies Act, 1956

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956, including any statutory modification or re- enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the Company hereby authorizes the Board of Directors or any committee thereof:

- to make loans from time to time on such terms and conditions as it may deem expedient, to PRIYA LTD;
- to give on behalf of PRIYA LTD, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by, PRIYA LTD: and
- to acquire by way of subscription, purchase or otherwise the securities of PRIYA LTD,

for an aggregate amount of Rs. 4 Crores to PRIYA LTD, notwithstanding that the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty percent of its paid up capital and free reserves, or hundred percent of its free reserve, whichever is more.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to determine the actual sums of money to give loan, to give guarantee, or to acquire securities to be provided, to determine from time to time the manner of such loan, guarantee or securities and to settle all or any of the matter pertaining to or arising out of granting its approval to the proposed loan, guarantee or security as they deem fit and do and perform all such acts, deeds, matter and things and to take all such steps as are necessary to expedite and desirable to give effect to this Resolution and the funds for the said purpose shall be out of internal accrual and to be used for the general business purpose only."

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2) The proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the Company not less than 48 HOURS BEFORE the time of the Meeting.
- 3) The Explanatory Statement made pursuant to Section 173(2) of the Companies Act, 1956 in respect of the Item no 5 of the Notice is annexed herewith.

- 4) The Register of Members and the Share Transfer Books of the Company will remain closed from 25th August, 2003 to 30th August, 2003 (both days inclusive).
- 5) Dividend recommended for the year ended March 31, 2003 if approved by the members will be paid to those eligible members whose names appear:
 - i. As Beneficial Owners, as on 30th August, 2003, as per the list to be furnished by National Securities Depository Ltd. and Central Depository Services (India) Ltd., in respect of shares held in electronic form; and
 - ii. As Members in the Register of Members of the Company as on 30th August, 2003.
- 6) Members, who have not given the Bank Account Details earlier, are requested to send the same immediately to enable the company to pay dividend accordingly.
- 7) Members are requested to bring their copies of the Annual Report to the Meeting.
- 8) Members/proxies attending the Meeting should bring the Attendance Slip, duly filled, for handing over at the venue of the meeting.
- 9)
 - (a) Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their Folio number(s) to the company.
 - (b) Members holding shares in the electronic form are requested to advise immediately change in address, if any, quoting their Client ID no., to their respective Depository Participants.
- 10) Members are hereby informed that Dividends which remain unclaimed/unpaid over a period of 7 years from the date of transfer to the Unpaid Dividend Account shall be transferred by the Company, pursuant to sub-section (5) of Section 205A of the Companies Act, 1956, to a fund called the Investor Education & Protection Fund established by the Central Government under sub-section (1) of Section 205C of the Companies Act, 1956. Accordingly, the unpaid/unclaimed dividend for the year 1995-96 will become transferable at the end of seventh year to the said Investor Education & Protection Fund. Please note that no claim shall lie against the Fund or the Company in respect of the dividend amount so transferred to the Investor Education & Protection Fund. The shareholders are, therefore, advised to send their request for issue of Duplicate Dividend Warrants/revalidation of unencashed Dividend Warrants to the company before the amount becomes due for transfer to the above Fund.
- 11) Members may avail of the facility of dematerialization by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialised. The ISIN No. of the company is **INE557E01013**.
- 12) Members desirous of getting any information in respect of accounts of the company and proposed resolutions, are requested to send their queries in writing to the company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.

For and on behalf of the Board

A. K. Bhuwania
Chairman

Registered Office:

Krishna House, Ground Floor,
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013

Place: Mumbai

Dated: 30th June, 2003

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT,
1956 IS AS UNDER:**

Item No. 5

The Company is an associate of PRIYA LTD and has Financial and General business dealings with them. At times this Company may have to make Advances or grant Loans or may have to extend Guarantee or provide Securities, in connection with Loan made by any other person to PRIYA LTD. Your directors consider that it is in the interest of the Company to give such loan / guarantee and / or provide such securities.

The above said funds shall be approved on the basis of internal accrual and the purpose of the loan, guarantee or investment shall be general business purpose. In the course of the business of the Company, it may also be necessary to make investments in the shares of the other bodies corporate which may exceed the limits set out in section 372 A (1) of the Companies Act, 1956. So far the Company has only given Rupees 109 Lakhs to PRIYA LTD as on 31st March, 2003, which is well within the limits of Section 372A of the Companies Act, 1956.

It may not be possible for the company to obtain permission of the shareholders every time such proposed transaction takes place, especially in view of the time factor involved. It is therefore, proposed to obtain a general sanction from the shareholders of the Company in this behalf by means of a special resolution.

Section 372A (1) provides that where the aggregate of the loans and investments so far made, the amounts for which guarantee or security so far provided to or in all other bodies corporate, along with the investment, loan, guarantee or security proposed to be made exceeds the 60 % of aggregate of paid up capital and free reserves, or 100 % of free reserves, whichever is more, no such investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special Resolution passed in a general meeting.

Members' approval is sought by voting through postal ballot pursuant to section 192A of the Companies Act, 1956 read with provisions of Companies (passing of Resolution by Postal ballot) rules 2001.

Any Director of the Company may be deemed to be interested or concerned in this Resolution to the extent that he may be a Director or member of the body corporate or bodies corporate who may be connected with the company in the manner aforesaid.

Note: The Scrutinizer will submit his report to the Chairman after completion of the Scrutiny and the results of the Postal Ballot will be announced at 12. Noon on the day of Annual General meeting of the Company at " Hall of Quest", Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai-400018. Members who wish to be present at the time of declaration of result, may do so at the above venue.

For and on behalf of the Board

A. K. Bhwania
Chairman

Registered Office:

Krishna House, Ground Floor,
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013

Place: Mumbai

Dated: 30th June, 2003

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting the Twentieth Annual Report along with the audited accounts for the financial year ended 31st March, 2003.

