

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, Thaner(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.

Proposed time of Allotment: In terms of Regulation 74 of the SEBI (ICDR) Regulations, 2009, allotment of Equity Shares in the present preferential issue will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, Stock Exchange(s) or other concerned authorities.

Undertaking in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009

Not applicable; since the equity shares of the Company have been listed on the stock exchanges for a period of six months or more as on the relevant date.

The Statutory Auditors of the Company has certified that the present preferential issue of equity shares on the above terms and conditions, is in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, as amended up to date. The Auditors' Certificate shall be laid before the General Meeting.

In terms of the provisions of the Companies Act, 1956, the consent of members by way of a special resolution is required. The Board recommends the resolution for adoption by the members.

None of the Directors of the Company may be deemed to be concerned or interested in the proposed resolution.

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

Place : New Delhi
Dated 20/08/2013

Sd/-
Santosh Kumar Garg
(Director)
DIN: 01490535

DIRECTOR'S REPORT

To,

The Members

M/s. ASSOCIATED FINLEASE LIMITED

Your Directors have pleasure in presenting the 19th Annual Report on the business, operations and financial performance of the company during the financial year ended 31st March 2013.

FINANCIAL RESULTS

(` In lacs)

Particulars	For the Year Ended	
	31st March 2013	31st March, 2012
Sales/Operating Income	153.57	148.76
Other Income	2.85	1.71
Less : Expenses:		
Purchase of Stock in Trade	138.98	133.40
Change in Inventories of Stock in Trade	-	-
Employee Benefits Expenses	5.88	3.24
Finance Cost	-	-
Depreciation & Amortisation	0.20	0.33
Administrative & Other Expenses	10.99	9.46
Profit Before Tax	0.37	4.04
Less: Income Tax	0.07	0.67
Deferred Tax	-	0.05
Profit/(Loss) after tax	0.30	3.32

BUSINESS REVIEW

The year has ended with a Net Profit of ` 29543/- as against Net Profit of ` 332375/- of last year. The Company is exploring avenues for business opportunities and wish to enter in new area of activity. The Company is trying its best to keep its expenses in check in spite of inflationary trends and to revive the business of the Company. Baring unforeseen circumstances- we expect better performance in the current year.

DIVIDEND

The Board is of the view that the Company should utilize its funds towards the operations to accelerate the growth rate. Accordingly the Board does not recommend any dividend payment for the year 2012-13.

PUBLIC DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of Section 58A and 58 AA of the Companies Act, 1956 read with Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

ALTERATION IN MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

During the year, your Company has altered its Main object of the Memorandum of Association in consequence of the declaration of result of Postal Ballot dated 14th June, 2013 to carry on the business as follows after the deletion of sub clauses (1),(2) and (3) the following new sub clauses be added as sub clause (5), (6), (7) and (8) after existing sub clause (4) in the 'Main Objects' clause of the Company.

- To carry on the business of sale, purchase, trading, import, export, manufacturing, servicing, repair, maintenance, marketing, install or otherwise deal in all kinds, descriptions and form of household electrical and electronics home appliances such as machines, transistors, transformers, receivers, conductors, magnetic materials, microwave components, surgical disposables and equipments and diagnostic equipments and goods, videogames,

tapes, discs fitting switches and all computer hardware, software and peripherals and parts thereof, watches and its parts, electric irons, professional iron dryers, hot plates, ovens, boilers, grillers, cooking ranges, heaters, coolers, stoves, dish geysers, toasters, juicers, mixers, grinders, flour makers, heating appliances, cooling appliances, fans, bulbs, tubes, lighting instruments, lamps, washing machines, electric and auto bulbs, plastic and polythene electrical products, thermostats, radios, televisions, tuners.

6. To carry on the business of manufacturers, processors, makers, finishers, importers, exporters, agents, merchant buyers, wholesalers, traders, distributors, stockists, suppliers and dealers of all kinds and classes of domestic appliances, pressure cookers, non-stick cookware, non ferrous metals kitchenware appliances like hot cases, hot plates, coffee percolators and mixers, cooking range, iron toaster, room heaters, electric kettle, sauce pan, fry pan, egg boilers, electric mixer with mincer, juicer, buckets, electric stoves, hot air convectors casroles, knives, spoons, gas lighter, electric tandoor, water boilers, ice cream making equipments, bowls, bottles, oven, drums, boxes, hangers, utensil holders required in or used for domestic, commercial and other similar uses.
7. To carry on the business as exporter, importer, export agent, import agent, distributor, stockiest, contractor, supplier, dealer, trader, retailer of all kinds of goods, materials, commodities, articles, products and merchandise; to act as representative, agent, broker, commission agent, buying and selling agent or to otherwise deal in all kinds of goods, material, commodities, articles, products, merchandise and services.
8. To carry on the business of goldsmiths, silversmiths, jewelers, silver electroplaters and to buy, sell, acquire, dispose off, import, export, manufacture, trade, repair, alter, exchange or otherwise deal in precious/semi-precious articles, stones, silver, gold, bullion, diamonds, ornaments, antiques, utensils, gems, valuables, precious metals, pearls, coins, cup metals, shields, cutlery, presents and gifts and jewellery of all kinds.

DIRECTORS

During the year under review, following changes took place in the office of Directors of the Company:

In accordance with Article 107 of the Articles of Association, Mr. Nikhil Bansal retires by rotation and, being eligible, has offered himself for re-appointment.

