20th Annual Report
2011-12

devki

Devki Leasing and Finance Ltd.

BOARD OF DIRECTORS

SUDHIR BINDAL	-	CHAIRMAN & MANAGING DIRECTOR
MANOJ KUMAR SINGH	-	INDEPENDENT DIRECTOR
RAJESH KHANDELWAL	-	INDEPENDENT DIRECTOR
KAMLESH KASLIWAL	-	INDEPENDENT DIRECTOR

AUDITORS

A.B.DOSHI & CO.
CHARTERED ACCOUNTANTS
68. A.RADHA NAGAR COLONY
INDORE – (M.P.)

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 20th Annual General Meeting of the Members of the **DEVKI LEASING & FINANCE LIMITED** will be held on **Saturday, 29th September, 2012 at 4.00 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 2012 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 Kamlesh Kasliwal, 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: 30.05.2012

SUDHIR BINDAL.
Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITILED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES TO BE 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.
   d. Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the company.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 28th September, 2012 to 29th September, 2012 (Both days inclusive).
4. The Management Discussions and Analysis Report together with the report under Corporate Governance requirements are attached to the report of the Directors as Annex –2 & 3.
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. Link Intime India Limited is the Share Transfer Agent of the Company, members are requested to update their E Mail ID and Address with their Depository Participant for prompt communication.

8. 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: 30.05.2012

SUDHIR BINDAL
Chairman & Managing Director

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

Name of Directors	**KAMLESH KASLIWAL**
Date of Birth	15.09.1968
Date of Appointment	30.06.2009
Expertise / Experience in specific functional areas	Having more than 15 years experience in business.
Qualification	Commerce Graduate
No. of Equity Shares held	3500
List of outside Company Directorship held	NIL
Chairman / Member of the Committees of the Board of Directors of the Company	**Member** Audit Committee Remuneration 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 Twentieth Annual Report of your Company together with audited accounts for the year ended on 31st March, 2012.

STATE OF COMPANY'S AFFAIRS:

FINANCIAL RESULTS

(Amount in lacs)

Particulars	As on 31.03.2012	As on 31.03.2011
Revenue from operations	13.16	17.37
Other Income	0.69	0.007
Operating Expenditure	21.03	55.89
Interest & Depreciation	2.24	2.29
Profit before Tax	-9.42	-40.80
Provisions for Tax	0.10	0.1
Profit after Tax	-9.32	-40.7

OPERATIONS AND FUTURE OUTLOOK:

Global economic uncertainties have affected India's economy, including the real estate market. Macroeconomic indicators are not healthy. Fiscal deficit and interest rates are high while the rupee is depreciating. All this does not bode well for any industry, especially real estate. High prices and interest rates have been dampeners. Demand has been stagnating in a few cities even as supply remains high. Investors as well as end-users have been showing signs of weariness.

In the Current year under review the Company has earned income from its business operations of Rs.13.16 lacs which has decreased as compared to previous year's income of Rs. 17.37 lacs. Losses after Depreciation and Taxes are Rs. 9.32 lacs which has decreased as compared to the previous year losses of Rs.40.7 lacs as the Company has not made any provision for the Interest as the same is made NPA by the Bank.

Due to high and fluctuating interest rate and regular changes in the Monetary Policy by the Reserve Bank of India through the Base Rate, the business of Leasing and Finance has been adversely affected and especially small NBFC Companies are not able to sustain in this competitive world where large amount of Capital is required. Your Directors are continuously striving hard for more avenues in their field for better operational and financial performance in the better interest of all the stakeholders of the Company.

DIVIDEND:

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

DIRECTORATE:

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

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217 (2AA) of the Companies Act, 1956, and based on the representation received form the operating management, the Directors hereby confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards have been followed;

2. 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 ;

3. 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

4. the Directors had prepared the annual accounts for the financial year ended 31st March, 2012 on a "going concern" basis ;

AUDITORS:

M/s. A.B. 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.

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 as Ann. - 1.

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 as Annexure 2 and 3.

SUBSIDIARY COMPANY:

At the end of the financial year under review, your Company had the one subsidiary company namely "Devki Cyber Securities Private Limited". The Ministry of Corporate Affairs, Government of India has issued a Circular No.2 / 2011 dated 8th February 2011 granting general exemption to Companies under section 212 (8) from attaching the documents referred to in section 212 (1) pertaining to its subsidiaries, subject to approval by the Board of Directors of the Company and furnishing of certain financial information in the Annual Report.

The Board of Directors of the Company have accordingly accorded approval to the Company dispensing with the requirement of attaching to its Annual Report the annual audited accounts of the Company's subsidiaries. Accordingly, the Annual Report of the Company does not contain the individual financial statements of these subsidiaries, but contains the audited consolidated financial statements of the Company, its subsidiaries and associate. The Annual Accounts of these subsidiary companies and the related detailed information will be made available to the shareholder seeking such information at any point of time. The annual accounts of the Subsidiary Companies will also be kept for inspection by any shareholder at its registered / corporate office and that of the concerned subsidiary companies. The statement pursuant to the approval under section 212 (8) of the Companies Act, 1956 is annexed together with the Annual Accounts of the Company.

Consolidated financial statements
The Consolidated Financial Statements of the Company prepared as per the Accounting Standard AS21 and Accounting AS 23, consolidating the Company's accounts with its subsidiaries and an associate have also been included as part of this Annual Report.

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 that, if employed throughout the financial year or part thereof, was in receipt of remuneration, particulars of which are required to be included in this report as per Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975.

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.

APPRECIATION

Your Directors wish to place on record their appreciation for the continued co-operation and support given to the Company by its Customers, Shareholders, Bankers, and Central & State Governments including all those associated with the Company

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

PLACE: Indore
DATE: 30.05.2012

SUDHIR BINDAL

Annexure - 1

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, 2012 (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 5 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 10th September, 2011 to 12th September, 2011 (all the days inclusive) under Section 154 of the Act.

6. The Annual General Meeting for the financial year ended on 31st March, 2011 was held on 12th September 2011 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 entered into contracts in contravention of the provisions of section 297 of the Act.

10. The Company has complied with the provisions relating to registers maintained under Section 301of the Act.

11. 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.

12. The Company has not issued any duplicate certificates during the financial year.

13. The Company has

    i) delivered all the 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.

14. The Board of Directors of the Company is duly constituted. There was no appointment of additional Directors, alternate Directors and Directors to fill casual vacancies during the financial year.

15. The Company has not appointed any Managing Director/ Whole Time Director/ Manager during the financial year.

16. The Company has not appointed any sole selling agents during the financial year.

17. 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.

18. 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.

19. The Company has not issued any Equity Shares during the financial year.

20. The Company has not bought back any shares during the financial year.

21. The Company has no preference shares or debentures.

22. The Company has not declared dividend nor has issued any rights shares and bonus shares.

23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.

24. No amount has been borrowed by the Company in violation of Section 293(1) (d) of the Act during the financial year.

25. 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.

26. 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 year under scrutiny.

27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.

28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.

29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.

30. The Company has not altered its Articles of Association during the financial year

31. There was no prosecution initiated against or show cause notices received by the Company, during the financial year, for offences under the Act.

32. The Company has not received any money as security from its employees during the financial year.

33. 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.

Signature :

Place: Indore **Name of the Company Secretary : ASHISH GARG**

Date: 30.05.2012 **F.C.S No. 5181, C.P. No. 4423**