FINANCIAL RESULTS

	(Rs. in Lakhs)	
	Year Ended 31-03-2003	Year Ended 31-03-2002
Sales	207.83	204.97
Commission	133.97	111.85
	-----	-----
Other Income	341.80	316.82
	9.66	15.29
	-----	-----
	351.46	332.11
Profit before Tax	30.54	27.82
Less:		
Provision for taxation-Current Tax	11.48	8.00
Provision for taxation-Deferred Tax	-0.86	-2.96
I.T.adjustments of earlier year- Current Tax	0.22	2.06
I.T Adjustments of earlier year - Deferred Tax	-3.79	00
Transferred from Export Reserves	0.10	00
	-----	-----
	16.44	24.84
Add: Balance brought forward	131.04	123.14
	-----	-----
Profit available for appropriation	147.48	147.98
APPROPRIATIONS		
Proposed Dividend	14.94	14.94
Corporate Dividend Tax	1.91	0.00
General Reserve	1.44	2.00
Balance carried to Balance sheet	129.19	131.04
	-----	-----
	147.48	147.98
	=====	=====

DIVIDEND

Your Directors are pleased to recommend a dividend of Rs 1.50 per share on 9, 96,000 Equity shares of Rs.10/-. The dividend will absorb a sum of Rs. 14, 94,000/-

OPERATIONS

The turnover of your company increased from Rs 204.97 Lakhs in the previous year to Rs. 207.83 Lakhs in the year under review resulting in increase of about 3 Lakhs. Due to increase in turnover, your company has registered Rs 2.72 Lacs increase in its profits before tax. The profits after tax are Rs 24.84 Lakhs in the last year as compared to Rs.16.44 Lakhs this year

Your Directors are hopeful for better results of the company for the current year.

The turnover of the company increased mainly on account of its being competitive in the global market.

DIRECTORS

As per the provisions of Section 256 of the Companies Act, 1956, Shri R N Jeloka, Director of the company, is liable to retire by rotation at the ensuing Annual General Meeting but being eligible, does not offer himself for re-appointment.

AUDITORS

M/s. M. L. Bhuwania & Co., Chartered Accountants who are to retire at the conclusion of the forthcoming Annual General meeting, have offered themselves for re-appointment as Auditors of the Company. A written certificate to the effect that their re-appointment, if made, would be within the prescribed limits under Section-224(1B) of the Companies Act, 1956, has been obtained by the Company from them. The members are requested to consider their reappointment and fix their remuneration.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information as required under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 is given below:

Conservation of Energy:

The scope for conservation of energy is limited in the type of industry in which your company is engaged. However, the company continues to accord high priority to conservation of energy by opting for more power effective

replacements of equipment and electrical installations. No specific investment proposals are envisaged.

Form 'A' of Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not required to be filed as our industry is not included in the Schedule to the said Rules.

Technology Absorption:

Your company continues to utilize the R & D facilities available with it. The company has not imported any technology during the last five years.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The relevant information in respect of the foreign exchange earnings and outgo has been given in the Notes forming part of the Accounts for the year ended March 31, 2003.

PARTICULARS OF EMPLOYEES

As required under Section 217(2AA) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, the company has no employees who were in receipt of the remuneration of Rs.24,00,000/- or more per annum during the year ended 31st March, 2003 or Rs.2,00,000/- or more per month during any part of the said year.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of **Section 217 (2AA)** of the Companies Act, 1956, the directors confirm that:

- i) In the preparation of the Annual Accounts, the applicable accounting standards have been followed;
- ii) appropriate accounting policies have been selected and have applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 2002-03 and of the Profit or Loss of the company for the year ended 31st March, 2003;
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records, in

accordance with the provisions of the Companies Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- iv) The annual accounts have been prepared on a going concern basis.

HUMAN RESOURCE

Your company enjoys cordial relations with its employees. The key focus of your company is to attract, retain and develop talent. The Board wishes to place on record its appreciation of the contribution made by all employees during the year.

LISTING OF SHARES

Company's shares have been listed with Stock Exchanges- Calcutta, Kanpur, and New Delhi and annual listing fees were paid up to 31-03-2003.

APPRECIATION

Your Directors wish to place on record their grateful thanks to the Bank and various Government Authorities for their valuable assistance and co-operation and for the trust and confidence reposed in the company by the shareholders.

For and on behalf of the Board

A. K. BHUWANIA
CHAIRMAN

Registered Office:

Krishna House, Ground Floor,
Raghuvanshi Mills Compound,
Senapati Bapat Marg,
Lower Parel, Mumbai-400013

Place: Mumbai
Dated: 30th June, 2003

AUDITORS REPORT

To the Members of
M/s. PRIYA INTERNATIONAL LTD.

We have audited the attached Balance Sheet of **M/s. Priya International Ltd.** as at 31st March, 2003 and also the Profit and Loss Account for the year ended on that date annexed thereto and also the Cash Flow for the year ended on that date. 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 statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Manufacturing and Other Companies (Auditors Report) Order, 1988 issued by the Central Government of India in terms of sub-section (4A) of section 227 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.

Further to our comments in the Annexure referred to above, we report that:

- (i) 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;
- (ii) In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of the books.
- (iii) The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account.
- (iv) In our opinion, the Balance Sheet and Profit and Loss Account dealt with this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- (v) On the basis of written representations received from the directors, as on 31st March, 2003, we report that none of the directors is disqualified as on 31st March 2003 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

(vi) 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 in conformity with the accounting principles generally accepted in India;

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2003;
- (b) In the case of the Profit and Loss Account, of the profit for the year ended on that date;
and
- (c) In the case Cash Flow statement, of the Cash Flows for the year ended on that date.