Mr. Hari Om Bhatia had resigned from the office of the directorship of the Company during the financial year under review.

The Board of Directors places on record its sincere appreciation for the guidance and assistance provided by them during their tenure as Director of the Company.

AUDITORS AND THEIR REPORT

M/s. Sudhir Agarwal & Associates, Chartered Accountants, retiring auditor has presented willingness to be re-appointment as Statutory Auditor of the Company for the financial year 2013-2014. The Company has received certificate from them to the effect that their appointment, if made, would be within the prescribed limits under section 224(1B) of the Companies Act, 1956. The approval of the shareholders is sought for this resolution.

The observation made in the Auditors Report are self-explanatory and therefore, do not call for any further comments under Section 217 (3) of the Companies Act, 1956.

CORPORATE GOVERNANCE

A separate section on Corporate Governance together with a certificate from the Company's auditors confirming the compliance of conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchanges is annexed hereto.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under Clause 49 of the Listing Agreement with the Stock Exchanges is given in Annexure-A and forms an integral part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARN-INGS AND OUTGO

The particulars regarding energy conservation and technology absorption as prescribed under Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988, is given in Annexure forming part of this Report.

LISTING STATUS:

Your Company is listed on Bombay Stock Exchange, Delhi Stock Exchange and Jaipur Stock Exchange.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- ii) they have selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit or loss of the company for that period;
- iii) they have taken proper and sufficient care 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;
- iv) they have prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

As required under section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended time to time, no employee of the company was covered by these provisions during the year ended 31.03.2013.

ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the co-operation extended to the company by commercial banks, business associates, shareholders, customers and executives.

On behalf of the Board of Directors
For **Associated Finlease Limited**

Sd/-

Santosh Kumar Garg
(Chairman)

Place : Delhi

Date : 20.08.2013

ANNEXURE TO THE DIRECTORS REPORT
CONSERVATION OF ENERGY

The operations of your Company do not consume high levels of energy. Adequate measures have been taken to conserve by using energy, efficient computers and equipment.

A. TECHNOLOGY ABSORPTION

1. Specific areas in which R & D carried out are as follows:
 - a. Review of the existing courses and evaluation of feasibility of the new courses to be launched and estimating the costing thereof.
 - b. Providing technical support on existing products.
2. Benefits derived as a result of the above R & D:
As a result the organization is being able to implement current courses.
3. Expenditure on R & D: NIL

B. FOREIGN EXCHANGE EARNINGS

There were no foreign exchange earnings as well as outgo of the company during the year under report.

Particulars	Year Ended March 31, 2013	Year Ended March 31, 2012
Earnings in Foreign currency	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil

Report on Corporate Governance

(As required by clause 49 of the Listing Agreement of the Stock Exchanges)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Good Corporate Governance means adoption of best business practices to ensure that the company not only operates within regulatory framework, but is also guided by ethics. Your Company possesses an ethical mindset about the values of good Corporate Governance. For **Associated Finlease Limited**, Corporate Governance stands for responsible and value creating management and control of the Company. The company's policies and practice are not only consistent with the statutory requirement but also underline its commitment to operate in the best interest of its stakeholders.

Associated Finlease Limited is committed to maintain highest standards of ethical behaviour and makes an honest endeavour to uphold the attributes of transparency, independence, accountability, responsibility and growth in all aspects of its operations.

II. BOARD OF DIRECTOR

The composition of board is as follows:

S. No.	Name of the director	Status
1	Santosh Kumar Garg	Executive Director (Managing Director)
2	Arvind Kumar Agarwal	Non executive Independent Director
3	Nikhil Bansal	Non executive Independent Director
4	Mamta Agarwal	Non executive Independent Director

Attendance of each director at Board Meetings and the last AGM

During the year, Nine board meeting were held on 14/05/2012, 16/06/2012, 03/08/2012, 01/09/2012, 03/10/2012, 14/11/2012, 09/02/2013, 13/02/2013, 16/03/2013. The attendance and composition and category of directors are as follows:

Name of the Director	Attendance Particulars			Committee memberships/ Chairmanships in our Company		Number of other Directorships & Committee memberships
	No. of Board Meeting		Last AGM	Memberships	Chairmanships	
	Held	Present				Directorships
Hari Om Bhatia*	5	5	Yes	2	-	3
Santosh Kumar Garg	9	9	Yes	2	-	1
Arvind Kumar Agarwal	9	9	Yes	-	2	2
Nikhil Bansal	9	7	Yes	-	-	3
Mamta Agarwal	-	-	No	-	-	-

*Mr. Hari Om Bhatia have ceased to be the director of the company w.e.f 03/10/2012.

III. COMMITTEES OF THE BOARD

a) Audit Committee

As per the provisions of the Listing Agreement and pursuant to Section 292A of the Companies Act, 1956, the Audit Committee has been set up to review the internal audit reports and financial statements at periodic intervals.

The Audit Committee comprises following three members having strong background in financial management:-

S. No.	Name of the director	Category
1.	Sh. Arvind Kr. Agarwal	Chairman (Non-executive Independent)
2.	Sh. Nikhil Bansal	Member (Non Executive Non Independent)
3.	Sh. Santosh Kumar Garg	Member (MD and Executive)

Meetings of Audit Committee:

During the year, The Audit Committee Meetings were held on 14/05/2012, 03/08/2012, 14/11/2012, 13/02/2013. All the members of the committee were present in the meetings held during there respective tenure.

