

ASSOCIATED FINLEASE LIMITED
ANNUAL REPORT FOR THE FINANCIAL RESULT 2012-2013

BOARD OF DIRECTORS

Mr. Santosh Kumar Garg (Chairman/Managing Director)

Mr. Arvind Kumar Agarwal (Director)

Mr. Nikhil Bansal (Director)

Ms. Mamta Agarwal (Director)

REGISTERED & ADMINISTRATIVE OFFICE

House No. 439, Jagriti Enclave,
Vikas Marg, Delhi - 11092

AUDITORS

M/s. Sudhir Agarwal & Associates
Chartered Accountants
Delhi

IMPORTANT

Shareholders may please note that
NO COUPONS / REFERESHMENT
will be provided at the AGM

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Notice of the 19th Annual General Meeting

Notice is hereby given that the 19th Annual General Meeting of the Members of the Company will be held on Monday, 30th September, 2013 at 10:30 A.M at the registered office of the company at House No. 439, Jagriti Enclave, Vikas Marg, Delhi-110092 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Accounts for the year ended on 31st March, 2013 and the Auditors and Directors Reports thereon.
2. To appoint a director in place of Mr. Nikhil Bansal who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the company, to hold office from the conclusion of ensuing meeting until the conclusion of the next Annual General Meeting, **M/s SUDHIR AGARWAL & ASSOCIATES., Chartered Accountants**, the retiring Auditors, being eligible, offer themselves for reappointment and to fix their remuneration.

Special Business

4. To Consider and if thought fit, to pass with or without modification(s) if any, the following ordinary Resolution:
RESOLVED THAT Mrs. Mamta Aggarwal, who was appointed as Additional Director by the Board to hold office up to the date of ensuing Annual General Meeting, and in respect of whom a notice under section 257 of the Companies Act, 1956 has been received from herself signifying his intention as a candidature for the office of the director be and is hereby elected and appointed as Director of the Company, liable to retire by rotation.

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“Resolved that pursuant to section 94 of the Companies Act, 1956, provisions of Articles of Association of the Company and other applicable provisions, the existing Authorized Share Capital of the Company be and is hereby increased from ` 7,00,00,000/- (Rupees seven crores only) to ` 12,50,00,000/- (Rupees twelve crores fifty lacs only) by creation of another 55,00,000 (fifty five lacs) equity shares of ` 10/- each aggregating ` 5,50,00,000/- (Rupees five crore fifty lacs only).

Resolved Further That the Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

- V. The Authorized Share Capital of the Company is ` 12,50,00,000 (Rupees twelve crore fifty lacs only) divided into 1,25,00,000 (one crore twenty five lacs) Equity Shares of ` 10/- (Rupees ten only) each.

Resolved Further That for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion, deem necessary, proper and desirable.”

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“Resolved That pursuant to the provisions of Section 81(1A) of the Companies Act, 1956 (hereinafter referred to as “the Act”) and other applicable provisions of the Act, if any, and subject to the provisions of the Memorandum & Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), Government of India (“GOI”), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions or sanctions, and which may be agreed to by the Board of Director of the Company (hereinafter referred to as “the Board” which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution); the consent of the members of the Company be and is hereby given to the Board to create, issue and allot up to 71,70,300 (seventy one lacs seventy thousand and three hundred)

Equity Shares of a face value of ` 10/- each of the Company, at an issue price of ` 12.50/- (Rupees Twelve and Fifty Paise only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and other applicable provisions (including guidelines prescribed by the stock exchange), by way of preferential allotment to various persons as listed below, as per the terms and conditions given in the explanatory statement annexed to this notice, which, inter-alia, include:

a. Issue of upto 71,70,300 Equity Shares to the following person:

