

AMULYA LEASING & FINANCE LIMITED

Regd. Office: G-10, Pushkar Enclave, Top Floor, Paschim Vihar, New Delhi-110063

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of Amulya Leasing & Finance Limited will be held on Thursday, the 30th day of September, 2010 at its registered office at G-10, Pushkar Enclave, (Top Floor), Paschim Vihar, New Delhi-110063 at 10:30 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Profit & Loss Account for the year ended on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sh. Brij Bhushan Gupta, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s. R. Mahajan & Associates, Chartered Accountants, New Delhi, the retiring auditors, be and is hereby reappointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and on such remuneration as may be determined by the determined by the board of directors of the company.”

By Order of the Board

Place: New Delhi

Date: 13.08.2010

(Pradeep Kumar Goel)
Whole-time Director

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE 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 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**
2. Corporate Members are requested to send a duly certified copy of the Board Resolution to the Registered Office of the Company, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 24th September 2010, to Thursday, 30th September 2010 (both days inclusive).
4. Additional information, in terms of Clause 49 of the Listing Agreement with Stock Exchange(s), regarding appointment/ reappointment of Director(s) as set out in Item 2 of the Notice is also annexed hereto separately and forms part of the Notice.
5. Please send your requests for transfer/ transmission/ consolidation and demat of shares, change of address to our Registrar and Transfer Agents (RTA) - M/s. Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Das Mandir, New Delhi-110062
6. Members attending the meeting are requested to bring with them, their Client ID and DP ID Numbers/ Folio Numbers, for identification. Further, members/ proxies should bring the attendance slip duly filled in for attending the meeting.

By Order of the Board

Place: New Delhi

Date: 13.08.2010

(Pradeep Kumar Goel)
Whole-time Director

ANNEXURE TO THE NOTICE

Details of Director(s) seeking re-appointment in the ensuing Annual General Meeting to be held on 30th September, 2010, pursuant to the requirement of Clause 49 of the Listing Agreement:

Name of Director	Sh. Brij Bhushan Gupta
Date of Birth	01-02-1951
Nationality	Indian
Date of appointment	09-12-1985
Expertise in specific functional areas	Graduate from Delhi University and having around 25 years of experience in the field of finance, leasing and hire purchase
Shareholding in ALFL	Nil
List of outside Directorships	Nil

DIRECTORS' REPORT

To The Members of Amulya Leasing & Finance Limited,

Your Directors have immense pleasure in presenting before you the 24th Annual Report together with the Audited Annual Accounts of your Company for the year ended 31st March, 2010.

PERFORMANCE REVIEW

During the year under review, the Company has earned a Profit of Rs. 1,88,91,238.89 as compared to a Loss of Rs. 1,76,937.96 in the previous year. This has been largely possible due to the concerted efforts of the management and your directors expect that the initiatives undertaken will result in further improvement in the years to come. The details of financial performance of the Company are appearing in the Balance Sheet and Profit & Loss Account for the year.

AMOUNT TRANSFERRED TO RESERVES

During the year under review, the company transferred the Profit after Tax of Rs. 1,88,91,238.89 to the Reserves of the company.

DIVIDEND

Your directors do not recommend any dividend during the year under review.

FUTURE OUTLOOK

In the current year, your directors will continue with their initiatives and efforts and it is hoped that the company will continue with its profitability and will be in a better position for declaring dividend in the future.

DIRECTOR

Mr. Brij Bhushan Gupta, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

- a) that in the preparation of the accounts for the financial year ended 31st March, 2010, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 and of the profit of the Company for the year under review;
- c) that the 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 preventing and detecting fraud and other irregularities;
- d) That the directors have prepared the accounts for the financial year ended 31st March, 2010 on a going concern basis.