Role of the Audit Committee:

The Audit Committee of the Company, inter-alia, provides assurance to the Board on the existence and adequacy of effective internal control systems. Brief description of the terms of reference to the Audit Committee :-

- a) Oversight of the Company's financial reporting process and the disclosure of its financial information.
- b) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment of any other services.
- c) Reviewing and recommending the appointment and removal of managerial personnel, fixation of remuneration and also approval for payment for any other services as recommended by the Remuneration Committee.
- d) Reviewing with management of the annual financial statements before submission to the board, focusing primarily on:
 - e) Any changes in accounting policies and practice.
 - f) Major accounting entries based on exercise of judgment by management.
 - g) Qualifications in draft audit report.
 - h) Significant adjustments arising out of audit.
 - i) The going concern assumption.
 - j) Compliance with accounting standard.
 - k) Any related party transactions of the company of material nature, with Promoters or the management, their subsidiaries or relatives etc. that May have potential conflict with the interests of Company at large.
 - l) Reviewing with the management, external and internal auditors, and the adequacy of internal control systems.
 - m) Reviewing the adequacy of internal audit functions and discussion with internal auditors on any significant findings and follow-up there on.
 - n) Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 - o) Discussion, with external auditors before the audit commences, of nature and scope of audit as well as has post-audit discussion to ascertain any area of concern.
 - p) Reviewing the Company's financial and risk management Policies.
 - q) To look into the reasons for substantial defaults in the payment to the creditors.
 - r) To consider and review any other matter as may be directed by the Board.

b) INVESTORS /SHAREHOLDERS GRIEVANCE COMMITTEE

The Company has set up the Shareholders Grievances/ Share Transfer Committee, constituted by the Board, to approve inter- alias transfer/ transmission of shares, issue of duplicate share certificates, approving the split and consolidation requests and other matter including Shareholders complaints and grievances. The Committee also reviews the periodicity and effectiveness of the Share transfer process, statutory certifications.

The composition of the Investors/ Shareholders Grievances Committee is as under:

S. No.	Name of the director	Category
1.	Sh. Arvind Kr. Agarwal	Chairman
2.	Sh. Nikhil Bansal	Member
3.	Sh. Santosh Kumar Garg	Member

The Committee meets at least twice a month to approve transfer requests received from the investor during the previous week to ensure prompt delivery of securities to the shareholders. The Minutes of the Committee Meeting are placed at the Board meeting from time to time. The Board has authorized the Share transfer Committee severally to approve the transfer of shares. During the year, all the Complaints of the Shareholders were resolved to the satisfaction of the shareholders.

IV. COMPLIANCE OFFICER OF THE COMPANY

The Board has designated Mr. Santosh Kumar Garg, Managing Director as the Compliance Officer of the Company.

V. GENERAL BODY MEETING: -

a) GENERAL MEETING

DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS

AGM	Financial Year	Date	Time	Location
16th AGM	2009-2010	29.09.2010	10:00AM	IE/12, Sewak House, Jhandewalan Extension, New Delhi –110055
17th AGM	2010-2011	29.09.2011	10.30AM	D- 157, Block – D, Preet Vihar, New Delhi- 110092
18th AGM	2011-2012	29.09.2012	10.30AM	D- 157, Block – D, Preet Vihar, New Delhi- 110092

b) POSTAL BALLOT

The Shareholders of the Company have passed the special resolution by way of Postal Ballot for alteration in Object Clause of the Memorandum of Association of the Company after the deletion of sub clauses (1),(2) and (3) the following new sub clauses be added as sub clause (5), (6), (7) and (8) after existing sub clause (4) in the 'Main Objects' clause of the Memorandum of Association of the Company accordingly the result of the postal ballot was declared on 14th June, 2013.

Mr. Rajiv Kumar, Chartered Accountant has been appointed as scrutinizer for conduction of Postal Ballot process in a fair and transparent manner.

The details of voting pattern as follows:-

S. No.	Particulars	Number
1.	Number of Postal Ballots forms received (Valid)	34
2.	Number of Postal Ballots rejected for different reasons (Invalid)	8

Out of the valid Postal Ballots received, number of votes cast Assenting and Dissenting to the Special Resolution is as under:

Particulars	No. of Ballot Forms	No. of Votes	Percentage
Assent	33	5020000	99.99
Dissent	1	1150	0.01
Total	34	5021150	100.00

VI. DISCLOSURES

(a) Disclosure on materially significant related party transactions:-

There have been no materially significant related party transactions in, conflict with the interest of the company.

(b) The company has not complied with the provisions of the Listing agreement as entered with the Exchanges. The trading of shares was suspended from the exchange for the same reason. The company is looking to make good the lapses enabling it to get the permission from the exchanges to resume the trading of the scrip at the Exchanges.