For M.L. BHUWANIA & CO.
(Chartered Accountants)

(J. P. BAIRAGRA)
PARTNER

Place : Mumbai
Date : 30th June, 2003

ANNEXURE TO THE AUDITOR'S REPORT**(REFERRED TO IN PARAGRAPH 1 THEREOF OF THE REPORT OF EVEN DATE FOR THE YEAR ENDED 31/03/2003)**

1. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets. These assets have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such verification.
2. None of the fixed assets has been revalued during the year.
3. The stock of traded goods has been physically verified by the management at reasonable intervals.
4. In our opinion and according to the information and explanations given to us, the procedures of physical verification of stocks followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
5. No material discrepancies were noticed on physical verification of stocks as compared to book records.

6. In our opinion and on the basis of our examination of stock records, the valuation of stock is fair and proper, and in accordance with the normally accepted accounting principles and is on the same basis as in the preceding year.

7. The Company had taken unsecured loans from a Company listed in the register maintained under Section 301 of the Companies Act, 1956. The rate of interest and other terms and conditions on such loans are *prima facie* not prejudicial to the interest of the company. In terms of sub-section (6) of Section 370 of the Companies Act, 1956, provisions of Section 370 (1B) are not applicable to companies on or after the commencement of the Companies (Amendment) Act, 1999.

8. The Company has granted unsecured loans, to a Company listed in the register maintained under Section 301 of the Companies Act, 1956. The rate of interest and other terms and conditions on such loans are *prima facie* not prejudicial to the interest of the company. In terms of sub-section (6) of Section 370 of the Companies Act, 1956, provisions of Section 370 (1B) are not applicable to companies on or after the commencement of the Companies (Amendment) Act, 1999.

9. Loans have been given to the employees and the same are being repaid as stipulated alongwith the interest.

10. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business for the purchases of goods and assets, and for the sale of goods.

11. According to the information and explanations given to us, the transactions of purchase of materials and sale of services made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 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 such materials and services.

12. Since the Company is engaged only in trading activities, item (xii) of Part A of paragraph 4 of the aforesaid order is not applicable to the Company.

13. As explained to us, the Company has not accepted any deposits from the public.

14. Since the Company does not have any scrap or by-products, clause (xiv) of paragraph 4A of the aforesaid order is not applicable to the Company.

15. The Central Government has not prescribed maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956 for any of the products of the Company.

16. According to the records examined by us, the Company is generally regular in depositing provident fund dues with the appropriate authorities. As explained to us, provision of Employees State Insurance Act are not applicable to the Company.

17. As explained to us, no undisputed amounts payable in respect of Income-tax, Wealth-tax, Sales-tax, Customs duty and Excise duty were outstanding as at 31st March, 2003 for a period of more than six months from the date they became payable.

18. According to the information and explanation given to us, no personal expenses of the employees or directors have been charged to the revenue account other than those payable under contractual obligations or in accordance with generally accepted accounting practices.

19. The Company is not a sick industrial company within the meaning of clause (O) of sub-section (1) of section (3) of the Sick Industrial Companies (Special Provisions) Act,1985.

20. In respect of trading activities no goods were determined as damaged during the year.

For **M.L. BHUWANIA & CO.**
Chartered Accountants

(J. P. BAIRAGRA)
PARTNER

Place: Mumbai
Dated: 30th June, 2003

BALANCE SHEET AS AT 31ST MARCH, 2003

	SCH.	AS AT 31.3.2003 Rs.	AS AT 31.3.2002 Rs.
I. SOURCES OF FUNDS			
SHAREHOLDERS' FUNDS			
SHARE CAPITAL	A	9960000	9960000
RESERVES & SURPLUS	B	20268947	20320146
LOAN FUNDS			
SECURED LOANS	C	15814	193312
TOTAL		30244761	30473458
II. APPLICATION OF FUNDS			
FIXED ASSETS	D		
GROSS BLOCK		9679433	10092967
LESS: DEPRECIATION		7867490	7512244
NET BLOCK		1811943	2580723
INVESTMENTS	E	7327385	7327385
CURRENT ASSETS, LOANS & ADVANCES			
INVENTORIES	F	6235582	6632247
SUNDRY DEBTORS	G	4098641	7562796
CASH & BANK BALANCE	H	3770187	8017978
LOANS & ADVANCES	I	16687476	5864607
		30791886	28077628
LESS : CURRENT LIABILITES & PROVISIONS			
CURRENT LIABILITES	J	4930959	2560098
PROVISIONS	K	5764669	6254450
		10695628	8814548
NET CURRENT ASSETS		20096258	19263080
DEFERRED TAX ASSETS	L	1077234	1360030
LESS: DEFERRED TAX LIABILITY		68059	57760
		1009175	1302270
TOTAL		30244761	30473458
NOTES ON ACCOUNTS	Q		

AS PER OUR REPORT ATTACHED OF EVEN DATE
FOR M.L.BHUWANIA & CO.
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(J.P.BAIRAGRA)
PARTNER