CORPORATE GOVERNANCE

A report on Corporate Governance appears in this Annual Report. A certificate from Anjali Yadav & Associates, Practicing Company Secretaries, with regard to Compliance of the Corporate Governance code by your company, is attached hereto as Annexure and forms part of this report.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors, which is to function in accordance to terms of reference contained in Clause 49 II (C) (D) & (E) of the Listing Agreement and Section 292A of the Companies Act, 1956, comprises of 3 members namely Sh. Rakesh Kumar, Sh. Anil Goel and Sh. Pradeep Kumar Goel with Sh. Anil Goel being the Chairman of the said Committee. The committee oversees the company's financial information, reviews the quarterly/ half yearly/ annual financial statements before they are submitted to the Board of Directors and performs such other functions as are given to it, by the terms of its reference. The Audit Committee of your company has been functioning in compliance to the afore-mentioned guidelines.

AUDITORS

M/s. R. Mahajan & Associates, Chartered Accountants, the retiring Auditors, have informed that they are offering themselves for reappointment. The Company has received letter from them to the effect that their appointment, if made, would be within prescribed limit under Section 224(1B) of the Companies Act, 1956.

DEPOSITS

Your Company has not accepted any deposits from the public. There are no unclaimed or unpaid deposits as on 31st March, 2010.

PARTICULARS OF EMPLOYEES

There is no employee whose particulars are required to be furnished in terms of Section 217(2A) of the Companies Act, 1956 and rules made there under.

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

Your company has no activity relating to conservation of energy and technology absorption. The company did not have any foreign exchange income or outgo.

RESERVE BANK OF INDIA'S DIRECTIONS

Your Company, being a Non Banking Finance Company (NBFC), continues to comply with all the requirements prescribed by the Reserve Bank of India from time to time.

LISTING

The equity shares of the company are listed at Bombay Stock Exchange and Delhi Stock Exchange.

MATERIAL INFORMATION

Open Offer: An open offer had been made by Mr. Sameer Gupta, to acquire upto 10,00,340 (Ten Lacs Three Hundred and Forty) Equity Shares of the Company constituting 20% of the total Issued and Subscribed Equity Share Capital made under SEBI (SAST) Regulations 1997.

ACKNOWLEDGEMENT

The Board acknowledges with gratitude the co-operation and assistance provided by the Company's bankers, financiers, government and non-government agencies. The relationship with the employees remained cordial and your Director's wish to place on record their appreciation for the contribution made by the employees at all levels. The Directors also thank the shareholders for their continued support.

On behalf of the Board of Directors

(Pradeep Kumar Goel) (Vikas Goel)

Place: New Delhi

Dated: 13/08/2010

Whole-Time Director Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENT

Although the Global recession seems to be over, the Financial Sector continues to be characterized by high volatility. The measures taken by government and Reserve Bank of India have created favorable conditions to some extent and have been successful in lending stability to the sector and economy as a whole. During the year under review, some progress has been shown by non-banking financial companies, which clearly reflects in our performance.

OUTLOOK, RISK AND CONCERN

The systematic importance of the role of NBFCs has been given acceptance by the Reserve Bank of India by lending support to the NBFC sector. In these competitive conditions, in order to survive the NBFCs amidst other things must look to identify new business opportunities, widen their geographical reach, monitor credit better and reduce their costs. Consolidation process in the NBFC sector is also underway, which is a positive sign for the sector.

The Company is exposed to normal industry risks which it shall try to tackle by adopting prudent and comprehensive business policies. The Company has been fully compliant with all the guidelines, regulations and directions of Reserve Bank of India, as applicable.

OPPORTUNITIES AND THREATS

Retail financing presents numerous opportunities for the company's future growth. Further, globalization and dynamic lifestyles can maintain the demand for credit at higher levels. Apart from these, the reviving economy is likely to throw numerous opportunities for the NBFC sector also.

The earnings of the NBFCs could be under some pressure owing to the higher refinancing costs. Major concerns like drying of onward lending, inefficient collection and recovery system, competition at domestic as well as global level still continue to haunt this sector.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Internal Control procedures adopted by the company have been functioning well, as a result of which availability of accurate financial information is available to the concerned personnel in timely manner.