VII. GENERAL SHAREHOLDER INFORMATION

Financial Year	: 1st April, 2012 to 31st March, 2013
19th Annual General Meeting	: 30th September, 2013 at 10:30 AM at House No-439, Jagriti Enclave, Vikas Marg, Delhi-110092

Financial Calendar

Financial Year	: 1st April 2012 to 31st March 2013
1st Quarterly Results	: 03/08/2012
2nd Quarterly Results	: 14/11/2012
3rd Quarterly Results	: 13/02/2013
4th Quarterly Results	: 30/05/2013
Date of Book Closure	: 23/09/2013 to 30/09/2013
Dividend Date	: Not Applicable

STOCK MARKET DATA (YEAR 2012-2013)

Month	High	Low
February, 2013	26.25	17.95
March, 2013	17.60	12.70

Listing on Stock Exchange

The shares of the company are listed at Delhi, Mumbai & Jaipur Stock Exchanges.

JAIPUR

Name of Stock Exchange: Jaipur Stock Exchange Ltd.,
Address: Rajasthan Chamber Bhavan, M. I. Road, JAIPUR 302 001.

MUMBAI

Name of Stock Exchange: The Stock Exchange, Mumbai
Address : Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI 400 023.

NEW DELHI

Name of Stock Exchange: Delhi Stock Exchange Assoc. Ltd.,
Address: 3&4/4B, Asaf Ali Road, Near Turkman Gate, New Delhi - 110006.

The Equity Shares of the Company are actively traded at BSE with Scrip code (531192) in the 'B' Group

VIII. REGISTRAR AND SHARE TRANSFER AGENT**M/s SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

D-153A, Okhla, Industrial Area, Phase-I, New Delhi-110020

Telephone No: 011-26812682, E-mail Address: viren@skylinerta.com

IX. SHARE TRANSFER SYSTEM

M/s Skyline Financial Services (P) Ltd. acts as Registrar and Transfer Agent for the company. M/s Skyline Financial Services has a dedicated management team comprising professional qualified managers who are possessing vast experience in handling the share transfer work. The organization has a proven track record and is committed to maintain quality to service of the highest standards and also handling capacity with a commendable flexibility to quickly upgrade the capacity at shorter notice.

Share transfers are registered within maximum of 15 days from the date of lodgement of the documents which are complete in all respects. In case the shares are transferred through Demat mode, the procedure is adopted as stated in Depositories Act, s required under Clause 47 of the Listing Agreement and file copy of the certificate with stock exchanges

X. SHAREHOLDING PATTERN AS ON 31st MARCH,2013**a. Distribution of Shareholding as on March 31, 2013.**

No. of Shares	No. of Shareholders	% to total	No. of Shares held	% to total
0-500	1437	73.62	434417	8.64
501 -1000	356	18.24	265614	5.28
1001-2000	81	4.15	131825	2.62
2001-3000	22	1.13	57950	1.15
3001-4000	16	0.82	54612	1.09
4001- 5000	5	0.26	24400	0.49
5001-10000	10	0.51	87250	1.73
10001 & above	25	1.28	3973632	79.00

b. Category of shareholders as on March 31, 2013

'Category	No. of Shares	Percentage of holdings
A. Promoters Holding		
i) Promoters		
a. Indian-individual	445240	8.85%
b. Foreign	Nil	Nil
ii) Persons acting in concert		
a. Directors	Nil	Nil
b. Director's Relatives	Nil	Nil
Sub Total (A)	445240	8.85%
B. Public Holding		
i) Institutional Investor		
a) Mutual Fund	58700	1.17%
b) Financial institutions/Banks	Nil	Nil
c) Central Govt./State Govt.(s)	Nil	Nil
d) Venture capital fund/Ins.Cos,	Nil	Nil
e) FII Etc	Nil	Nil
Sub Total (B) (i)	58700	1.17%
ii) Non-Institutions Investors		
a) Bodies Corporate	3158384	62.79%
b) Individuals		
i) shareholding < Rs.1.00 Lac	884476	17.59%
ii) shareholding > Rs.1.00 Lac	221750	4.41%
c) Others	261150	5.19%
Sub Total (B)(ii)	4525760	89.98%
Sub Total (B)	4584460	91.15%
Grand Total (A+B)	5029700	100%
Shares held by custodian and against which Depository Receipt is issued	Nil	Nil

XI. Dematerialisation of Shares

The Company's shares are tradable compulsorily in electronic form. The Company has established through its Registrar and Share Transfer Agents, connectivity with National Securities Depository Ltd (NSDL) and Central Depository Services (I) Ltd (CDSL). The equity shares of the company have been dematerialized **72.85%** as on 31st March, 2013.

XII. investors Correspondence

Investors may address any correspondence to:

Associated Finlease Limited

HOUSE NO-439, JAGRITI ENCLAVE

VIKAS MARG , DELHI-110092

Ph: 011-43008305

E-mail : associatedfinltd@yahoo.com

Website : www.associatedfinleaselt.com

MANAGEMENT DISCUSSION & ANALYSIS**BUSINESS SCENARIO**

The Company is exploring alternative avenues for business opportunities and wish to enter in new area of activity. The Company is trying its best to keep its expenses in check in spite of inflationary trends and to revive the business of the Company. Baring unforeseen circumstances- we expect better performance in the current year.

The year has ended with a Net Profit after Tax of ` 29,543/- as against Net Profit after Tax of ` 3,32,375/- of last year.

MANAGEMENT OF RISK

Management of risk to the business is continuous challenge for any organization growing in size and enhancing its purpose. The traditional risk factors like client risks, industry segment risks and economic risk are well understood and the means to handle them are also fairly established.