A.K.BHUWANIA

CHAIRMAN

PLACE : MUMBAI
DATED : 30TH JUNE, 2003

G.D. BHUWANIA

DIRECTOR

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31 ST MARCH, 2003

	SCH.	2002-2003 Rs.	2001-2002 Rs.
INCOME			
SALES		20783179	20496746
COMMISSION		13396888	11185569
MISCELLANEOUS INCOME	M	966322	1529633
TOTAL		35146389	33211948
EXPENDITURE			
COST OF GOODS SOLD	N	14893265	15936884
PAYMENTS TO & PROVISION FOR EMPLOYEES	O	4871288	4337559
OTHER EXPENSES	P	11972969	9696653
DEPRECIATION		355246	458805
TOTAL		32092768	30429901
PROFIT BEFORE TAX		3053621	2782047
PROVISION FOR TAXATION - CURRENT TAX - DEFERRED TAX		1148000 -86223	800000 -296308
PROFIT AFTER TAX		1991844	2278355
INCOME TAX (CURRENT TAX) FOR EARLIER YEARS		21,693	205679
INCOME TAX (DEFERRED TAX) FOR EARLIER YEARS		-379,317	0
TRANSFERRED FROM EXPORT RESERVE		10,000	0
BALANCE BROUGHT FORWARD		13104184	12314150
PROFIT AVAILABLE FOR APPROPRIATION		<u>14748404</u>	<u>14798184</u>
APROPRIATIONS :			
PROPOSED DIVIDEND		1494000	1494000
CORPORATE DIVIDEND TAX		191419	0
GENERAL RESERVE		144038	200000
BALANCE CARRIED TO BALANCE SHEET		12918947	13104184
		<u>14748404</u>	<u>14798184</u>
BASIC AND DILUTED EARNINGS PER SHARE (Rs.)		2.00	2.29

NOTES ON ACCOUNTS

Q

AS PER OUR REPORT ATTACHED OF EVEN DATE
FOR **M.L.BHUWANIA & CO.**
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(J.P.BAIRAGRA)
PARTNER

A.K.BHUWANIA

CHAIRMAN

PLACE : MUMBAI
DATED : 30TH JUNE, 2003

G.D. BHUWANIA

DIRECTOR

SCHEDULES FORMING PART OF THE ACCOUNTS

	AS AT 31.3.2003 Rs.	AS AT 31.3.2002 Rs.
SCHEDULE - A		
SHARE CAPITAL		
AUTHORISED 1000000 EQUITY SHARES OF RS 10/- EACH	<u>1000000</u>	<u>1000000</u>
ISSUED, SUBSCRIBED & PAID UP 996000 EQUITY SHARES OF RS 10/- EACH FULLY PAID	<u>996000</u>	<u>996000</u>
SCHEDULE - B		
RESERVES & SURPLUS		
GENERAL RESERVE BALANCE AS PER LAST BALANCE SHEET	7205962	6000000
ADD: DEFERRED TAX ADJUSTMENT	<u>0</u>	<u>1005962</u>
	7205962	7005962
ADD: TRANSFER FROM PROFIT & LOSS A/C	<u>144038</u>	<u>200000</u>
	<u>7350000</u>	<u>7205962</u>
EXPORT RESERVE	10000	10000
LESS : TRANSFER TO PROFIT & LOSS A/C	<u>10000</u>	<u>0</u>
	<u>0</u>	<u>10000</u>
PROFIT & LOSS ACCOUNT	12918947	13104184
	<u>20268947</u>	<u>20320146</u>
SCHEDULE - C		
SECURED LOANS		
VEHICLE LOAN FROM FIAT SUNDARAM (Secured under Hire purchase agreement of Vehicle)	<u>15814</u>	<u>193312</u>

PRIYA INTERNATIONAL LIMITED

**SCHEDULE 'D'
FIXED ASSETS**

FIGURES IN RUPEES

SL NO	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS AT 1/04/2002 (Rs)	ADDITIONS (Rs)	DEDUCTIONS (Rs)	AS AT 31/03/2003 (Rs)	AS AT 1/04/2002 (Rs)	FOR THE YEAR (Rs)	DEDUCTIONS (Rs)	AS AT 31/03/2003 (Rs)	AS AT 31/03/2003 (Rs)	AS AT 31/03/2003 (Rs)
1	FLAT	514346	0	514346	0	0	0	0	0	0	514346
2	OFFICE PREMISES	1036034	0	0	1036034	425749	30514	0	456263	579771	610285
3	FURNITURE & FIXTURES	1838663	0	0	1838663	1383303	82421	0	1465724	372939	455360
4	OFFICE EQUIPMENT	1287711	100810	0	1388521	841591	71947	0	913538	474983	446120
5	VEHICLES	649494	0	0	649494	284648	94458	0	379106	270388	364846
6	COMPUTERS	4766721	0	0	4766721	4576953	75906	0	4652859	113862	189768
	TOTALS (Rs.)	10092969	100810	514346	9679433	7512244	355246	0	7867490	1811943	2580725
	PREVIOUS YEAR (Rs.)	10023774	69195	0	10092969	7053439	458805	0	7512244	2580725	

