

BOARD OF DIRECTORS

Sri M. MURALI KRISHNA	..	Chairman & Managing Director
Smt. M.V.N.S. SUSHMA	..	Director
Sri PRADEEP KUMAR	..	Director
Sri K. SRIDHAR	..	Director
Sri T.V.S. Jawaharlal Nehru	..	Director

REGISTERED OFFICE

27-1-102, II Floor,
Governorpet,
VIJAYAWADA-520 002.

AUDITORS

M/s. SESHADRY & COMPANY
Chartered Accountants
UGF 1 & 2, Ammana Estates
Prakasam Road, Governorpet,
VIJAYAWADA - 520 002.

BANKERS

PUNJAB NATIONAL BANK
VIJAYAWADA - 520 008

23rd ANNUAL GENERAL MEETING

Day, Date : Wednesday 10th July, 2013
Venue : D.No.54-15-3, Ring Road
Vijayawada - 8
Time : 10.00 A.M.

N O T I C E

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of the Company will be held on Wednesday, the 10th Day of July, 2013 at D.No.54-15-3, Srinagar Colony, Ring Road, Vijayawada-8 at 10.00 AM to transact the following business:

AS ORDINARY BUSINESS :

01. To receive and adopt the Audited Profit and Loss Account for the year ended 31st March, 2013 and the Audited Balance Sheet as at that date and the report of the Directors' and Auditors thereon.
02. To appoint a Director in place of Smt. M.V.N.S. Sushma, who retires by rotation and being eligible, offers herself for re-appointment.
04. To appoint M/s. Seshadry & Co. Chartered Accountants, who retire at the conclusion of this Annual General Meeting, as auditors of the company and for the purpose of the same, to pass, with or without modifications, the following resolution as an Ordinary Resolution.

"RESOLVED that M/s. Seshadry & Co., Chartered Accountants, Vijayawada be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting on a remuneration that may be fixed by the Board of Directors."

BY ORDER OF THE BOARD

Regd. Office: 27-1-102, II Floor,
Governorpet,
Vijayawada-2.

(sd)
M. MURALI KRISHNA
Chairman & Managing Director

Date : 06.06.2013

N O T I C E**NOTES :**

01. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER. THE PROXY FORMS, IN ORDER TO BE EFFECTIVE, SHALL BE LODGED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
02. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 8th day of July, 2013 to Wednesday, the 10th day of July, 2013 (both days inclusive).
03. Shareholders desiring any information as regards accounts are requested to write to the Company seven days before the date of the Meeting so as to enable the Company to keep the information ready at the meeting.
04. As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report to the Meeting.

PARTICULARS OF DIRECTORS RE-APPOINTED IN PURSUANCE
TO CLAUSE 49 OF THE LISTING AGREEMENT.

01. Smt. M.V.N.S. Sushma is a graduate in science and has more than 15 years of experience in the fields of Hire Purchase and Construction. She is the director of M/s. Muthavarapu Leasing (P) Limited and M/s. Siva Credits (P) Limited.

DIRECTORS' REPORT

Your Directors take pleasure in presenting their 23rd Annual Report and the Audited Financial Statements of the Company for the year ending 31st March, 2013.

(Rupees in Lakhs)

FINANCIAL RESULTS	CURRENT YEAR	PREVIOUS YEAR
Total Income	22.32	22.56
Less: Expenditure	15.89	19.49
	-----	-----
Profit before depreciation	06.43	03.07
Less: Depreciation	00.45	00.60
	-----	-----
Profit before tax	05.98	02.47
Less: Provision for Taxation	02.35	01.91
	-----	-----
Profit after tax	03.63	00.56
Less: Reserve Fund	01.20	00.49
	-----	-----
	02.43	00.07
Add: Surplus carried forward	-41.49	-41.56
	-----	-----
Balance Carried to Balance Sheet	-39.06	-41.49
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DIVIDEND :

Due to constraints of profit, the Board do not recommend any dividend for the year 2012-13.