INTERNAL CONTROLS & SYSTEMS

The company ensures existence of adequate internal control through policy and procedures to be followed by the executives at various levels in the company. The operating managers ensure compliance within their areas. The Company has internal Audit system to carry out extensive checking and test and report non-compliance/weakness, if any through internal Audit Reports on the respective areas. These reports along with reports on compliance made thereafter are reviewed by the Audit Committee of the Board.

HUMAN RESOURCE

Management relation with the employees remains cordial. The Company's Human Resources philosophy is to establish and build a strong performance and competency drive culture with greater senses of accountability and responsibility. The industrial relations scenario remained peaceful and harmonious.

For and On behalf of the Board of Directors

Place : New Delhi
Dated : 20.08.2013

Sd/-
(Director)

Sd/-
(Managing Director)

CERTIFICATION BY MANAGING DIRECTOR

To the Best of knowledge and belief, we certify that:

1. We had reviewed financial statements and the cash flow statements for the period ended 31.03.2013 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - (b) Together these statements present a true and fair view of the company's affair and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transaction entered into by the company during the years which are fraudulent, illegal or violative of the company.
3. Further, we accept responsibility for establishing and maintaining internal controls for financial reporting and Accordingly, we have evaluated the effectiveness of the internal control system of the company and have disclosed to the Auditors and to the Audit committee, wherever applicable:
 - (a) Deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps have been taken or propose to take to rectify these deficiencies.
 - (b) Significant changes in the internal controls over the financial reporting during the period, if any:
 - (c) Significant changes in the Accounting policies during the year, if any and the same have been disclosed in the notes to the financial statements:
 - (d) Instances of significant frauds of which have been become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

For and On behalf of the Board of Directors

Place : New Delhi
Dated : 20.08.2013

Sd/-
(Managing Director)

DECLARATION BY MANAGING DIRECTOR

I, Santosh Kumar Garg, Managing Director of **ASSOCIATED FINLEASE LIMITED** hereby declare that all the board members and senior managerial personnel have affirmed for the year ended 31st March, 2013 compliance with the code of the conduct of the company laid down by them.

For and On behalf of the Board of Directors

Place : New Delhi
Dated : 20.08.2013

Sd/-
(Managing Director)

INDEPENDENT AUDITORS' REPORT**To The Members of
M/s. ASSOCIATED FINLEASE LIMITED
REPORT ON THE FINANCIAL STATEMENT**

We have audited the accompanying financial statements of **Associated Finlease Limited**, which comprise the balance sheet as at March 31, 2013, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting standards referred to in sub-section (3c) of section 211 of the companies act, 1956. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the standards on auditing issued by the institute of chartered accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. in the case of the balance sheet, of the state of affairs of the company as at march 31, 2013;
- b. in the case of the profit and loss account, of the profit/ loss for the year ended on that date; and
- c. in the case of the cash flow statement, of the cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the order.
2. As required by section 227(3) of the act, 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 purpose 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, statement of profit and loss, and cash flow statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion, the balance sheet, statement of profit and loss, and cash flow statement comply with the accounting standards referred to in subsection (3c) of section 211 of the companies act, 1956;

- e. On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the board of directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the companies act, 1956; and
- f. Since the central government has not issued any notification as to the rate at which the cess is to be paid under section 441a of the Companies Act, 1956 nor has it issued any rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the company.

For Sudhir Agarwal & Associates
(Chartered Accountants)
F.R.No. 509930C

Place : New Delhi
Date : 30.05.2013

Sd/-
CA. Rabindra Gupta
(Partner)
M. No. 513849

ANNEXURE TO THE AUDITOR'S REPORT

[The Annexure referred to in paragraph 1 of the Our Report of even date to the members of **ASSOCIATED FINLEASE LIMITED** on the accounts of the company for the year ended 31st March, 2013.]

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets on the bases of available information.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us by the management, the Company has not disposed off any substantial part of its fixed assets during the year.
2. As there is no inventory as on 31st March, 2013, hence sub-clauses (a), (b) and (c) of clause 4 of CARO 2003 is not applicable to the company.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Accordingly, the provisions of clauses 3 (b), (c) and (d) of the order are not applicable to the Company.
(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.
5. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
(b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.

8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company has accumulated loss amounting ` 31,44,277/-as compared to ` 31,73,820/-during the immediately preceding financial year and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.
14. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have been maintained in this regard & further investments specified are held in their own name.
15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
16. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
17. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
19. The Company has no outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year.
21. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For Sudhir Agarwal & Associates
(Chartered Accountants)**

F.R.No. 509930C

Place : New Delhi
Date : 30.05.2013

**Sd/-
CA. Rabindra Gupta
(Partner)**

M. No. 513849

AUDITOR'S CERTIFICATION ON CORPORATE GOVERNANCE

**TO
THE MEMBERS OF
M/s. ASSOCIATED FINLEASE LIMITED**

We have examined the compliance of conditions of Corporate Governance by **M/s. ASSOCIATED FINLEASE LIMITED**, for the year ended on 31st March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the condition of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Sudhir Agarwal & Associates
(Chartered Accountants)
F.R.No. 509930C**