**SCHEDULE - E : INVESTMENTS (AT COST) (LONG TERM)
(OTHER THAN TRADE)**

SL NO	PARTICULARS	FACE VALUE	CURRENT YEAR		PREVIOUS YEAR	
			NOS.	RS.	NOS.	RS.
	QUOTED					
A.	<u>EQUITY SHARES (FULLY PAID UP)</u>					
1	SAVITA CHEMICALS LTD.	10	2000	96191	2000	96191
2	GEOSERVICES (INDIA) LTD	10	5800	58000	5800	58000
3	ORIENT ORGANICS LTD	10	4000	28006	4000	28006
4	DHANUKA PESTICIDES LTD	10	2000	20000	2000	20000
5	ALPS EXPORT LTD	10	9000	180000	9000	180000
6	PRIYA LIMITED (Purchased NIL shares during the year, previous year 200 shares)	10	275800	4481500	275800	4481500
7	AKAI IMPEX LTD	10	5100	43437	5100	43437
8	ALL METAL PROCESS INDUS. LTD	10	16200	162324	16200	162324
9	ASAHI FIBERS LTD.	10	6000	18036	6000	18036
10	BAGRI MINERALS & CHEM. LTD.	10	10300	28382	10300	28382
11	BITS LTD.	10	400	2305	400	2305
12	CHOLAMANDALAM INV. & FIN.LTD	10	10850	402254	10850	402254
13	J.K. PHARMA CHEM LTD.	10	20900	141357	20900	141357
14	JINDAL VIJAYNAGAR STEEL LTD.	10	36800	237691	36800	237691
15	K.J. INTERNATIONAL LTD.	10	2000	25551	2000	25551
16	KARISHMA FLORICULTURE LTD	10	400	1202	400	1202
17	ORIND EXPORTS LTD.	10	12200	61122	12200	61122
18	PSL HOLDING LTD.	10	21600	497787	21600	497787
19	PUNJAB COMMUNICATION LTD.	10	1600	83367	1600	83367
20	RAJINDER PIPES LTD.	10	6200	55912	6200	55912
21	SAI SERVICE STATION LTD.	10	200	5962	200	5962
22	SAMRAT ASHOKA EXPORTS LTD	10	600	10822	600	10822
23	SAMTEL COLOR LTD.	10	36040	424848	36040	424848
24	STRELING GUARANTY & FINANCE LTD	10	15100	52956	15100	52956
25	VIA MEDIA INDIA LTD.	10	7500	22545	7500	22545
26	BANK OF INDIA	10	2000	31728	2000	31728
	<u>EQUITY SHARES (PARTLY PAID UP)</u>					
1	JINDAL VIJAYNAGAR STEEL LTD (Paid up Rs. 2/-)	10	20300	40600	20300	40600
B.	<u>DEBENTURES</u>					
1	BALAJI HOTELS & ENTERPRISES LTD	1350	10	13500	10	13500
	TOTAL QUOTED			7227385		7227385
A	<u>UNQUOTED</u>					
	<u>EQUITY SHARES (FULLY PAID UP)</u>					
1	GAURAV CHEMICALS PVT LTD	10	500	100000	500	100000
	TOTAL UNQUOTED			100000		100000
	TOTAL (RS)			7327385		7327385
	AGGREGATED MARKET VALUE OF QUOTED INVESTMENTS			4516135		6440809

SCHEDULES FORMING PART OF THE ACCOUNTS	AS AT 31.3.2003 Rs.	AS AT 31.3.2002 Rs.
SCHEDULE - F INVENTORIES (As valued and certified by the Management) (Valued at lower of Cost or Net Realisable Value)	<u>6235582</u>	<u>6632247</u>
SCHEDULE - G SUNDRY DEBTORS (UNSECURED, CONSIDERED GOOD)		
OUTSTANDING FOR MORE THAN 6 MONTHS	339437	3021563
OTHER DEBTS	3759204	4541233
	<u>4098641</u>	<u>7562796</u>
SCHEDULE - H CASH & BANK BALANCES		
CASH IN HAND	25815	68849
BALANCE WITH SCHEDULE BANK		
IN CURRENT & OTHER ACCOUNTS	601631	5705763
IN U.S. DOLLAR ACCOUNT	55804	57320
IN FIXED DEPOSIT	3086936	2186046
	<u>3770186</u>	<u>8017978</u>
SCHEDULE - I LOANS & ADVANCES (UNSECURED, CONSIDERED GOOD)		
INTER CORPORATE LOANS GIVEN	10957834	0
ADVANCES RECOVERABLE IN CASH OR IN KIND OR FOR VALUE TO BE RECEIVED	956058	721918
ADVANCE INCOME TAX	2619939	2689044
DEPOSITS	2153645	2453645
	<u>16687476</u>	<u>5864607</u>
SCHEDULE - J CURRENT LIABILITES		
SUNDRY CREDITORS	2025410	728670
OTHER LIABILITES	2905549	1831428
	<u>4930959</u>	<u>2560098</u>
Note:- There is no amount due to be credited to Investor Education and Protection Fund		
SCHEDULE - K PROVISIONS		
PROVISION FOR TAXATION	1148000	1410000
PROVISION FOR GRATUITY	2931250	3350450
PROPOSED DIVIDEND	1494000	1494000
CORPORATE DIVIDEND TAX	191419	0
	<u>5764669</u>	<u>6254450</u>
SCHEDULE - L DEFERRED TAX DEFERRED TAX ASSETS AND LIABILITIES ARE ATTRIBUTABLE TO THE FOLLOWING ITEMS:		
ASSETS		
EXPENSES ALLOWABLE FOR TAX PURPOSE WHEN PAID	0	146310
PROVISION FOR GRATUITY	1077234	1213720
	<u>1077234</u>	<u>1360030</u>

	AS AT 31.3.2003 Rs.	AS AT 31.3.2002 Rs.
LIABILITY		
DEPRECIATION	68059	57760
	<u>1009175</u>	<u>1302270</u>
SCHEDULE - M		
MISCELLANEOUS INCOME		
PROFIT ON SALE OF FIXED ASSETS (NET)	72,404	0
INTEREST (NET) (TDS Rs.17918, Previous year Rs.22956)	613859	424365
DIVIDEND (GROSS) (TDS RS.18885, Previous year NIL)	201946	756079
SERVICE CHARGES RECEIVED	76253	76826
EXCHANGE RATE DIFFERENCE	0	205599
OTHER INCOME	1860	66764
	<u>966322</u>	<u>1529633</u>
SCHEDULE - N		
COST OF GOODS SOLD		
OPENING STOCK	6632247	6742103
ADD: PURCHASES	14496600	15827028
LESS: CLOSING STOCK	6235582	6,632,247
	<u>14893265</u>	<u>15936884</u>
SCHEDULE - O		
PAYMENTS TO & PROVISION FOR EMPLOYEES		
SALARIES, BONUS, ALLOWANCES ETC.	4268486	3785080
CONTRIBUTION TO P F AND OTHER FUNDS	309797	280009
WELFARE EXPENSES	293005	272470
	<u>4871288</u>	<u>4337559</u>
SCHEDULE - P		
OTHER EXPENSES		
RENT, SERVICE & WAREHOUSING CHGS	1922723	983203
POSTAGE, TELEPHONE, TELEX & FAX CHGS	1176877	1043092
BANK CHARGES	152289	92564
SALES PROMOTION EXPENSES	243037	273664
FREIGHT, CLEARING & FORWARDING	379607	310671
ADVERTISEMENT, SELLING & SUBSCRIPTION	617764	157837
LEGAL & PROFESSIONAL EXPENSES	237825	145627
ELECTRICITY CHARGES	896481	892245
SERVICE CHARGES PAID	552044	425759
TRAVELLING & CONVEYANCE	1889885	944077
REPAIRS & MAINTENANCE - OTHERS	100348	98915
INSURANCE CHARGES	16361	985
DIRECTORS REMUNERATION	300000	154167
AUDIT REMUNERATION		
AUDIT FEES	50000	40000
TAX AUDIT FEES	15000	10000
TAXATION MATTERS	21000	15000
SERVICE TAX	5250	2500
LOSS ON EXCHANGE RATE DIFFERENCE	64775	0
SUNDRY BALANCES WRITE OFF/BACK (NET)	2884649	3676069
MISCELLANEOUS EXPENSES	447054	430278
	<u>11972969</u>	<u>9696653</u>

