

SURYANAGRI FINLEASE LIMITED.

Regd.Off: Bluestar Complex, Nr. High Court Rly.Crossing,
Navjivan, AHMEDABAD - 380014.

N O T I C E

NOTICE is hereby given that the Annual General Meeting of the members of the Company will be held on Tuesday, the 30th September, 2003, at 11.45 a.m. at the Registered Office of the Company at Blue Star Complex, Nr. High Court Railway Crossing, Ahmedabad 380 014, to transact the following business :-

ORDINARY BUSINESS

1. To receive and adopt the Director's Report and Audited Balance sheet as at 31st March, 2003 with the documents required by law to be annexed thereto.
2. To appoint a Director in place of Shri Rakesh Prajapati, who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint auditors and to fix their remuneration.

SPECIAL BUSINESS

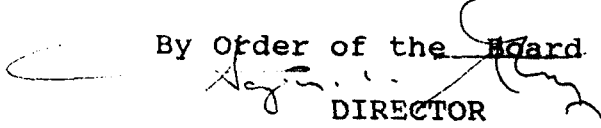
4. To consider and if thought fit, to pass with or without modifications, the following resolutions as an ordinary resolution.

RESOLVED THAT Shri Jignesh Patel who has been was appointed as an additional Director of the Company, by the Board of Directors and who holds office under section 260 of the companies Act, 1956 upto the date of the Annual General Meeting and he has been proposed as candidature for the office of the Director be and is hereby appointed as a director of the company.

5. To consider and if thought fit, to pass with or without modifications, the following resolutions as an ordinary resolution.

RESOLVED THAT Shri Nilesh Patel who has been was appointed as an additional Director of the Company, by the Board of Directors and who holds office under section 260 of the companies Act, 1956 upto the date of the Annual General Meeting and he has been proposed as candidature for the office of the Director be and is hereby appointed as a director of the company.

Place : AHMEDABAD
Date : 30.06.2003

By Order of the Board

DIRECTOR

-
1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
 2. The Proxies in order to be effective, must be lodged with the Company not less than 48 hours before the meeting.
 3. An explanatory statement pursuant to section 173(2) of the Companies, Act, 1956, is annexed herewith.
 4. Members, seeking any information with regard to accounts are requested to write to the Company at an early date so as to enable the Company to keep the information ready.

**SURYANAGRI FINLEASE LTD
AHMEDABAD**

DIRECTORS REPORT

To the Members

Your Directors have pleasure in presenting their report together with the audited Accounts for the year ended 31st March, 2003.

Financial Results

	Rs. in Crores	
	For the year Ended 31.3.2003	For the year Ended 31.3.2002
Income from operations	3.81	25.56
Profit/(loss) before depreciation and taxation	0.10	(0.54)
Depreciation	0.02	0.02
Taxation	--	--
Net Profit/(Loss).	0.08	(0.56)

Dividend

In view of carryforward losses for the previous years, your directors have not recommended any dividend for the year under report.

Operations

Considering the fact that throughout year under review there were unexpected ups and downs in the the Stock markets of the country, your company had limited its operations and as a result thereof the total income of the company restricted to Rs. 3.81 crore as compared to Rs. 25.56 crores during the previous year. The operations of the company has been resulted into a net profit of Rs. 8.47 lacs.

Fixed Deposits

During the year under review, your Company has complied with the provisions of the Companies Act, 1956 and directions, guidelines and notifications issued by the Reserve Bank of India for acceptance of deposits by the company and there are neither any overdue deposits nor any deposit remained unpaid and the company do not have accepted any public deposit during the year under report.

Directors

Shri Rakesh Prajapati retires by rotation and being eligible offer himself for reappointment.

Directors' Responsibility statement

As required under Section 217(2AA) of the Companies Act, 1956, your directors state that :-

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

B. appropriate accounting policies have been selected and applied consistently and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st march, 2003 and of the profit of the Company for the year ended on that date.

C. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

D. the annual accounts have been prepared on going concern basis.

Corporate Governance

Your company is complying with the code of corporate governance which has been introduced by the Securities and Exchange Board of India (SEBI). Please find a comprehensive report on corporate governance duly annexed herewith.

Management discussion and analysis

The company has two key areas of business operations viz. trading in shares and securities and Investments. Both these areas have been under constant pressure during last few years. Further the share markets has also not doing well, While many of the shares held by the company have not been quoting well. The company has been constantly striving to wriggle out of this difficult situation and make better profits. The company is hoping to do better during the times to come.

Disclosures under Section 217 of the Companies Act.

i. The provisions of Section 217 of the Companies Act, 1956, read with the Companies (particulars of Employees) Rules, 1975 do not apply as the Company has not employed any employee drawing remuneration in excess of the prescribed limits.

ii. Since the Company is not engaged in manufacturing activities, the particulars required to be included in terms of Section 217(1)(e) of the Companies Act, 1956 are not applicable.

iii. During the year under report there was no foreign exchange earnings and outgo.