Place : New Delhi
Date : 30.05.2013

**Sd/-
CA. Rabindra Gupta
(Partner)
M. No. 513849**

BALANCE SHEET AS AT 31st MARCH 2013

	Schedule No.	As At 31.03.2013 (`)	As At 31.03.2012 (`)
I EQUITY AND LIABILITIES			
(1) Shareholders' Fund			
Share Capital	1	50,297,000	50,297,000
Reserves and Surplus	2	(3,144,277)	(3,173,820)
(3) Non-Current Liabilities			
Deferred Tax Liabilities (Net)		5,154	5,154
(4) Current Liabilities			
Other Current Liabilities	3	343,600	778,600
Short-Term Provisions	4	6,960	66,475
TOTAL		47,508,437	47,973,409
II ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets			
(i) Tangible Assets	5	30,024	50,040
(b) Non-current Investment	6	20,000,000	20,000,000
(c) Other Non-Current Assets	7	995,087	1,326,783
(2) Current Assets			
Current investment	8	805,000	9,500,000
Cash and Cash Equivalents	9	438,890	525,438
Short-Term Loans and Advances	10	25,210,896	16,554,033
Other Current Assets	11	28,540	17,115
TOTAL		47,508,437	47,973,409

NOTES ON ACCOUNTS 15
(Notes 1 to 15 referred to above form an integral part of the Balance Sheet & Profit & Loss A/c.)

In terms of our separatereport of even date attached

For and on Behalf of the Board

For Sudhir Agarwal & Associates
Chartered Accountants
F.R.No. 509930C

Sd/-
(Managing Director)

Sd/-
(Director)

Sd/-
CA. Rabindra Gupta
(Parnter)
M. No. 513849

Place : New Delhi
Date : 30.05.2013

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Schedule No.	As At 31.03.2013 (`)	As At 31.03.2012 (`)
I. Revenue from Operations:			
Sales of product	12	15,357,440	14,876,300
II. Other Income		285,403	171,148
III. Total Revenue (I+II)		15,642,843	15,047,448
IV. Expenses:			
Purchases of Stock-in-Trade		13,897,750	13,339,900
Changes in Inventories of Stock-in-Trade		-	-
Employee Benefits Expenses	13	588,870	324,524
Depreciation and Amortisation Expenses	5	20,016	33,360
Administration & Other Expenses	14	1,099,704	945,660
Total Expenses		15,606,340	14,643,444
V. Profit Before Tax (III - IV)		36,503	404,004
VI. Tax Expenses:			
(1) Current Tax		6,960	66,475
(2) Deferred Tax		-	5,154
VII. Profit / (Loss) for the Period (V -VI)		29,543	332,375
transferred to Balance Sheet			
VIII. Earning per Equity Share:			
(1) Basic		0.006	0.07
(2) Diluted		0.006	0.07
NOTES ON ACCOUNTS	15		
(Notes 1 to 15 referred to above form an integral part of the Balance Sheet & Profit & Loss A/c.)			

In terms of our separatereport of even date attached

For and on Behalf of the Board

For Sudhir Agarwal & Associates
Chartered Accountants
F.R.No. 509930C

Sd/-
(Managing Director)

Sd/-
(Director)

Sd/-
CA. Rabindra Gupta
(Parnter)
M. No. 513849

Place : New Delhi
Date : 30.05.2013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

	As At 31.03.2013 (`)	As At 31.03.2012 (`)
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit(Loss) before tax	36,503	404,004
Adjustments for:		
Depreciation	20,016	33,360
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	56,519	437,364
Adjustments for:		
Decrease/(Increase) in sundry debtors and other receivables	-	653,600
Decrease/(Increase) in Short term loans & Advances	(8,656,863)	(9,329,033)
(Decrease)/ Increase in current liabilities	(435,000)	415,000
CASH GENERATED FROM OPERATIONS	(9,035,344)	(7,823,069)
Income Taxes Paid	(77,900)	(123,689)
NET CASH FROM OPERATING ACTIVITIES (A)	(9,113,244)	(7,946,758)
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Increase/Decrease in Non-Current Assets	331,696	(1,326,783)
Purchase of Investment	-	(20,000,000)
Sale of Investments	8,695,000	27,500,000
NET CASH (USED IN) FROM INVESTING ACTIVITIES (B)	9,026,696	6,173,217
(C) CASH FLOW FROM FINANCING ACTIVITIES	-	-
NET CASH (USED IN) FROM FINANCING ACTIVITIES (C)	-	-
NET INCREASE IN CASH AND EQUIVALENTS (A+B+C)	(86,548)	(1,773,541)
CASH AND CASH EQUIVALENTS (OPENING BALANCE)	525,438	2,298,979
CASH AND CASH EQUIVALENTS (CLOSING BALANCE)	438,890	525,438

In terms of our separatereport of even date attached

For and on Behalf of the Board

For Sudhir Agarwal & Associates
Chartered Accountants
F.R.No. 509930C

Sd/-
(Managing Director)

Sd/-
(Director)

Sd/-
CA. Rabindra Gupta
(Parnter)
M. No. 513849

Place : New Delhi
Date : 30.05.2013

NOTE FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT & LOSS

(Amount in `)

