

**FICON LEASE & FINANCE LIMITED**  
**14<sup>th</sup> Annual Report**  
**2007-2008**



**Registered Office :**  
**9th Floor, Astron Tech Park, Near Satellite Police Station,**  
**Satellite, Ahmedabad – 380015**

**FICON LEASE & FINANCE LIMITED**

9TH FLOOR, ASTRON TECH PARK, NEAR SATELLITE POLICE STATION,  
SATELLITE, AHMEDABAD – 380015

**BOARD OF DIRECTORS**

Bhartiben Bhanuprasad Patel	<i>Managing Director</i>
Naginbhai Ganpatbhai Patel	<i>Director</i>
Narsinhbhai Ganpatbhai Patel	<i>Director</i>
Shailesh Lalbhai Patel	<i>Director</i>
Riken Bhanuprasad Patel	<i>Director</i>
Naman Kirtibhai Vyas	<i>Director</i>
Dakshesh Ramesh Shah	<i>Director</i>
Varun Naginbhai Patel	<i>Director</i>
Amrishbhai Patel	<i>Director</i>

**BANKERS****AUDITORS****M/S. P DOSHI & ASSOCIATES**

Chartered Accountants  
306, Rajkamal Plaza,  
Opp. High Court,  
Ahmedabad – 3800114

**REGISTERED OFFICE**

Registered Office  
9th Floor, Astron Tech Park,  
Near Satellite Police Station,  
Satellite, Ahmedabad – 380015

**FICON LEASE & FINANCE LIMITED****14th ANNUAL REPORT 2007-08****NOTICE TO THE MEMBERS**

Notice is hereby given that the FORTEENTH ANNUAL GENERAL MEETING of the members of FICON LEASE AND FINANCE LIMITED will be held on 27th August, 2008 at 11:00 a.m. at 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2008, balance sheet as on that date, Director's Report and the Auditor's report thereon.
2. To re-appoint Mr. Naman Vyas as a Director who retires by rotation and being eligible, offers herself for reappointment.
3. To re-appoint Mr. Riken Patel, as a Director who retires by rotation and being eligible, offers himself for reappointment.
4. To reappoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS:**

5. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:  
"RESOLVED THAT pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Varun Naginbhai Patel, appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting."  
"RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
6. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:  
"RESOLVED THAT pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Narsinhbhai Ganpatbhai Patel, appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting."  
"RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
7. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Dakshesh Shah, be and is hereby appointed as an Additional Director on the Board of Directors of the Company w.e.f. 28th April, 2008 and to hold the Office up to the next Annual General Meeting of the Company."  
"RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
8. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:  
"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Naginbhai Ganpatbhai Patel, be and is hereby appointed as an Additional Director on the Board of Directors of the Company w.e.f. 28th April, 2008 and to hold the Office up to the next Annual General Meeting of the Company."  
"RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
9. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution:  
"RESOLVED THAT, subject to the approval of the Central Government and consent of the shareholders of the company, pursuant to the provisions of section 21 and other applicable provisions if any, of the Companies Act, 1956 the name of the Company be changed from Ficon Lease & Finance Limited to Gallops Enterprise Limited or any other name that may be allowed by Registrar of Companies, Gujarat and that immediately after the said change in the name of the Company becoming Complete and effective, the new name be substituted for the existing name wherever it appears, including in the Memorandum of Association and Articles of Association of the Company."

FOR AND ON BEHALF OF THE COMPANY

Date : 12.06.2008

Place : Ahmedabad

*Bharti B. Patel*  
Sd/-  
Chairman

**NOTES:**

1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy To Attend And Vote On A Poll Instead Of Himself And Proxy Need Not Be A Member Proxies, In Order To Be Effective, Must Be Received By The Company Not Less Than 48 Hours Before The Time Of Meeting.
2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Monday, 18th August, 2008 to 27th August, 2008 (both days inclusive)
3. As a matter of convenience the shareholders are requested to inform their queries if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT:****Item No. 5:-**

Mr. Varun Nagjibhai Patel was appointed as an additional director of the company with effect from 28/04/2008, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Dakshesh Shah for the office of Director of the Company.

None of the Directors of the Company be deemed to be concerned or interested in the resolution set out at item no. 5 of the accompanying notice.

**Item No. 6:-**

Mr. Narsinhbhai Ganpatbhai Patel was appointed as an additional director of the company with effect from 28/04/2008, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Dakshesh Shah for the office of Director of the Company.