REVIEW OF OPERATIONS :

The industry of hire purchase and lease finance is in a very bad shape with increased competition and lack of support. Even the segment of

mortgage and real estate loans has become non-profitable with difficulty in the collection of the installments. With great difficulty the company could collect the installments which are utilized for reduction of secured liabilities. Concentration has been made in Collection of hire Purchases and Loan Instalments which are classified as NPAs and there has been satisfactory result on the same. Hence, there has been a very marginal profit during the year under consideration.

PUBLIC DEPOSITS :

The Company had neither accepted nor held any public deposits during the year under review. In pursuance to Clause 5 (Part III) of the Non-Banking Finance Companies (Reserve Bank) Directions, 1998, your Directors wish to state that as on 31st March, 2013 there are no depositors who have not claimed or to whom the amount was not paid by the Company after the date on which the deposits became due for repayment and as on date there are no deposits that are matured and remained unclaimed or deposits that are claimed and remained unpaid

FINANCE :

Your Company has issued Secured Redeemable Non-Convertible Debentures of Rs.100/- each on private placement basis to the tune of Rs.30.75 lakhs (Series-AF) and Rs.27.90 lakhs (Series-AG). While Series-AD and Series-AE are redeemed in full during the year under review, Series-AG is still open for subscription on private placement basis.

FUTURE PROSPECTS :

With the future Hire Purchase and Lease sector appearing to be grim, the company is contemplating to diversify its activities towards the upcoming sectors of real estate, hospitality and tourism sectors. However, a final decision is yet to be taken in the matter which will be put before the members shortly.

DIRECTORS :

Smt. M.V.N.S. Sushma retires by rotation in the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, with respect to the Directors' responsibility statement, your Directors wish to confirm that :

- (i) In the preparation of annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- (ii) Such accounting policies have been selected and applied consistently and judgements and estimates are made that are 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 or loss of the Company for that period.
- (iii) Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safe guarding the assets of the Company and for preventing and detecting any fraud or other irregularities;
- (iv) Accounts for the financial year ended on 31st March, 2013 are prepared on a going-concern basis.

AUDITORS :

M/s.Seshadry & Company, the auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and they have intimated that their re-appointment, if made, would be within the limits prescribed under Section 224(1-B) of the Companies Act, 1956.

OBSERVATIONS OF AUDITORS :

The Observations made in the audit report are self-explanatory as given in the notes of accounts attached thereto.

LISTING:

The shares of the Company were listed in Bombay Stock Exchange Limited, Mumbai and the listing fee has been paid upto financial year 2012-13.

CORPORATE GOVERNANCE :

A detailed report on Corporate Governance along with the certificate from the auditors of the Company regarding compliance of Corporate Governance as stipulated under Clause 49 of the listing agreement is attached to this report.

HUMAN RESOURCES :

There are no employees covered by Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 as amended.

ADDITIONAL INFORMATION:

Your Company not being a Manufacturing Company is advised that Forms A & B of the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 requiring the disclosure of particulars regarding conservation of energy and technology absorption, are not applicable.

There has been no foreign exchange inflow or outgo in the current year.

APPRECIATION :

Your Directors wish to place on record their sincere appreciation to the Company's Customers, Bankers, Financial Institutions, Debenture Holders and Share Holders for their continued support and faith in the Company. A word of appreciation is also due to the employees of the Company for their hard work and commitment.

For and on behalf of the Board

Place: VIJAYAWADA

(sd)

Date : 06.06.2013

M. MURALI KRISHNA

Chairman & Managing director

REPORT ON CORPORATE GOVERNANCE

I. Your Company has been practicing the principles of good corporate governance and lays a strong emphasis on transparency, accountability and integrity. All the matters of strategy, significant developments etc., are routinely placed before the Board. The Audit, Share Transfer and Investor Grievance Committees meet regularly to consider the aspects relevant to each committee.

II. BOARD OF DIRECTORS :

a) Composition and Category of Directors as on 31st March, 2013.