SN	Name	Category	No. of Equity Shares
1	Pankaj Agarwal	Non Promoter	400000
2	Pankaj Agarwal and Sons	Non Promoter	200000
3	Bhawna Aggarwal	Non Promoter	200000
4	Virender Kumar Gupta	Non Promoter	220300
5	Deepak Gupta	Non Promoter	200000
6	Hema Gupta	Non Promoter	100000
7	Deepak Gupta & Sons	Non Promoter	100000
8	Nitin Gupta	Non Promoter	200000
9	Neetu Gupta	Non Promoter	100000
10	Nitin Gupta & Sons HUF	Non Promoter	100000
11	Manoj Anand	Non Promoter	250000
12	Monika Anand	Non Promoter	250000
13	Brijesh Kumar Anand	Non Promoter	150000
14	Swati Anand	Non Promoter	150000
15	Jitender Kumar	Non Promoter	150000
16	Niru Anand	Non Promoter	150000
17	Ravi Chopra	Non Promoter	150000
18	Rachna Chopra	Non Promoter	150000
19	Kiran	Non Promoter	100000
20	Parveen Arora	Non Promoter	100000
21	Lata Arora	Non Promoter	100000
22	Suresh Kumar Garg	Non Promoter	250000
23	Sahil Bansal	Non Promoter	100000
24	Ankur Bansal	Non Promoter	100000
25	Sunil Mittal	Non Promoter	100000
26	Ashish Mittal	Non Promoter	200000
27	Neena Mittal	Non Promoter	100000
28	Nirmal Gupta	Non Promoter	100000
29	SK Modi (HUF)	Non Promoter	100000
30	Kirti Jindal	Non Promoter	100000
31	Sandeep Jain	Non Promoter	100000
32	Sanjay Garg	Non Promoter	100000
33	Sudhindra Narayan Shenviprabhu	Non Promoter	100000

SN	Name	Category	No. of Equity Shares
34	Satinder Singh Banga	Non Promoter	100000
35	Sanjeet Kaur Banga	Non Promoter	100000
36	Satbir Singh Banga	Non Promoter	100000
37	Hardeep Singh Banga	Non Promoter	150000
38	Jitender Kaur	Non Promoter	150000
39	Sandeep Kumar Singhal	Non Promoter	100000
40	Pradeep Kumar Singhal	Non Promoter	100000
41	Parveen Kumar Chowdhary	Non Promoter	200000
42	Neeraj Chaudhary	Non Promoter	200000
43	Rachit Jain	Non Promoter	100000
44	Alka Goel	Non Promoter	100000
45	Rukmani Gupta	Non Promoter	100000
46	Jai prakash Gupta	Non Promoter	100000
47	Subodh Goel HuF	Non Promoter	100000
48	Subodh Goel	Non Promoter	100000
49	Indira Pandey	Non Promoter	400000
	Total		7170300

- b. The Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- c. The Relevant Date for the purpose of pricing of issue of Equity Shares in accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 is **30th August, 2013**, being the date 30 days prior to the date of the general meeting of the members of the Company.

Resolved Further That for giving effect to this Resolution, the Board be and is hereby authorized to take such steps and to do all such acts, deeds and things as the Board may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental to this resolution and to settle any question, remove any difficulty or doubt that may arise from time to time in relation to the offer, issue and allotment of the Equity Shares and the utilization of the issue proceeds of the Shares for the Company's plans, to prescribe the forms of application, enter into any agreements or other instruments, and to take such actions or give such directions as they may consider as being necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as they may deem fit."