Particulars	31.03.2013	31.03.2012
NOTE - 1		
SHARE CAPITAL		
(a) Authorised		
7000,000 Equity Shares of ` 10/- Each	70,000,000	70,000,000
2,00,000 Preference Shares of ` 100/- Each	20,000,000	20,000,000
Total	90,000,000	90,000,000
(b) Issued, Subscribed & Paid Up		
50,29,700 Equity Shares of ` 10/- Each fully paid up	50,297,000	50,297,000
Total	50,297,000	50,297,000

(c) Shares in the Company held by each Shareholder holding more than 5% Shares are as under:

Name of the Shareholder	As at 31st No. of Shares Held	March 2013 % of Holding	As at 31st No. of Shares Held	March 2012 % of Holding
DSE FINANCIAL SERVICES LTD.	701,528	13.95	944,600	14.48
PACE STOCK BROKING SERVICES PVT. LTD.	539,954	10.74	1,045,000	16.01
R.K. STOCKHOLDING PRIVATE LTD.	368,906	7.33	-	-
VENUS INSEC PVT. LTD.	259,600	5.16	-	-
ZAYAT CONSTRUCTION PVT. LTD.	-	-	498,000	7.63
INDO THAI SECURITIES LTD.	-	-	425,000	6.51
ZARF INFRA DEVELOPMENT PVT. LTD.	-	-	425,000	6.51
FAIRWEALTH SECURITIES LTD.	-	-	398,500	6.11
HSI INFOTECH PVT. LTD.	-	-	386,700	5.93

NOTE - 2**RESERVE & SURPLUS****Profit & Loss A/C**

Opening Balance of P&L A/C	(3,173,820)	(3,506,195)
Current year P&L A/C	29,543	332,375
Total	(3,144,277)	(3,173,820)

NOTE - 3**OTHER CURRENT LIABILITIES**

Expense Payable	25,000	10,000
Other liabilities	318,600	768,600
Total	343,600	778,600

(Amount in `)

Particulars **31.03.2013** **31.03.2012**

NOTE - 4

SHORT-TERM PROVISIONS

For Income Tax	6,960	66,475
Total	6,960	66,475

NOTE - 5

FIXED ASSETS

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at 1 April 2013	Additions/ (Disposals)	Balance as at 31 March 2013	Balance as at 1 April 2012	Depreciation charge for the year	On disposals	Balance as at 31 March 2013	Balance as at 31 March 2013	Balance as at 31 March 2012	
Tangible Assets										
Computer	180,000	-	180,000	136,800	17,280	-	154,080	25,920	43,200	
Printer	28,500	-	28,500	21,660	2,736	-	24,396	4,104	6,840	
Total	208,500	-	208,500	158,460	20,016	-	178,476	30,024	50,040	

(Amount in `)

Particulars **31.03.2013** **31.03.2012**

NOTE - 6

NON - CURRENT INVESTMENT

Eq. Shares of ` 10/- M/s. Pam Jewellers Pvt. Ltd.	20,000,000	20,000,000
Total	20,000,000	20,000,000

NOTE - 7

OTHER NON-CURRENT ASSETS

MISC. EXPENDITURES	1,326,783	1,658,479
LESS: WRITTEN OFF DURING THE YEAR	331,696	331,696
Total	995,087	1,326,783

NOTE - 8

CURRENT INVESTMENT

80,500 Eq. Shares (P.Y. 9,50,000) of ` 10/- Each of Ashutosh Paper Mills Pvt. Ltd.	805,000	9,500,000
Total	805,000	9,500,000
<i>Market value of current quoted investments</i>	1,304,100	21,185,000

NOTE - 9

CASH & CASH EQUIVALENTS

(A) Cash in Hand	431,056	517,711
(B) Balances with Scheduled Banks ING Vysya Bank Limited Current A/c.	7,834	7,727
Total	438,890	525,438

(Amount in `)

Particulars	31.03.2013	31.03.2012
NOTE - 10		
SHORT-TERM LOANS & ADVANCES		
(Unsecured, Considered Good)		
Advances Recoverable in Cash or in kind for value to received	25,210,896	16,554,033
Secured, Considered Good)		
Total	25,210,896	16,554,033
NOTE - 11		
OTHER CURRENT ASSETS		
TDS Receivable	28,540	17,115
Total	28,540	17,115
NOTE - 12		
SALES OF PRODUCT & SERVICES		
Domestic Sales	15,357,440	14,876,300
Total	15,357,440	14,876,300
NOTE - 13		
EMPLOYEES BENEFITS EXPENSES		
Salaries & Wages	465,000	240,000
Staff & Labour Welfare Expenses	123,870	84,524
Total	588,870	324,524
NOTE - 14		
ADMINISTRATION AND OTHER EXPENSE		
Business Promotion Expenses	15,690	39,525
<u>Payment to Auditors as:</u>		
Statutory Audit Fee	15,000	8,000
Tax Audit Fee	10,000	2,000
Advertisement Expenses	30,678	39,136
Travelling & Conveyance Expenses	32,000	49,650
Bank Charge	1,809	8,152
Telephone Expenses	35,034	48,650
ROC Expenses	12,133	11,267
Rent of Shop	240,000	-
General Expenses	74,560	38,940
Postage & Telegram	11,000	9,500
Printing & Stationary	23,400	68,900
Expenditue Written Off	331,696	331,696
AGM & Share Transfer Expenses	251,954	268,089
Misc Expenses	14,750	22,155
Total	1,099,704	945,660

NOTE ON FINANCIAL STATEMENT-15**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO THE ACCOUNTS YEAR ENDED MARCH 31, 2013****1. Statement on Significant Accounting Policies**

These financial statements are prepared on accrual basis and under historical cost convention and in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India. The significant accounting policies adopted by the company are detailed below:

I. Revenue Recognition

The Company recognizes revenue on an accrual basis.