SCHEDULE Q : NOTES ON ACCOUNTS**1. SIGNIFICANT ACCOUNTING POLICIES****A. ACCOUNTING METHOD:**

The Company follows the Mercantile system of accounting and recognises Income and Expenditure on accrual basis.

B. FIXED ASSETS

All Fixed Assets are stated at Cost less Depreciation.

C. DEPRECIATION

Depreciation on Fixed assets are provided on the "Written Down Value" basis at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.

D. INVENTORIES

Inventories are valued at lower of cost or Net Realisable Value. Cost is arrived on First In First Out (FIFO) basis.

E. INVESTMENTS

Long term Investments are valued at cost, diminution in value of such investments (other than temporary decline) is provided for. Cost of Investment is arrived at on the basis of average cost at the time of sale.

F. RETIREMENT BENEFITS:

(i) Gratuity is accounted as per the provisions of the payment of Gratuity Act, 1972 on the assumption that gratuity is payable to employees at the end of the accounting year.

(ii) As per policy of the Company, leave encashment is not a retirement benefit and thus not provided for.

(iii) Regular payments are made to Provident Fund etc. and charged to the Profit & Loss Account.

G. FOREIGN EXCHANGE TRANSACTION:

(i) Foreign Exchange transactions are accounted at the rate of exchange prevailing on the date of transaction.

(ii) All Foreign Currency assets and liabilities other than for financing fixed assets at the end of the year are recorded at the exchange rate prevailing on that date. All exchange rate difference on account of such conversion is recognised in the Profit & Loss account.

H. TAXATION

(a) Provision for Income-tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income-tax Act, 1961.

(b) Deferred tax resulting from timing differences between book and tax profits is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallise.

2. CONTINGENT LIABILITY (NOT PROVIDED FOR)

In respect of partly paid up shares of Jindal Vijaynagar Steel Ltd. Rs. 162400/- [Previous year 162400/-]

3. QUANTITATIVE DETAILS OF OPENING STOCK, PURCHASES, SALES & CLOSING STOCK.

PRODUCT	OPENING STOCK		PURCHASES		SALES		CLOSING STOCK	
	QUANTITY UNITS	VALUE RUPEES	QUANTITY UNITS	VALUE RUPEES	QUANTITY UNITS	VALUE RUPEES	QUANTITY UNITS	VALUE RUPEES
Chemicals (KGS)	10349 (11795)	6632247 (6222397)	31690 (29486)	14496599.51 (15827028)	29510 (30932)	20783179 (20496746)	12529 (10349)	6235582 (6632247)
Computer system, Sub-system, parts, peripherals (NOS)	0 (4349)	0 (519706)	0 0	0 0	0 (4349)	0 0	0 0	0 0
TOTAL (RS.)	10349 (16144)	6632247 (6742103)	31690 (29486)	14496600 (15827028)	29510 (35281)	20783179 (20496746)	12529 (10349)	6235582 (6632247)

Note: 1. Sales of Qty NIL (Previous Year 4349) in Computer systems is old non-saleable stock which has been written off during the year.

2. Purchase includes NIL (Previous Year 6 kgs) in Chemicals of samples received.

3. Sales includes 2 kgs (Previous Year 4 kgs) in Chemicals of samples issued

	<u>2002-2003</u> Rs.	<u>2001-2002</u> Rs.
4. Earning in foreign exchange by way of commission	13,956,189	10,782,163
5. Value of Import on CIF Basis Traded goods	9378708	9676279
6. Expenditure in foreign currency For Travelling	29700	211740
7. Managerial Remuneration	300000	154167
8. There are no dues to Small Scale Industrial Undertakings.		

9. Segment Information For The Year Ended 31st March, 2003

1. Information about Primary Business Segments

Rupees in Lakhs

	Indenting		Trading		Unallocated		Total	
	2002-03	2001-02	2002-03	2001-02	2002-03	2001-02	2002-03	2001-02
Revenue								
External Customers	133.96	111.85	207.83	204.97	0.00	0.00	341.80	316.82
Inter-segment	-	-	-	-	-	-	-	-
Total Revenue	133.96	111.85	207.83	204.97	0.00	0.00	341.80	316.82
Result								
Segment Result	82.32	59.45	37.56	37.20		0.00	119.88	96.65
Unallocated expenditure net of unallocated income					(97.64)	(80.63)	(97.64)	-80.63
Interest Income (net)	0.00	0.00	0.80	0.71	5.47	3.53	6.27	4.24
Dividend Income	0.00	0.00	0.00	0.00	2.02	7.56	2.02	7.56
Profit before taxation and exceptional items	82.32	59.45	38.36	37.91	(90.15)	(69.54)	30.53	27.82
Provision for taxation - Current Tax					11.48		11.48	8.00
Deferred Tax					(0.86)		(0.86)	(2.96)
Profit after taxation and before exceptional items	82.32	59.45	38.36	37.91	(100.77)	(69.54)	19.91	22.78
Exceptional items								
Income tax for earlier years					(3.58)		(3.58)	(2.06)
Net Profit	83.32	59.45	38.36	37.91	(104.35)	(69.54)	16.33	20.72
Other Information								
Segment Assets	15.10	34.81	232.77	131.14	165.06	227.51	412.91	393.46
Segment Liabilities	0.00	0.00	27.06	15.85	52.30	74.81	79.36	90.66
Capital expenditure	0.00	0.00	0.00	0.00	1.01	0.69	1.01	0.69
Depreciation					3.55	4.59	3.55	4.59
Non cash expense other than depreciation								