By the Order of the Board
For **ASSOCIATED FINLEASE LIMITED**

Sd/-

Santosh Kumar Garg
(Director)
DIN: 01490535

Place : New Delhi
Dated 20/08/2013

NOTES:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THAT MEETING.**
2. REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS WILL BE CLOSED FROM MONDAY 23/09/2013 TO MONDAY 30/09/2013 (BOTH THE DAYS INCLUSIVE).
3. MEMBERS ARE REQUESTED TO PLEASE NOTIFY IMMEDIATELY ANY CHANGE IN THEIR ADDRESSES TO THE COMPANY.
4. MEMBERS/PROXIES SHOULD BRING THE ATTENDANCE SLIP DULY FILLED IN FOR ATTENDING THE MEETING.
5. SHAREHOLDERS SEEKING ANY INFORMATION WITH REGARD TO ACCOUNTS ARE REQUESTED TO WRITE WELL IN ADVANCE SO AS TO REACH THE COMPANY AT LEAST 7 DAYS PRIOR TO THE ANNUAL GENERAL MEETING TO ENABLE THE MANAGEMENT TO KEEP THE INFORMATION READY AT THE AGM.
6. THE MEMBER ARE REQUESTED TO:-
 - a. INTIMATE CHANGES IF ANY IN THEIR ADDRESS TO THE COMPANY OR TO THE REGISTRAR AND SHARE TRANSFER AGENT OF THE COMPANY, **M/s SKYLINE FINANCIAL SERVICES (P) LTD.** AT D-153A, OKHLA INDUSTRIAL AREA, PHASE-I, DELHI-110020.PH-011-30857575.
 - b. QUOTE FOLIO NUMBER IN ALL THEIR CORRESPONDENCE WITH THE COMPANY.
 - c. BRING THEIR COPIES OF ANNUAL REPORT INCLUDING ATTENDANCE SLIP AT THE VENUE FOR THE AGM.
7. MEMBER HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO LODGE SHARE TRANSFER, TRANSMISSION AND INTIMATE CHANGES, IF ANY, IN THEIR REGISTERED ADDRESS, BANK ACCOUNT AND MANDATE DETAILS, RESIDENTIAL STATUS ETC. QUOTING THEIR FOLIO NUMBER(S) TO COMPANY'S SHARE TRANSFER AGENT.
8. CORPORATE MEMBERS INTENDING TO SEND THEIR AUTHORIZED REPRESENTATIVES ARE REQUESTED TO SEND A DULY CERTIFIED COPY OF THE BOARD RESOLUTION AUTHORIZING THE REPRESENTATIVES TO ATTEND AND VOTE AT THE GENERAL MEETING.
9. THE EXPLANATORY STATEMENTS, PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956, IN RESPECT OF THE BUSINESS UNDER ITEM NOS. 4 TO 6 ABOVE, IS ANNEXED HERETO. DISCLOSURES REQUIRED TO BE MADE IN TERMS OF THE SEBI (ICDR) REGULATIONS, 2009 WITH RESPECT TO THE PROPOSED RESOLUTIONS FOR PREFERENTIAL ALLOTMENT ARE ALSO GIVEN IN THE SAID EXPLANATORY STATEMENT AND MAY BE CONSIDERED AS AN INTEGRAL PART OF THE NOTICE OF EGM.

ANNEXURE TO THE NOTICE**Explanatory statement pursuant to the provision of Section 173 of the Companies Act, 1956 in respect to the special business:****Item No-4**

Mrs. Mamta Agarwal was appointed as Additional Director of the Company on 15/07/2013 and is liable to retire at the ensuing Annual General Meeting. The Company has received a notice under section 257 of the Companies Act, 1956 along with a requisite deposit of Rupees Five hundred from himself proposing his appointment for the office of the Director of the Company. Considering the vast experience of Mrs. Mamta Agarwal, your Board recommend for her re-appointment as Director of the Company.

Except Mrs. Mamta Agarwal, none of the Director is interested or concerned in the resolution.

Item No-5

Your Board has proposed to issue further equity shares on preferential basis. To accommodate the additional capital proposed to be issued, your Board recommends to increase the Authorized Share Capital of the Company from the existing ₹ 7.00 crore to ₹ 12.50 crore.

Approval of the members of the Company is sought for the proposed increase in the authorized capital.

Your directors recommend the resolutions for adoption by members of the Company by way of an ordinary resolution.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution except to the extent of shares held by them.

Item No-6

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of equity shares. Your Board proposes to issue upto 71,70,300 equity shares at a price of ₹ 12.50/- (Rupees Twelve and Fifty Paise only) per share or such higher issue price as may be determined as per the SEBI (ICDR) Regulations, 2009 and other applicable provisions.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act, 1956, and the aforesaid SEBI Regulations; the relevant disclosures/ details are given below:

Instrument and Numbers: The Company is proposing to issue upto 71,70,300 (seventy one lacs seventy thousand three hundred) Equity Shares of a face value of ₹ 10/- each of the Company on preferential basis as per the special resolution proposed in the notice.