SEGMENT WISE PERFORMANCE

The Company operates only in one segment.

FINANCIAL PERFORMANCE

During the year under review, the Company has earned a Profit of Rs. 1,88,91,238.89 as compared to a Loss of Rs. 1,76,937.96 in the previous year. This has been largely possible due to the concerted efforts of the management and your directors expect that the initiatives undertaken will result in further improvement in the years to come.

HUMAN RESOURCES

We believe, Human Resources (HR) are the most important resources of any organization. The Company has a well-defined organization structure, roles and responsibilities, which helps in ensuring integration of individual and organizational goals. Thereby, leading to employee satisfaction, along with increased performance levels at all levels. We focus on identifying leadership qualities amongst individuals and providing employees a work environment wherein they can work to their potential.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy can be described as pursuing business practices with the ultimate aim of enhancing long term shareholder's value and at the same time remaining committed to high standards of business ethics. Your company and its employees have a commitment to its customers, competitors, local communities, shareholders and the nation to conduct the business in an ethical and legal manner.

BOARD OF DIRECTORS

Composition of Board

During the year, the Board consisted of five directors; three out of the five directors are Non-Executive Directors.

S. No.	Name of the Director	Designation	No. of Board Meetings held	No. of Board Meetings attended	Last AGM attended	No. of other directorship and committee membership and chairmanship.		
						Oth er Director ship	Comm ittee Memb ership	Comm ittee Chair mansh ip
1.	Vikas Goel	Managing Director	10	10	Yes	13	0	0
2.	Pradeep Kumar Goel	Whole-Time Director	10	10	Yes	3	2	0
3.	B.B. Gupta	Director	10	10	Yes	0	2	1
4.	Anil Goel	Director-Independent Non-Executive	10	10	Yes	0	2	1
5.	Rakesh Kumar	Director-Independent Non-Executive	10	10	No	0	3	1

Date and number of Board Meetings held

10 (Ten) Board meetings were held during the year ended 31st March, 2010. The dates of these meetings were: 27th April 2009, 30th June 2009, 31st July 2009, 31st August 2009, 4th September 2009, 7th September 2009, 20th October 2009, 31st October 2009, 15th December 2009, 30th January 2010.

Code of Conduct

The Company has laid down a code of conduct for all the Board Members and Senior Management Personnel. All Board Members and Senior Management Personnel have confirmed compliance with the said code of conduct, for the financial year ended 31st March, 2010. The declaration to this effect signed by the Whole-Time Director forms part of the report.

AUDIT COMMITTEE

The Company has an Audit Committee of Directors. The Committee has the powers similar to those stated in the Listing Agreement and exercises the functions as per terms of reference of the Audit Committee.

Composition of Audit Committee

The Audit Committee of the Board of your Company comprises of three members, two Non-Executive Directors and one Independent Director. The Committee functions under the Chairmanship of Sh. Anil Goel, who is an Independent Director. Sh. Pradeep Kumar Goel has accounting and related financial management expertise.

Name of Members	Designation	Status/ Position
Anil Goel	Chairman	Independent Director
Pradeep Kumar Goel	Member	Executive Director
Rakesh Kumar	Member	Independent Director

No. of meeting and attendance at meetings:

During the year 2009-10, 4 (four) meetings of the Audit Committee were held. The dates of these meetings were: 30th June 2009, 31st July 2009, 31st October 2009 and 30th January 2010.

The Attendance of the Committee members at the above meeting was as follows:

MEMBERS	COMMITTEE MEETINGS	
	Held	Attended
1. Sh. Anil Goel	4	4
2. Sh. Pradeep Kumar Goel	4	4
3. Sh. Rakesh Kumar	4	4

Powers and role of Audit Committee and review of information by it:

The powers and terms of reference of the Audit Committee are as mentioned in the Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956 including overseeing financial reporting processes, reviewing with