2. Information about Secondary Business Segments

Rs. In Lakhs

	India		Outside India		Total	
	2002-03	2001-02	2002-03	2001-02	2002-03	2001-02
Revenue by geographical market						
	207.83	204.97	133.96	111.85	341.80	316.82
Total	207.83	204.97	133.96	111.85	341.80	316.82
Carrying amount of segment assets	412.91	393.46	0	0	412.91	393.46
Additions to fixed assets	1.01	0.69	0	0	1.01	0.69

Notes:-

- (i) The company is organised into two main business segments, namely:
 Indenting Business
 Trading Business - comprising of Chemicals sales

Segments have been identified and reported taking into account, the nature of products and services, the differing risks and returns, the organisation structure, and the internal financial reporting systems.

- (ii) Segment Revenue in Local Business Includes service charges received.

Segment Revenue comprises of:-	Rs. In Lakhs	
	2002 - 03	2001 - 02
Sales	207.83	204.97
Other income excluding Interest (net) / dividend income and profit on sale of Investment	-6.14	-0.75
	<u>201.69</u>	<u>204.22</u>

- (iii) Segment Revenue, Results, Assets and Liabilities include the respective amounts identifiable to each of the segments and amounts allocated on a reasonable basis.

10. Related parties disclosure in accordance with the Accounting Standard 18 issued by the Institute of Chartered Accountants of India and effective from April, 1, 2001

(Amount in Rs.)

	Parties Where Control exists	Directors of the Company	TOTAL
Remuneration		300000 (154167)	300000 (154167)
Rent Paid		600000 (NIL)	600000 (NIL)
Purchase of Licence	721503 (NIL)		721503 (NIL)
Purchase of Fixed Asset	5000 (NIL)		5000 (NIL)
Rendering of services	76253 (76826)		76253 (76826)
Receiving of services	72000 (72000)		72000 (72000)
Inter corporate deposits taken during the year	2357000 (9346645)		2357000 (9346645)
Inter corporate deposits given during the year	15870465 (26131875)		15870465 (26131875)
Outstanding on Inter corporate deposits	10957834 (NIL)		10443402 (NIL)
Interest Income on Intercorporate deposits	298544 (329479)		298544 (329479)

Note:

Names of related parties and description of relationship:

1. Parties Where control exists
 - (a) Priya Limited
 - (b) Priya Chemicals
 - (c) Gaurav Chemicals Private Ltd.
 - (d) Brent Properties and Investment P.Ltd.
 - (e) Chesire Properties and Investment P.Ltd.
 - (f) Norman Properties and Investment P.Ltd.
 - (g) Halifax Properties and Investment P.Ltd.
 - (h) Priya Infotech P.Ltd.

2. Directors of the Company
 - (a) Mrs. Saroj Bhuwania
 - (b) Mr A.K. Bhuwania

11. Earning Per Share	2002-03	2001-02
(a) Net Profit available for Equity Shareholders (Rs.) (Numerator used for calculation)	1991844	2278355
(b) Weighted average number of Equity Share (Denominator used for calculation)	996000	996000
(c) Basic & diluted earning per share of Rs.10/- each (Rs.)	2.00	2.29

12. Figures in brackets relates to previous year

13. Balances of Sundry Debtors, Creditors and Loans and Advances are subject to confirmation and consequential adjustment, if any.

14. In the opinion of Board of Directors, Current Assets, Loans and advances have value in the ordinary course of business atleast equal to the amount at which they are stated.

15. Previous year figures have been regrouped and/or re arranged wherever considered necessary to make them comparable with those of the current year.

AS PER OUR REPORT ATTACHED OF EVEN DATE
FOR **M.L.BHUWANIA & CO.**
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(J.P.BAIRAGRA)
PARTNER

A.K.BHUWANIA CHAIRMAN

PLACE : MUMBAI
DATED : 30TH JUNE, 2003

G.D. BHUWANIA DIRECTOR

**Additional information pursuant to part IV of Schedule VI to the Companies Act, 1956
BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE**

I Registration Details

Registration No.	86840	State Code	11
Balance Sheet Date	31 03 03	Date Month Year	

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

Public issue	NIL	Right issue	NIL
Bonus issue	NIL	Private Placement	NIL

III Position of Mobilisation and Deployment of Fund (Amount in Rs. thousands)

Total Liabilities	40940	Total Assets	40940
-------------------	-------	--------------	-------

Sources of Funds

Paid up Capital	9960	Reserves and Surplus	20269
Secured Loans	16	Unsecured Loans	NIL

Application of Funds

Net Fixed Assets	1812	Investments	7327
Net Current Assets	20096	Net Deferred Tax Asset	1009
Misc. Expenditure	0		

IV Performance of Company (Amount in Rs. thousands)

Turnover	35146	Total Expenditure	32093
Profit Before Tax	3054	Profit after Tax	1992
Earning per share in Rs.	2.00	Dividend Rate %	15

V Generic Name of Three Principal Products/Services of Company

i	Item Code No (ITC Code)	320412.08
	Product description	Acid Black (AZO)
ii	Item Code No (ITC Code)	847330
	Product description	Computer Mother Boards

