

VIKAS PROFIN LIMITED
Formerly Vikas Leasing Limited

NOTICE

Notice is hereby given that the ~~Eighteenth~~ Annual General Meeting of the Members of VIKAS PROFIN LIMITED will be held at schedule below :-

Day Wednesday

Date 15th September 2004

Time 10.30 A.M.

Place 34/1 Vyas Apartments East Punjabi Bagh New Delhi-26

To transact the following business

Ordinary Business

- 1 To receive, consider and adopt the Audited Balance Sheet as at 31st March 2004 and the Profit & Loss Account of the Company for the year ended on that date together with reports of Directors and Auditors there on
- 2 To appoint a Director in place of Shri Nand Kishore Garg who retires by rotation and being eligible offer himself for re-appointment.
- 3 To appoint a Director in place of Shri P.D. Bhoor who retires by rotation and being eligible offer himself for re-appointment.

To appoint the Auditors of the Company in place of the retiring Auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration and mode of payment. M/s R.K. Batra & Company Chartered Accountants the retiring Auditors of the company be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meeting. A written certificate from M/s R.K. Batra & Company Chartered Accountants has been obtained stating that the re-appointment if made will be in accordance with the limits specified in sub-section (1B) of section 224 of the Companies Act 1956.

By Order of the Board

(Nand Kishore Garg)

Managing Director

Place : New Delhi

Date : 20.8.2004

Certified true copy.
 For VIKAS PROFIN LTD.

S. Rohatgi

Auth. Signature

Compliance officer

Notes

- 1 A Member entitled to attend and vote at the meeting is entitled to appoint a proxy need Not to be a member the company . Proxies in order to be effective must be received by the Company at Least 48 Hours before the meeting .
- 2 The Register of Members and Share Transfer Books will remain closed from 1st^h September to 6th September 2004 (Both days Inclusive)
- 3 Members Companies /Organisation are requested to send a copy of the resolution authorising their representative to attend and vote at the Annual General Meeting.
- 4 Members are requested to promptly notify to the Company any change in their addresses .
- 5 Documents referred to in the accompanying Notice are open for inspection at the Registered office of the Company during the office hours on all working days except holidays between 11.00 A.M to 1 P.M upto the date of Annual General Meeting and will also be available for inspection at the meeting
- 6 Members /Proxies should bring the attendance slip duly filed in for attending the meeting .
- 7 Share holders seeking any information with regards to accounts are requested to write to the company at least ten days in advance so as to enable the company to keep the information ready .
- 8 Members who are holding shares in more than one folio are requested to write to the company to enable the company to consolidate their holdings in one folio .
- 9 In terms of Section 109(A) of the Companies Act 1956 the share holders of the Company may nominate a person to whom the shares held by him shall vest in the event of his death:
- 10 Explanatory statement pursuant to Section 173(2) of the Companies Act 1956 is annexed with the notice .
- 11 In case you wish to avail the nomination facility in respect of share held by you please write to the company to obtain the nomination form.

The Directors recommended the Resolution for Approval of members .

By the order of the Board

(Nand Kishore Garg)

Managing Director

Place : New Delhi

Date : 20.08.2004

VIKAS PROFIN LIMITED
DIRECTOR'S REPORT

To The Members ,

Your Directors are presenting the Nineteenth Annual Report & Audited Accounts of the company for year ended 31st March 2004.

FINANCIAL RESULTS & OPERATION (Rs in Lacs)

For the year For the year
Ended on Ended on
31st March 2003 31st March 2004

Income form Lease & Hire purchase & Real Estate	62.21	80.18
Profit before Interest , Depreciation & loss on sale of assets/ investments	55.72	12.38
Less: Interest & Finance Charges	34.44	26.18
Profit after Interest	21.28	(13.80)
Dep & Loss on sale of assets /investments	45.55	11.60
Profit before tax	(24.27)	(25.40)
Less :Provision For taxation	1.86	9.77
Profit after tax	(26.13)	(15.62)
Profit & Loss A/c Balance B/F from Last Year	10.62	--

Appropriations

Proposed Dividend	----	-----
Tax on dividend	-----	-----
Provision for doubtful & substandard assets	3.39	Nil
Provision for Investments	-----	-----
Transferred to Special Reserve	-----	-----
Balance Carried to Balance Sheet	(29.52)	(15.62)

DIRECTORS RESPONSIBILITY STATEMENT : Pursuant to Sec 217 (2AA) of the Companies Act 1956 . The Directors of the Company hereby confirm:

- (1) That in the preparation of annual accounts the applicable accounting standards had been followed along with proper explanation relating to material disturbances .
- (2) That your Directors had selected such accounting polices and applied them Consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state affairs of the company at the end of financial year and of the loss of the company for the period
- (3) That your 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 fraud And other irregularities .
- (4) That your Directors had prepared the annual accounts for the financial year ended 31st March 2004 on a Going Concern Basis .

