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BOARD OF DIRECTORS

SUDHIR KUMAR BINDAL

CHAIRMAN & MANAGING DIRECTOR

MANOJ K SINGH

INDEPENDENT DIRECTOR

RAJESH KHANDELWAL

INDEPENDENT DIRECTOR

KAMLESH KASLIWAL

INDEPENDENT DIRECTOR

AUDITORS

AB.DOSHI & CO.
Chartered Accountants
68. ARADHANAGAR COLONY
INDORE – (M.P.)

CONSULTING COMPANY SECRETARY

A. MEHTA & CO.
3-D, "PADM-PRABH"
11/3, MANORAMAGANJ
NEAR GEETABHAWAN SQUARE,
INDORE – 452 001

BANKER

DENA BANK
SIYAGANJ BRANCH,
INDORE

SOLICITORS AND ADVOCATE

PANKAJ BAGDIA

REGISTRAR & SHARE TRANSFER AGENT

LINK INTIME INDIA LIMITED
Formerly Intime Spectrum Registry Limited
C-13, PANNALAL SILK MILLS COMPOUND
LBS MARG, BHANDUP,
MUMBAI– 400 078

REGISTERED OFFICE

"Velocity", 18-A Scheme No 94C
Ring Road
Indore-452001
Madhya Pradesh

N O T I C E

NOTICE is hereby given that 18th Annual General Meeting of the Members of the **DEVKI LEASING & FINANCE LIMITED** will be held on **Thursday, the 30th September 2010 at 4:30 P.M. at "Velocity, 18-A Scheme No 94C, Ring Road, Indore** to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2010 attached with the Cash Flow Statement and Profit and Loss Account for the year ended that day together with the reports of the Auditors and Directors thereon.
2. To appoint a person in place of Shri Manoj Kumar Singh, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider re-appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

By order of the board of director's of
DEVKI LEASING & FINANCE LIMITED

PLACE: INDORE

DATE: 30th June, 2010

SUDHIR KUMAR BINDAL.
Chairman & Managing director

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. PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Members are requested to:
 - a. Intimate changes, if any, in their registered addresses immediately and they must quote their ledger folio number in all their correspondence.
 - b. Hand over the enclosed attendance slip, duly signed in accordance with their specimen signatures registered with the company for attending the meeting.
 - c. Bring their Annual Report and Attendance Slips with them at the AGM venue.
3. The Register of Members and Share Transfer Books of the company shall remain closed from 29th September, 2010 to 30th September, 2010 (Both days inclusive).
4. The Management Discussions and Analysis together with the report under Corporate Governance requirements are attached to the report of the Directors as Annex -1 & 2.
5. Members seeking any information are requested to write to the company at least 10 days before the date of the AGM to enable the management to reply appropriately.
6. Members, who are holding physical shares in more than one folio, are requested to intimate to the Company/Registrar and Share Transfer Agent the details of all their folio numbers for consolidation into single folio.
7. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.

By order of the board of director's of
DEVKI LEASING & FINANCE LIMITED

PLACE: INDORE

DATE: 30th June, 2010

SUDHIR KUMAR BINDAL.
Chairman & Managing director

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING

Name of Directors	MANOJ KUMAR SINGH
Date of Birth	15.07.1973
Date of Appointment	30.10.2005
Expertise / Experience in specific functional areas	More than 10 years experience in E.D.P & Accounts
Qualification	MCA
No. of Equity Shares held	NIL
List of outside Company directorship held	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Chairman Audit Committee Member Share Transfer Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	NIL

DIRECTORS' REPORT

To
The Members of,
Devki Leasing & Finance Limited, Indore

Your directors have pleasure in presenting their eighteenth Annual Report of your company together with audited accounts for the year ended on 31st March, 2010.