AS PER OUR REPORT ATTACHED OF EVEN DATE
FOR **M.L.BHUWANIA & CO.**
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF THE BOARD

(J.P.BAIRAGRA)
PARTNER

A.K.BHUWANIA CHAIRMAN

PLACE : MUMBAI
DATED : 30TH JUNE, 2003

G.D. BHUWANIA DIRECTOR

<u>CASH FLOW STATEMENT</u>				
	Rs.	2002-2003 Rs.	Rs.	2001-2002 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES				
NET PROFIT BEFORE TAX & BEFORE				
EXTRAORDINARY ITEMS		3053621		2782047
<u>ADJUSTED FOR</u>				
DEPRECIATION	355246		458805	
INVESTMENT INCOME (DIVIDEND)	-201946		-756079	
EXCHANGE RATE DIFFERENCE (REVALUATION)	3191		-47965	
INTEREST PAID	22774		32956	
INTEREST RECEIVED	-636633		-457321	
PROVISION FOR DOUBTFUL DEBTS/BAD DEBTS W/OFF	0		0	
LOSS/(PROFIT) ON SALE OF FIXED ASSETS	-72404		0	
LOSS ON SALE OF INVESTMENT	0	<u>-529772</u>	0	<u>-769604</u>
OPERATING PROFIT BEFORE WORKING				
CAPITAL CHANGES		2523849		2012443
<u>CHANGES IN</u>				
TRADE AND OTHER RECEIVABLES	3462479		9656108	
INVENTORIES	396665		109856	
TRADE PAYABLES / OTHER LIABILITIES	1951661		-15062794	
LOANS AND ADVANCES	65860	<u>5876665</u>	-74231	<u>-5371061</u>
CASH GENERATED FROM OPERATIONS				
		8400514		-3358618
INTEREST RECEIVED (Including Interest on Income Tax Refund Received)		338089		
DIRECT TAXES PAID		1,319,202		612565
CASH FLOW BEFORE EXTRA ORDINARY ITEMS				
		7419401		-3971183
EXTRA ORDINARY ITEMS		0		0
NET CASH FROM OPERATION ACTIVITIES (A)				
		7419401		-3971183

	Rs.	2002-2003 Rs.	Rs.	2001-2002 Rs.
B. CASH FLOW FROM INVESTING ACTIVITIES				
ADVANCES FOR FIXED ASSETS	0		9330000	
INTEREST RECEIVED	298544		457321	
INTER CORPORATE DEPOSITS	-10957834		0	
PURCHASE OF FIXED ASSETS	-100810		-69195	
SALE OF FIXED ASSETS	586750		0	
INVESTMENTS (NET)	0		-5230	
INVESTMENT INCOME (DIVIDEND)	201946		756079	
NET CASH USED IN INVESTING ACTIVITIES (B)		-9971404		10468975
C. CASH FLOW FROM FINANCING ACTIVITIES				
INTEREST PAID	-22774		-32956	
DIVIDEND PAID	-1494000		-1630269	
PROCEEDS FROM BORROWINGS	-177498		-147504	
NET CASH USED IN FINANCING ACTIVITIES (C)		-1694272		-1810729
NET CHANGES IN CASH AND BANK EQUIVALENTS		<u>-4246275</u>		<u>4687063</u>
CASH AND BANK EQUIVALENTS OPENING BALANCE	8017978		3330915	
CASH AND BANK EQUIVALENTS CLOSING BALANCE	3771703	<u>-4246275</u>	8017978	<u>4687063</u>

Note: Closing cash and bank balance excludes effect of loss on exchange rate difference of Rs.1516/-
(Previous year Profit on exchange rate Rs.2533/-)

AS PER OUR REPORT ATTACHED OF EVEN DATE

FOR **M.L.BHUWANIA & CO.**
CHARTERED ACCOUNTANT

(J.P.BAIRAGRA)
PARTNER

FOR AND ON BEHALF OF THE BOARD

A.K.BHUWANIA

CHAIRMAN

G.D. BHUWANIA

DIRECTOR

PRIYA INTERNATIONAL LIMITED

Regd. Office: Krishna House, Ground Floor,
Raghuvanshi Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai-400013

PROXY FORM

Reg. Folio No. /Client ID No. _____

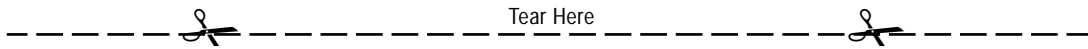
DP ID No. _____

I/We..... of
..... being a member/members of the above named
Company hereby appoint
.....of.....or failing him
..... of as my/our proxy to
vote for me/us on my/our behalf at the Twentieth Annual General Meeting of the Company to be held at " Hall of Quest",
Nehru Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai -400018 on 30th August, 2003, at 12.00 noon
..... and at any adjournment(s) thereof.

Signed this day of 2003.

Signature.....(Affix Revenue Stamp).....

NOTE: This proxy form, in order to be effective, should be duly completed and deposited at the Registered Office of the
Company, not less than 48 HOURS BEFORE the meeting.



PRIYA INTERNATIONAL LIMITED

Regd. Office: Krishna House, Ground Floor,
Raghuvanshi Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai-400013

ATTENDANCE SLIP

Regd. Folio No./Client ID No. _____

No. of shares held _____

DP ID No. _____

I certify that I am a Member/Proxy for the member of the Company.

I hereby record my presence at the Twentieth Annual General Meeting of the Company at "Hall of Quest", Nehru
Planetarium, Nehru Centre, Dr. Annie Besant Road, Worli, Mumbai -400018 at 12 Noon on 30th August, 2003

Member's/ Proxy's name in BLOCK Letters

Signature of Member/Proxy

NOTE: Please fill up this attendance slip and hand it over at the entrance of the venue for the meeting.
Members are requested to bring their copies of the Annual Report to the meeting.