None of the Directors of the Company be deemed to be concerned or interested in the resolution set out at item no. 6 of the accompanying notice.

**Item No. 7:-**

Mr. Dakshesh Shah was appointed as an additional director of the company with effect from 28/04/2008, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Dakshesh Shah for the office of Director of the Company.

None of the Directors of the Company be deemed to be concerned or interested in the resolution set out at item no. 7 of the accompanying notice.

**Item No 8:-**

The Company has applied for change of name as the word Gallops – means fastest speed, Enterprise indicate the main object of the company. This word has been suggested by the astrologer. The office of the Registrar of Companies, Gujarat has made the name "Gallops Enterprise Limited" available to the Company. Pursuant to section 21 and other applicable provisions, if any, of the Companies Act, 1956, approval of the shareholders is sought for change of name of the Company.

None of the directors of the Company were interested, in any way, in the aforesaid resolution.

**DETAILS OF DIRECTORS BEING APPOINTED/REAPPOINTED AT THE ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49(VI) A OF THE LISTING AGREEMENTS)**

<b>Name of the Director</b>	Naman Vyas	Riken Patel
<b>Age</b>	28 Years	28 Years
<b>Qualification</b>	Civil Engineer	Civil Engineer
<b>Experience</b>	7-8 years	7-8 Years
<b>Other Directorships</b>	N.A	N.A

## DIRECTOR'S REPORT

To,  
The Members

The Directors' present the Fourteenth Annual report on the business and operations of your Company for the year 2007-2008.

### FINANCIAL RESULTS AND OPERATIONAL REVIEW:

#### (a) Financial Performance

During the year under review the total income from operations was Rs.12.68 Lacs as compared to Rs. 14.92 Lacs of that of the previous Year. The Company has not provided any amount as depreciation. After making provision for current year income tax and after taking into account the current year net profit and total provisions for taxation, the surplus carried to Balance Sheet is Rs.462.66 Lacs; the management has nothing to say much about the activities of the company. Right now various options are being explored and appropriate decision will be taken as early as possible to fully activate the company.

#### (b) Change of Line of Business and Change of name of the Company:

As the shareholders were aware that the company was carrying on financial activities, however the Company could not fare well since last so many years. In the fast changing Business and economic environment, it was imperative for every company to keep examining various opportunities and different businesses to ensure growth momentum and maximization of shareholders value. Your Directors were considering various proposals to change into the new line of business ventures and i.e. building, constructions, infrastructures and related activities.

Accordingly, the Company has also got the name "GALLOPS ENTERPRISES LIMITED" as available for change of name. Since the above amendment comes within the ambit of section 17 of the Companies Act, 1956, your approval sought under the provisions of section 192A of the said Act read with the provisions of the Companies Act, 1956. The Company has also informed the office of the Reserve Bank of India, Ahmedabad for change of line of business and surrender of Certification of Registration as NBFC for cancellation and surrender of Certificate of Registration (as NBFC) under Section 45I and 45IA of the Reserve Bank of India, 1934.

#### PARTICULARS OF EMPLOYEES:

There is no employee having remuneration with the provisions of section 217(2A) of the companies Act, 1956 read with the companies (Particulars of employee) Rules, 1975 as amended.

#### DIRECTORS:

In terms of Articles 125, 126 of the Articles of Association of the Company, Mr. Naman Vyas and Mr. Riken Patel, Directors of the Company, retire by rotation and being eligible, offer herself for reappointment at the ensuing Annual General Meeting. Moreover, Mr. Varun Naginbhai Patel, Mr. Narsinhbhai Ganpatbhai Patel, Mr. Dakshesh Ramesh Shah and Mr. Naginbhai Ganpatbhai Patel, who had been appointed as the Additional Directors of the Company pursuant to section 260 of the Companies Act, 1956, to hold the office up to the conclusion of this Annual General Meeting, and eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956. It was recommended to appoint them as Directors of the company whose term of office liable to determination for retire by rotation. Moreover, Mr. Satyendra Krishandeo Jha, Director of the Company has tendered his resignation on 28th April, 2008 which has been approved by the Board of Directors at their meeting held on 28th April, 2008.

#### MANAGEMENT DISCUSSION AND ANALYSIS:

##### 1) INDUSTRY STRUCTURE & DEVELOPMENT:

With the improvement in primary market sentiment and also vastly improved secondary market. the investment climate in the country leaves the Management with much scope for new business activities in the future.