Category	No.of Directors
Promoter Directors	1
Executive Directors	1
Non-Executive, Independent Directors	3
Total	5

b) Attendance of each Director at the Board Meetings and the last AGM.

Director	No.of Board Meetings held	No.of Board Meetings Attendance	Last AGM Attendance (Yes/No)
Sri M. Murali Krishna	7	7	Yes
Smt. M.V.N.S. Sushma	7	7	Yes
Sri Pradeep Kumar	7	7	Yes
Sri K. Sridhar	7	7	Yes
Sri T.V.S. Jawaharlal Nehru	7	7	Yes

c) Number of Other Directorships or Board Committees in which he/she is a member or Chairperson of

Name of Director	Number of Directorships	No.of Member ships in Board Committees Other than SSL	Whether Member or Chairman
Sri M. Murali Krishna	5	1	Chairman
Smt. M.V.N.S. Sushma	3	--	
Sri Pradeep Kumar	2	--	
Sri K. Sridhar	1	0	
Sri TVS Jawaharlal Nehru	0	--	

d) Number of Board Meetings held and dates on which held

Seven Board Meetings were held during the financial year from 01.04.2012 to 31.03.2013. The dates on which the meetings were held are as follows:

24.04.2012, 04.06.2012, 06.07.2012, 25.07.2012, 29.10.2012, 30.11.2012 and 24.01.2013.

III. AUDIT COMMITTEE :

a) Terms of Reference :

The responsibilities of the Audit Committee include the overseeing of the financial reporting process to ensure a proper disclosure of the financial statements; recommending appointment / removal of the external auditors and fixing their remuneration; reviewing the quarterly, half yearly and annual financial results before submission to the Board; reviewing the adequacy of internal control systems; structure and staffing of the internal audit function, reviewing findings of the internal investigations and to make recommendations to the Board on any matter relating to the financial management of the Company including the Audit Report.

b) Composition

The Audit Committee consists of the following non-executive Directors

1. Sri Pradeep Kumar	Chairman
2. Sri K. Sridhar	Member
3. Sri T.V.S. Jawaharlal Nehru	Member

c) Meetings and Attendance of the Audit Committee during the year

A total of 4 meetings were held during the financial year from 01.04.2012 to 31.03.2013 on 24.04.2012, 25.07.2012, 29.10.2012 and 24.01.2013

All the Members and the Chairman attended all the meetings.

IV. SHAREHOLDERS COMMITTEE :

The Board has constituted the Shareholders committee which looks into

shareholders and investors grievances. The following are the members of the Committee.

1. Sri Pradeep Kumar	-	Chairman
2. Sri K. Sridhar	-	Member
3. Sri T.V.S. Jawaharlal Nehru	-	Member

During the year 2012-13, a total number of 95050 Shares were transferred and as at 31st March, 2013 there are No Equity shares pending for transfer.

There are no complaints received during the year under review and as on 31st March, 2013, there are no complaints that are pending. Since the company has an in-house secretarial department, in addition to the common agency for transfers, the shareholders grievances, if any are promptly attended to.

Name of the compliance Officer : Ch. V. Narasimha Rao

V. GENERAL BODY MEETINGS :

The Location and Time of the Annual General Meetings held during the last 3 years are as follows:

AGM	Date	Time	Venue	No.of Special Resolution
20 th	07.07.2010	10.00 A M	D.No.54-15-3, Ring Road, Vijayawada	Nil
21 st	07.07.2011	10.00 A M	D.No.54-15-3, Ring Road, Vijayawada	Nil
22 nd	06.07.2012	10.00 A M	D.No.54-15-3, Ring Road, Vijayawada	Nil

For the year ended 31st March, 2013 there have been no ordinary or special resolutions passed by the Company's shareholders through postal ballot.

VI. DISCLOSURES :

- a) There are no non-compliances by the Company, penalties strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.
- b) No personnel has been denied direct access to the Audit Committee.