YEAR IN RETROSPECT

The year under the review was not good for the industry as well the company itself. The business of the company was to complete the commercial project started in year 2003 at Sector-9 Rohini New Delhi . The commercial project has been constructed but due to dull market conditions one third of the portions of the projects are unsold and is stock in hand

Company has complied with the provisions of Non -performing Assets as prescribed by the "Reserve Bank of India under the "Prudential Norms for the Non-Banking Financial Companies ." The Company is having a valid certificate of registration w.e.f 7th December 1998 issued by the Reserve Bank Of India under section 45 IA of Reserve Bank of India Act, 1934.

DIVIDEND

Due to loss in the current year operation the directors are not in a position to declare any dividend for financial year ending March 2004 .

PARTICULARS OF EMPLOYEES .

The statement of information required under section 217 (2A) of the Company Act 1956 read with Companies (Particulars of Employees) Rules , 1975 in respect of employees of Vikas Profin Limited does not have any employee having a remuneration of more than Rs 24,00,000/- per annum ,if employed for a part of the year ,the statement as required under Section 217(2A) of the Companies Act 1956 has not been annexed .

PARTICULARS REGARDING CONSERVATION OF ENERGY ,TECHNOLOGY ABSORPTION , FOREIGN EARNING & OUT GO

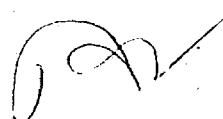
The Companies (Disclosure of particulars in the report of Board of Directors) Rule ,1988 require the disclosure of particulars regarding conservation of energy in form A and technology absorption in form B prescribed by the rules, **Vikas Profin Limited** not being a manufacturing company form A & B are not applicable to it(**Vikas Profin Limited** has no foreign exchange expenditure as appearing as item no 6 of the notes forming part of Balance sheet & Profit and Loss Account)."

UNCLAIMED/ UNPAID DEPOSITS

There are no Unclaimed /Unpaid Deposits as at the end of the year under review .The Deposits received were in compliance of section 58A of the Companies Act 1956 .However the company has stopped taking fresh Fixed Deposit or Renewing the existing fixed deposit w.e.f. 8th November 2001 as per instructions issued by Reserve Bank Of India .

AUDITORS

M/s R.K. Batra & Company , Chartered Accountants) , Auditors of the company hold office until the conclusion of the forthcoming Annual General Meeting and are recommended for reappointment. The Company has received a certificate from them to the effect that their reappointment ,if made,would be within the prescribed limits under section 224(1) of the Companies Act ,1956.



AUDITOR REPORT

The observations of Auditors are explained where necessary ,in appropriate notes to the accounts.

DIRECTORS

Shri Nand Kishore Garg , Shri P. D Bhoot directors of the company retire by rotation and being eligible ,offer themselves for reappointment .

APPRECIATION

The Directors wish to place on records the appreciation of the dedicated and hard work put by the employees of Vikas Profin Limited at all levels and look forward to their continued support at this hard time with the company .Your directors place on record their appreciation for the guidance ,cooperation and continuous support extended by Bank of Baroda , Shareholders , Valued Customers and Deposit Holders .

For and on Behalf of the Board

(Nand Kishore Garg)
Managing Director


20/8/2004

Place : New Delhi

Date : 20.8 .2004

Note

However the Reserve Bank Of India does not accept any responsibility or guarantee about the present position as to financial soundness of the company or for correctness of any of the statements of presentations made or opinions expressed by the company and for repayment of deposits / discharge of liabilities by the company .

R.K. Batra
F. E.C.A.
Tarun Kumar Batra
Com.(H) F.C.A. CA-ISA (INDIA), CISA (USA)

R.K. Batra & Co
(CHARTERED ACCOUNTANTS)
1/1525, First Floor, Church Road
Kashmere Gate, Delhi-6

Auditors' Report

To the Members of M/s Vikas Profin Limited

1. We have audited the attached Balance Sheet of **Vikas Profin Limited** as at 31st March, 2004 and the Profit and Loss Account for the year ended on that date annexed thereto for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with Auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the annexure hereto a statement on the matters specified in paragraphs 4 and 5 of the said Order.

4. Further to our comments in the annexure referred to in paragraph 3 above, we report that:-

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
- (c) The Balance Sheet, Profit Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards, *except provision for gratuity & leave encashment as per AS-15*, referred in sub-section (3C) of section 211 of the Companies Act, 1956;

- (c) On the basis of the written representations received for the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
- (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and other notes thereon give the information required by the Companies Act, 1956, in the manner so required, and give a true and fair view in conformity with the accounting principles generally accepted in India:
- (i) In so far as it relates to Balance Sheet, of the state of affairs of the company as at 31st March, 2004;
- (ii) In so far as it relates to the Profit and Loss Account, of the Loss of the Company for the year ended on that date; and

Delhi :

Dated: 28/6/04



For R. K. Batra & Co.
Chartered Accountants

(Partner)

Membership No. 94218