State of Company's Affairs:**Financial Results****Amount (Rs in Lakhs)**

<u>Particulars</u>	<u>31st March, 2010</u>	<u>31st March 2009</u>
Total Income	8.90	37.98
Depreciation	2.25	2.62
Interest & Fin Charges	37.83	38.66
Other Total Expenditure	78.21	30.82
Profit before Tax	-109.40	-34.12
Tax provisions	-0.26	-0.09
Net Profit for the year	-109.14	-34.03
Balance brought forward	6.14	40.17
Carried to Balance Sheet	-103.00	6.14

Operations and Future Outlook:

During the year under review, income from operations has been reduced to Rs.8.90 lacs as compared to Rs.37.98 lacs in the previous year. The Loss before Depreciation and Taxation stood at Rs.107 lacs. After providing for depreciation and taxation, the Company has registered a Net Loss of Rs.109 lacs as against loss of last year of Rs.34 lacs in the previous year. There is a continuous negative growth in the Company.

During the year under review capital markets worldwide faced a major crisis due to the sub- prime and credit crisis in USA as well as all the major economies of the world. The crisis led to recession and downturn in economies the world over. The Indian economy and the Capital market were also not insulated from this downturn. The finance Industry during the year under review remained under tremendous pressure hut with the Governments continued efforts towards liberalization and Globalization process this area is likely to continue to grow in the years to come. Since finance for industries is like blood for human Body, without finance Industrialization is not possible and with an improvement in market sentiments, the management of your company expects to improve the financials of your company.

The Leasing and Finance business largely depends on the corporate performance and economic growth. The Corporate performance were badly affected with the economic slowdown and frequent changes in Bank Rate, Repo Rate and other measures taken by the Reserve Bank of India The Industry is largely dependent on the overall growth of the other industries, which are under revival stage. The finance business is likely to get good business in the years to come, if the service of the Company is maintained upto the satisfaction of the customers. The Company has a competitive policy to maintain the business. The Financial performance during the year ended 31st March, 2010 has not satisfactory due to general depression market conditions and overall economic slowdown. The Company expects better performance in the years to come.

Dividend:

Owing to inadequacy of profit, your directors do not recommend any dividend for this financial year.

Directors Responsibility Statement:

As required under the provisions of Section 217 (2AA) of the Companies Act, 1956, we confirm that:

01. in the preparation of the annual accounts, the applicable accounting standards have been followed;
02. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that have been 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 loss of the company for the year under review ;
03. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities
04. the directors had prepared the annual accounts for the financial year ended 31st March, 2010 on a "going concern" basis ;

Directorate:

Shri Manoj kumar Singh retires by rotation and being eligible offers himself for reappointment. There is no other change in the composition of the Board of the Company.

Auditors:

M/s. AB.DOSHI & CO., Chartered Accountants, Indore, the Statutory Auditors of the Company are retiring at the ensuing Annual General Meeting and being eligible offers themselves for re-appointment. The Auditors' Report, read with relevant Notes is self explanatory and needs no further clarification.

Corporate Governance & Management Discussion and Analysis:

In terms of Clause 49 of the Listing Agreement, Board Report on Corporate Governance is forming part of this Balance Sheet. Management Analysis and Discussion report is also annexed herewith by the Board.

Compliance Certificate

Your Directors have obtained a Compliance Certificate from Practicing Company Secretary, pursuant to Rule 3 of Companies (Compliance Certificate) Rules, 2001 which is forming part of this report.

Subsidiary Company:

In terms of Sec 212 of the Companies Act, 1956, the full annual accounts of Devki Cyber Securities Private Limited are annexed herewith.

Public Deposits:

Your company has not accepted or invited any deposits from public within the meaning of Section 58 A of the Companies Act, 1956.

Particulars of Employees etc:

Your company did not have any person in employment who was in receipt of remuneration, whose particulars are to be included here under Sec 217 (2A) of the Companies Act read with Companies (Particulars of Employees) Rules 1975.

Devki Leasing & Finance Limited,

Energy Conservation and other Reporting u/s 217(1) (e):

The provisions of Energy Conservation in terms of section 217 (1)(e) of the Companies Act, 1956, are not applicable on the company. Almost entire project technology in the company is indigenous, which needs no adaptation.

Your company also did not have any foreign exchange earnings or out go your Directors place on record their sincere appreciation for the devoted performance of the employees of the company at all levels.