##### 2) OPPORTUNITIES & THREATS, RISKS & CONCERNS AND BUSINESS OUTLOOK:

The Capital Market is expected to continue its upward trend. Consequently, the Management will explore opportunities in Trading in securities and other related activities.

##### 3) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The internal control system followed by the Company is considered adequate reviewing the operations of the Company regularly. The recommendations made by Audit Committee are reviewed and monitored towards its successful implementation:

**FICON LEASE & FINANCE LIMITED****14th ANNUAL REPORT 2007-08****4) HUMAN RESOURCES:**

The company is managed by a professional team under the guidance of the Managing Director. Frequent meetings are arranged to upgrade the knowledge of the employees and to strengthen their managerial capabilities.

**DIVIDEND:**

In view of losses, your Directors do not recommend any dividend during the year.

**DEPOSITS:**

The Company has not accepted any deposit from the public during the year.

**RESPONSIBILITY STATEMENT:**

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts:

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

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

**APPOINTMENT OF AUDITORS:**

M/S P. DOSHI & ASSOCIATES, Chartered Accountants the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company.

**MANAGEMENT DISCUSSION AND ANALYSIS:**

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:**

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

**REPORT ON CORPORATE GOVERNANCE:**

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

**SEGMENT:**

Your Company is engaged in a single segment only.

**ACKNOWLEDGEMENT:**

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

FOR AND ON BEHALF OF THE COMPANY

*Bharti B - Patel*

**Director**  
Chairmanperson

Date : 12.06.2008

Place : Ahmedabad



## CORPORATE GOVERNANCE REPORT

### 1. Company's philosophy:

Statutorily, Corporate Governance involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all stakeholders. The company's philosophy of corporate governance is not only to meet statutory requirements but also to go beyond that and to attain a high level of transparency and accountancy in the functioning of the Company and the conduct of the business both internal and external. This is done with the sole view to enhance stock holder's value.

### 2. Board of Directors:

#### (a) Composition of Board:

The Board of Directors of the Company comprises of 8 Directors of which 8 are executive Directors and all other are Non executive Director, out of which 7 are promoters and 1 are independent Directors.

#### (b) Board Meetings:

During the Financial year 2007-2008, 7 Board meeting were held on 15/04/2007, 27/04/2007, 30/06/2007, 19/07/2007, 30/07/2007, 27/10/2007, 25/01/2008.

The composition, attendance and other memberships of the Board of Directors of the company is as follows:

Name of Director	Designation	Category	No. of Board meetings attended	Attendance at last AGM	Total No. of Directorships in public Companies	Total No. of Committee membership	Total No. of Board Chairmanship
Mr. Amrish J. Patel	Director	Executive	4	Yes	-	-	-
Mr. Riken Patel	Director	Executive	4	Yes	-	4	-
Smt. Bharti B Patel	Managing Director	Executive	5	Yes	-	-	4
Mr. Shailesh L. Patel	Director	Executive	4	Yes	-	-	-
Mr. Satyendra K. Jha	Director	Executive	4	Yes	-	4	-
Mr. Naman K. Vyas	Director	Executive	4	Yes	-	-	-

### 3. Remuneration of Directors:

#### (a) Executive Directors:

The Company has not set up a Remuneration Committee. The remuneration of Executive Director were fixed by the Board and approved by the Share Holders at the Annual General Meeting, details of remuneration paid to the Executive Director during the financial year 2007-2008 is given as follows:

#### (b) Non-Executive Directors:

Non-Executive Directors have not been paid any remuneration.

### 4. Audit Committee:

The Company as an audit committee of Directors consisting of Naman Vyas, Amrish J Patel and Shailesh Patel. Mr. Naman Vyas, Amrish J Patel, and Mr. Shailesh Patel are Executive Directors, have an adequate financial accounting knowledge.

The terms and reference of the Audit Committee covers the matters specified as per clause 49 of the Listing Agreement besides other terms as may be referred from time to time by the Boars of Directors. The Audit Committee met 4 times during the year.

### 5. Shareholders / Investors Grievance Committee:

The Company (Board) has constituted a shareholders / Investors Grievance Committee. The Committee looks into the redressal of shareholders / Investors Grievances, if any, Like transfer/ transmission/ Demat of shares; loss of share certificates; Non receipt of share certificates etc.