Relevant Date & Issue Price: The relevant date for the purpose of determination of issue price of the equity shares is the date 30th day prior to the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956, to consider the proposed issue. Relevant Date for the purpose of the present preferential issue is 30th August, 2013.

As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issue price of the equity shares in preferential issues has to be calculated as follows:

- a) The average of weekly high and low of the closing prices of the related shares quoted on the stock exchange during the six months preceding the relevant date;
- or
- b) The average of weekly high and low of the closing prices of the related shares quoted on a stock exchange during the two weeks preceding the relevant date;

Whichever is higher.

The shares of the Company are listed and traded on the BSE Ltd (BSE). The issue price will be higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations, 2009.

Payment: In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, 100% of the issue price of the equity shares shall be payable by the proposed allottees before the allotment of shares to them.

Identity & Particulars of proposed allottee and pre & post issue holding of the proposed allottees: Present preferential issue of Equity Shares is proposed to be made to the following non promoter persons. All the proposed allottees have already obtained PAN. The present issued, subscribed and paid-up share capital of the Company is ₹ 5,02,97,000 divided into 50,29,700 equity shares of ₹ 10/- each. Post Preferential issue, the issued, subscribed and paid-up share capital of the Company shall be ₹ 12,20,00,000 divided into 1,22,00,000 equity shares of ₹ 10/- each. The pre issue and post issue shareholding of the proposed allottees is shown in the table below:

SN	Name	Address	PAN	No. of Shares proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding	
					No. of Shares	%	No. of Shares	%
1	Pankaj Agarwal	A-200, Suraj Mal Vihar, Delhi-110092	ABNPA5930D	400000	Nil	-	400000	3.28
2	Pankaj Agarwal and Sons	A-200, Suraj Mal Vihar, Delhi-110092	AAHHP0020J	200000	Nil	-	200000	1.64
3	Bhawna Aggarwal	A-200, Suraj Mal Vihar, Delhi-110092	AEIPA7369C	200000	Nil	-	200000	1.64
4	Virender Kumar Gupta	53, Suraj Apartment, Pul Phalad pur, New Delhi-110044	AEXPG9500L	220300	Nil	-	220300	1.81
5	Deepak Gupta	10, Krishna Pada, Meerut, UP -250002	AFKPG4082R	200000	Nil	-	200000	1.64
6	Hema Gupta	10, Krishna Pada, Meerut, UP -250002	AFNPG4469H	100000	Nil	-	100000	0.82
7	Deepak Gupta & Sons	10, Krishna Pada, Meerut, UP -250002	AADHD1846G	100000	Nil	-	100000	0.82
8	Nitin Gupta	196, Gali No-8, Pancheel Colony, Garh Road Meerut, UP-250002	AFKPG4083Q	200000	Nil	-	200000	1.64
9	Neetu Gupta	196, Gali No-8, Pancheel Colony, Garh Road Meerut, UP-250002	AFLPG4779A	100000	Nil	-	100000	0.82
10	Nitin Gupta & Sons HUF	196, Gali No-8, Pancheel Colony, Garh Road Meerut, Up-250002	AAEHN5253N	100000	Nil	-	100000	0.82
11	Manoj Anand	VP-219C, Pitampura, Delhi-110085	AGLPA4142L	250000	Nil	-	250000	2.05
12	Monika Anand	VP-219C, Pitampura, Delhi-110085	AHUPA4998C	250000	Nil	-	250000	2.05
13	Brijesh Kumar Anand	Flat No-42, Geeta Apartments, Block-17, Geeta Colony, Delhi-31	AGLPA4141K	150000	Nil	-	150000	1.23
14	Swati Anand	Flat No-42, Geeta Apartments, Block-17, Geeta Colony, Delhi-31	ALUPA4778N	150000	Nil	-	150000	1.23
15	Jitender Kumar	600 SF, Rishi Nagar, Rani Bagh, Delhi-110034	AQDPK5535B	150000	Nil	-	150000	1.23
16	Niru Anand	600 SF, Rishi Nagar, Rani Bagh, Delhi-110034	AHVPA2458G	150000	Nil	-	150000	1.23
17	Ravi Chopra	H.No-5/9-F, DLF Phase-1, Block F, Gurgaon, Haryana-122002	ALIPC3117D	150000	Nil	-	150000	1.23
18	Rachna Chopra	H.No-5/9-F, DLF Phase-1, Block F, Gurgaon-122002	ALIPC3118N	150000	Nil	-	150000	1.23
19	Kiran	H.No-93, Divana Wali Gali, Nabha, Patiala, Punjab-147201	AALPA1267G	100000	Nil	-	100000	0.82
20	Parveen Arora	R-314, First Floor, Greater kailash-1, New Delhi-110048	ADSPA5595R	100000	Nil	-	100000	0.82
21	Lata Arora	R-304, First Floor, Greater kailash-1, New Delhi-110048	AAHPA5051E	100000	Nil	-	100000	0.82
22	Suresh Kumar Garg	G-1, Arya Nagar Society, 91, I.P Extension, Delhi-110092	AAHPG3201G	250000	Nil	-	250000	2.05