For and on behalf of the Board of Directors of
DEVKI LEASING & FINANCE LTD

PLACE: INDORE
DATE: 30th June, 2010

SUDHIR KUMAR BINDAL
Chairman & Managing director

COMPLIANCE CERTIFICATE
[Rule 3 of Companies (Compliance Certificate) Rules, 2001]

CIN: L65921MP1993PLC007522

Authorised Capital: Rs.3,75,00,000/-

Paid-up Capital: Rs.3,45,18,500/-

**To,
The Members,
Devki Leasing and Finance Limited
Indore**

I have examined the registers, records, books and papers of **Devki Leasing and Finance Limited** ("the Company") as required to be maintained under the Companies Act, 1956, ("the Act") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2010 (financial year). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its directors and officers, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company, being a Limited Company, comments is not required.
4. The Board of Directors duly met 6 times in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company being a listed company closed its Register of Members on 28th September, 2009 to 30th September, 2009 (all the days inclusive) under Section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31st March, 2009 was held on 30th September 2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. The Company has not held any Extra-ordinary General Meeting during the financial year under review.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
9. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.
10. The Company has not entered into contracts in contravention of the provisions of section 297 of the Act.
11. The Company has complied with the provisions relating to register maintained under Section 301 of the Act.
12. As there were no instances falling within the purview of Section 314 of the Act, the Company has not obtained any approvals from the Board of directors, members or Central Government, as the case may be.
13. The Company has not issued any duplicate certificates during the financial year.

14. The Company has

- i) not required to delivered any certificate of securities on allotment of shares/ lodgment thereof transfer/transmission or any other purpose in accordance with the provisions of the Act;
 - ii) Not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii) Not posted warrants to any member of the Company as no dividend declared during the financial year.
 - iv) was not required to transfer any amount to the Investor Education & Protection Fund as there was no amount due for transfer to the above said account relating to unpaid dividend, application money due for refund, matured deposits, matured debentures and interest accrued thereon as remain unpaid or unclaimed for a period of Seven years.
 - v) Duly complied with the requirements of section 217 of the Act.
15. The Board of directors of the company is duly constituted. There was appointment of Shri Rajesh Khandelwal and Shri Kamlesh Kasiwal as Directors of the Company on Board meeting held on 30.06.2010 there was no other appointment of additional Directors, alternate directors and directors to fill casual vacancies during the financial year.
16. The re-ppointment of Shri Sudhir Bindal for further period of five year as managing director has been made in compliance with the provisions of Section 269 of the Act.
17. The Company has not appointed any sole selling agents during the financial year.
18. The Company has not been required to obtain any approval of the Central Government, Company Law Board, Regional Director and/or such authorities prescribed under the various provisions of the Act.
19. The Directors have disclosed their interest in other firms/companies to the Board of Directors Pursuant to the provisions of the Act and the rules made there under.
20. The Company has not issued any Equity Shares during the financial year.
21. The Company has not bought back any shares during the financial year.
22. The Company has no preference shares or debentures.
23. The Company has not declared dividend nor has issued any rights shares and bonus shares.
24. The Company has not bought back any shares during the financial year.
25. The Company has no preference shares or debentures.
26. The Company has not declared dividend nor has issued any rights shares and bonus shares.
27. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
28. No amount has been borrowed by the Company in violation of Section 293(1) (d) of the Act during the financial year.
29. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate in violation of Section 372A of the Act during the financial year.
30. The Company has not altered the provisions of Memorandum with respect to situation of the Company's registered office from one state to another during the financial year; however the registered office has been shifted within the municipal limits of the city.
31. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.

32. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
33. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
34. The company has not altered its Articles of Association during the financial year
35. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.
36. The Company has not received any money as security from its employees during the financial year.
37. The Company has deposited both employee's and employer's contribution to Provident Fund with the prescribed authorities pursuant to Section 418 of the Act.

Place: INDORE
Date: 30.06.2010

Signature :
Name of the Company Secretary : ASHOK MEHTA
F.C.S No. 2566, C.P. No. 2028