II. Provisions and Contingencies

The Company creates a provision when there is obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

III. Retirement Benefits

There is no amount of gratuity liability or leave encashment or any other retirement benefits for which the company may be made liable to pay. Hence no provision for the same has been made as on the date of Balance sheet.

2. Cash Flow Statement:

- a) The Statement has been prepared under indirect method except in case of dividends, sale/purchase of investments and taxes which have been considered on the basis of actual movement of case, with corresponding adjustment in assets and liabilities as set out in the Accounting Standard- 3 issued by ICAI.
- b) Cash and cash equivalents represent cash and bank balances only.

3. Segment Reporting

The Companies core activity is Investment, sale/purchases of Shares. This is the only business segment as per Accounting Standard-17 issued by the Institute of Chartered Accountants of India.

4. Contingent Liabilities

As certified by the management there is no Contingent liability as on 31/03/2013.

5. Related Party Disclosure:

In accordance with the requirements of Accounting Standards (AS) – 18 on Related Party Disclosures, the names of the related parties where control exists and/or with whom transactions have taken place during the year and descriptions of relationships, as identified and certified by the management, are:

I. Key Management Personnel

- Mr. Santosh Kumar Garg (Executive and Independent)
- Mr. Arvind Kr. Agrawal (Non Executive Independent)
- Mr. Nikhil Bansal (Non Executive Independent)

II. As informed by the management there was no related party transactions made during the year.

6. Earnings in Foreign Currency

	Year ended March 31, 2013	Year ended March 31, 2012
Sale of Shares	Nil	Nil
Dividend and Interest	Nil	Nil
Other Income	Nil	Nil

7. Expenditure in Foreign Currency

Travelling Expenses	Nil	Nil
Others	Nil	Nil

8. Payment to Auditors

As Statutory Audit Fee	15,000/-	8,000/-
As Tax Audit Fee	10,000/-	2,000/-

9. Previous year's figures have been regrouped, rearranged and restated wherever considered necessary to make them comparable with the current year's figures.

10. In the opinion of the Board of Directors and to the best of their knowledge and belief the realizable value of Current Assets, Loans and Advances in ordinary course of business is not less than the value stated in the Balance Sheet.

11. Earnings Per Share (EPS)

Profit computation for both Basic and Diluted earnings per share of ₹ 10/- each.

	(₹)	(₹)
Net Profit/ (Loss) as per P&L Account available to shareholders	₹ 29,543/-	₹ 3,32,375/-
Weighted average No. of Equity Shares	5029700	5029700
Earning per Share (Basic & Diluted)	0.006	0.07

12. Due to Small Scale Undertakings exceeding Rs. 1.00 lac overdue for more than 30 days – Nil.

13. The additional Information pursuant to revised Schedule VI to the Companies Act, 1956 are either Nil or Not Applicable.

In terms of our separate report of even date attached

For and on Behalf of the Board

For Sudhir Agarwal & Associates
Chartered Accountants
F.R.No. 509930C

Sd/-
(Managing Director)

Sd/-
(Director)

Sd/-
CA. Rabindra Gupta
(Partner)
M. No. 513849

Place : New Delhi
Date : 30.05.2013

ASSOCIATED FINLEASE LIMITED

Registered Office: House No. 439, Jagriti Enclave, Vikas Marg, Delhi-110092

ATTENDANCE SLIP

To be handed over at the entrance of the meeting venue

Name of the attending member (In block letters) Mr./Mrs/Miss.....

Name of the proxy (In block letters to be filled in by Proxy attending instead of the member.....

No. of shares held :..... Ledger Folio No. :.....

DP Id No.* :..... Client Id.* :.....

I hereby record my presence at the **NINETEENTH ANNUAL GENERAL MEETING** on Monday, the 30th September 2013, at 10:30 A.M. at House No. 439, Jagriti Enclave, Vikas Marg, Delhi-110092

.....
Member's Signature

.....
Proxy's Signature

Note:

- 1. Shareholders/Proxies are requested to bring the attendance slip with them.
 - 2. Additional/Duplicates attendance slips will not be issued the meeting hall.
- *Applicable for investors holding share in electronics form.

ASSOCIATED FINLEASE LIMITED

Registered Office: House No. 439, Jagriti Enclave, Vikas Marg, Delhi-110092

PROXY FORM

I/We.....of.....being a Member/Member of **ASSOCIATED FINLEASE LIMITED** hereby appointof /us on my/our behalf at the **NINETEENTH ANNUAL REPORT MEETING** on Monday, the 30th September 2013, at 10:30 A.M. at House No. 439, Jagriti Enclave, Vikas Marg, Delhi-110092, and at any adjournment thereof.

No. of shares held: Ledger Folio No.:

DP Id No.*: Client Id.*:

Date: Signature:

Affix
1/-
Revenue

Note: TheProxy, to be effective, should be deposited at the Company's registered office not later than 48 Hours before the commencement of aforesaid meeting. Proxy need not be a member of the Company.

*Applicable for investors holding shares in electronic form.