SN	Name	Address	PAN	No. of Shares proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding	
					No. of Shares	%	No. of Shares	%
23	Sahil Bansal	1193/24, Jagdish Colony, Rohtak, Haryana-124001	AWPPB0447B	100000	Nil	-	100000	0.82
24	Ankur Bansal	1193/24, Jagdish Colony, Rohtak, Haryana-124001	BORPB2357D	100000	Nil	-	100000	0.82
25	Sunil Mittal	D-250, Anupam Garden, Sainik Farm, New Delhi-110062	AAQPM0609R	100000	Nil	-	100000	0.82
26	Ashish Mittal	D-250, Anupam Garden, Sainik Farm, New Delhi-110062	AUHPM6414H	200000	Nil	-	200000	1.64
27	Neena Mittal	D-250, Anupam Garden, Sainik Farm, New Delhi-110062	AAQPM0612G	100000	Nil	-	100000	0.82
28	Nirmal Gupta	H.No- 21, Sukhdev Nagar, Behind Bus Stand, Panipat, Haryana-132103	AAPPG9981P	100000	Nil	-	100000	0.82
29	SK Modi (HUF)	B-1/17A, Paschim Vihar, New Delhi-110063	AAKHS1795J	100000	Nil	-	100000	0.82
30	Kirti Jindal	H.No- 23, Sukhdev Nagar, Panipat, Haryana-132103	AEYPJ1526L	100000	Nil	-	100000	0.82
31	Sandeep Jain	H.No-21, Leechi Wala Bagh, Model Town, Panipat-132103	AAGHS2255B	100000	Nil	-	100000	0.82
32	Sanjay Garg	G-93, Preet Vihar, Delhi-92	AEIPG5146D	100000	Nil	-	100000	0.82
33	Sudhindra Narayan Shenviprabhu	1201/1202, Lariye Raheja Gardens, L.B.S Marg, Thane(M), 400604	AXKPS2206D	100000	Nil	-	100000	0.82
34	Satinder Singh Banga	House no-1173, Sector-15, Faridabad, Haryana-121007	AFAPB6351E	100000	Nil	-	100000	0.82
35	Sanjeet Kaur Banga	House no.-1173, Sector-15, Faridabad, Haryana-121007	AGRPB5127C	100000	Nil	-	100000	0.82
36	Satbir Singh Banga	House no.-1173, Sector-15, Faridabad, Haryana-121007	AOHPB1316D	100000	Nil	-	100000	0.82
37	Hardeep Singh Banga	House no.-1189, Sector-15, Faridabad, Haryana-121007	AFAPB0201R	150000	Nil	-	150000	1.23
38	Jitender Kaur	House no.-1189, Sector-15, Faridabad, Haryana-121007	AHEPK5855G	150000	Nil	-	150000	1.23
39	Sandeep Kumar Singhal	H.No-689, Sector-17, Faridabad, Haryana-121002	ANIPS8332A	100000	Nil	-	100000	0.82
40	Pradeep Kumar Singhal	H.No-689, Sector-17, Faridabad-121002	ABYPS8562L	100000	Nil	-	100000	0.82
41	Parveen Kumar Chowdhary	B-178, East of Kailash, New Delhi-110065	ABVPC2007P	200000	Nil	-	200000	1.64
42	Neeraj Chaudhary	B-178, East of Kailash, New Delhi-110065	AIVPC2575K	200000	Nil	-	200000	1.64