Auditors

M/s Ashok Dhariwal & Co., Chartered Accountants, auditors of the Company, retires at the conclusion of the ensuing annual general meeting. The auditors being eligible for reappointment, the Board recommends their reappointment.

Acknowledgement

The Board of Directors wish to place on record their sincere appreciation and acknowledge with gratitude the efforts put in and co operation extended by bankers, shareholders, employees at all level and all other associated persons, bodies or agencies and look forward to their continued support.

For and on behalf of the Board.

Place : Ahmedabad
Date : 30th June, 2003


DIRECTOR

REPORT ON CORPORATE GOVERNANCE

1) Company's Philosophy:

- The Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity in all facts of its operations, and in all its interactions with its shareholders, employees, the government agencies, lenders etc.

COMPOSITION OF BOARD OF DIRECTORS :

The composition of the Board of Directors are as under:

Name of Director	Category	No. of Board meeting attended	Attend- ence at last A.G.M.	No. of director ships held	No. of other committee of which member
Shri Sanjay C. Agarwal (Managing Director)	Non-Independent	7	Yes	6	One
Shri Dinesh Gupta	Non-Independent	7	Yes	5	One
Shri Rakesh Prajapati	Independent	7	Yes	2	
Shri Nilesh Patel	Independent	1	N.A.	-	
Shri Jignesh Patel	Independent	1	N.A.	2	

During the year the meetings of the Board of directors of the company have been held on 05.04.2002, 24.06.2002, 29.06.2002, 31.07.2002, 29.10.2002, 31.01.2002 and 28.02.2003.

The Company is neither paying any salary nor providing any perquisite to its directors. Further, the company is not paying any sitting fees to directors.

The information required to be given for the Directors seeking appointment/reappointment at the Annual General Meeting as per clause 49 (VI) is as :

1. Shri Rakesh Prajapati retires by rotation at the forthcoming annual general meeting and being eligible offers for reappointment. He is B.Com and indepth knowledge in the field of finance and commerce. He is also a director on the Board of Suryanagri Cement Ltd and Suryanagri Securities & Investments Ltd.

2. During the year, Shri Jignesh Patel has been appointed as an additional director of the Company by the Board of directors and he has been proposed as candidature for the office of the Director of the company. He is B.A. and posses more than five years experience in the field of marketing and liason. He is also a director on the Board of Suryanagri Cement Ltd and Agrawal Estate Organisers Ltd.

3. During the year, Shri Nilesh Patel has been appointed as an additional director of the Company by the Board of directors and he has been proposed as candidature for the office of the Director of the company. He has passed the examination of S.S.C. and possesses more than seven years experience in general administration. He is not holding directorship in any other body corporate.

Audit Committee :

The Company has constituted an audit Committee consisting of Shri Rakesh Prajapati, (Chairman), Shri Nilesh Patel and Shri Jignesh Patel. The committee has been vested with the requisite powers and authorities. The committee met on 28.03.2003.

Shareholders / Investors Grievances Committee :

The Company has constituted Investor Grievances committee consisting of Shri Dinesh R. Gupta, (Chairman), Shri Nilesh Patel and Shri Jignesh Patel. The committee has been vested with the requisite powers and authorities.

There are no investors/ shareholders complaints pending for a period exceeding one month.

General Body Meetings :

The date, time and venue of the last three annual general meetings are as under :

For the year ended 31st March, 2000, the Annual General meeting of the company has been held on Friday, the 29th September, 2000 at 11.30 a.m. at the registered office of the company at Blue star complex, Nr. Old High Court, Navjivan, Ahmedabad -380014.

For the year ended 31st March, 2001, the Annual General meeting of the company has been held on Monday, the 24th September, 2001 at 11.00 a.m. at the registered office of the company at Blue star complex, Nr. Old High Court, Navjivan, Ahmedabad -380014.

For the year ended 31st March, 2002, the Annual General meeting of the company has been held on Friday, the 27th September, 2002 at 11.45 a.m. at the registered office of the company at Blue star complex, Nr. Old High Court, Navjivan, Ahmedabad -380014.

The Company has passed special resolution at the Annual general meeting held on 29th September, 2000 for alteration of some articles of the articles of Association of the Company so as to enable the shareholders to have the shares in dematerialized mode. Further, the Company has passed special resolution at the Annual general meeting held on 24th September, 2001 for according consent of the company to the appointment of Shri Sanjay C. Agrawal as managing director of the company. During last three annual general meetings no resolution is proposed to be passed through postal ballot.