SN	Name	Address	PAN	No. of Shares proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding	
					No. of Shares	%	No. of Shares	%
43	Rachit Jain	Jain Mandir, Jain Nagar, Civil Lines, Moradabad, U.P -244001	AFXPJ326A	100000	Nil	-	100000	0.82
44	Alka Goel	65, Shrestha Vihar, Delhi-110092	AFAPG1523M	100000	Nil	-	100000	0.82
45	Rukmani Gupta	65, Shrestha Vihar, Delhi-110092	AENPG5761M	100000	Nil	-	100000	0.82
46	Jai prakash Gupta	65, Shrestha Vihar, Delhi-110092	AAOPG4580B	100000	Nil	-	100000	0.82
47	Subodh Goel HuF	65, Shrestha Vihar, Delhi-110092	AAOHS0016A	100000	Nil	-	100000	0.82
48	Subodh Goel	65, Shrestha Vihar, Delhi-110092	AAKPG2817K	100000	Nil	-	100000	0.82
49	Indira Pandey	C-2/802, Olive County, Sector-5, Vasundhra, Ghaziabad, U.P.-201012	AJCPP6681M	400000	Nil	-	400000	3.28
Total				7170300	Nil	-	7170300	58.77

Since there is no prior shareholding of the proposed allottee, holding of pre-preferential shareholding in demat form is not applicable.

The proposed allottee has not sold any shares of the Company during the six months period prior to the relevant date.

There shall not be any change in control of the Company consequent to the proposed preferential issue of the equity shares. All the proposed allottees are individual natural person and they would be the ultimate beneficial owners of respective shares to be allotted to the respective allottees. None of the proposed allottees are under ultimate control of any other person.

Lock-in Period: The Equity Shares issued to non-promoter allottee shall be subject to a lock-in period of one year or such other period as may be prescribed in accordance with the SEBI regulations.

Since there is no pre-preferential shareholding of the proposed allottee, lock-in of pre-preferential shareholding is not applicable.

Intention of promoters/directors/key management persons to subscribe: No promoters/directors/key management persons intend to subscribe to the present preferential issue of Equity Shares.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Issuer Company will be as below:

SN	Category	Pre Issue		Post Issue	
		Number of Shares	%	Number of Shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/ Hindu Undivided Family	445240	8.85	445240	3.65
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-
(e)	Any Other	-	-	-	-
	Sub Total(A)(1)	445240	8.85	445240	3.65

SN	Category	Pre Issue		Post Issue	
		Number of Shares	%	Number of Shares	%
2	Foreign				
a	Individuals (Non-Residents Individuals/Foreign Individuals)	-	-	-	-
b	Bodies Corporate	-	-	-	-
c	Institutions	-	-	-	-
d	Any Other	-	-	-	-
	Sub Total(A)(2)	0	0.00	0	0.00
(A)	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	445240	8.85	445240	3.65
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	58700	1.17	58700	0.48
(b)	Financial Institutions / Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Any Other	-	-	-	-
	Sub-Total (B)(1)	58700	1.17	58700	0.48
B 2	Non-institutions				
(a)	Bodies Corporate	3277498	65.16	3277498	26.86
(b)	Individuals				
I	Individuals -i. Individual shareholders holding nominal share capital up to ` 1 lakh	903037	17.95	903037	7.40
II	ii. Individual shareholders holding nominal share capital in excess of ` 1 lakh.	310675	6.18	7480975	61.32
(c)	Any Other	34550	0.69	34550	0.28
	Sub-Total (B)(2)	4525760	89.98	11696060	95.87
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	4584460	91.15	11754760	96.35
	TOTAL (A)+(B)	5029700	100	12200000	100
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	5029700	100	12200000	100

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized for the purpose of capital expenditure on company's expansion & diversification plan, to meet the long term working capital requirements and other general corporate purpose.