FICON LEASE & FINANCE LIMITED 14th Annual Report 2007-2008

Registered Office :
9th Floor, Astron Tech Park, Near Satellite Police Station,
Satellite, Ahmedabad – 380015

FICON LEASE & FINANCE LIMITED

9TH FLOOR, ASTRON TECH PARK, NEAR SATELLITE POLICE STATION, SATELLITE, AHMEDABAD – 380015

BOARD OF DIRECTORS

Managing Director **Bhartiben Bhanuprasad Patel** Naginbhai Ganpatbhai Patel Director Narsinhbhai Ganpatbhai Patel Director Shailesh Lalbhai Patel Dierctor Riken Bhanuprasad Patel Dierctor Naman Kirtibhai Vyas Dierctor Dakshesh Ramesh Shah Dierctor Varun Naginbhai Patel Dierctor Amrishbhai Patel Director

BANKERS

AUDITORS

M/S. P DOSHI & ASSOCIATES

Chartered Accountants 306, Rajkamal Plaza, Opp. High Court, Ahmedabad – 3800114

REGISTERED OFFICE

Registered Office 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad – 380015

NOTICE TO THE MEMBERS

Notice is hereby given that the FORTEENTH ANNUAL GENERAL MEETING of the members of FICON LEASE AND FINANCE LIMITED will be held on 27th August, 2008 at 11:00 a.m. at 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015 to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended on 31st March, 2008, balance sheet as on that date, Director's Report and the Auditor's report thereon.
- 2. To re-appoint Mr. Naman Vyas as a Director who retires by rotation and being eligible, offers herself for reappointment.
- 3. To re-appoint Mr. Riken Patel, as a Director who retires by rotation and being eligible, offers himself for reappointment.
- 4. To reappoint the Auditors of the Company from the Conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

- 5. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution: "RESOLVED THAT pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Varun Naginbhai Patel, appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting."
 - "RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised. to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
- To Consider and if thought fit to pass with or without modification following resolution as Special Resolution. "RESOLVED THAT pursuant to provisions of Section 260 and all other applicable provisions of the companies Act 1956 and Articles of Association of the Company, Mr. Narsinhbhai Ganpatbhai Patel, appointed as an Additional Director by the Board of Directors, who hold the office as such only up to the conclusion of this Annual General Meeting."
 - "RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
- 7. To Consider and if thought fit to pass with or without modification following resolution as Special Resolution: "RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Dakshesh Shah, be and is hereby appointed as an Additional Director on the Board of Directors of the Company w.e.f. 28th April, 2008 and to hold the Office up to the next Annual General Meeting of the Company."
 - "RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
- To Consider and if thought fit to pass with or without modification following resolution as Special Resolution: "RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Naginbhai Ganpatbhai Patel, be and is hereby appointed as an Additional Director on the Board of Directors of the Company w.e.f. 28th April, 2008 and to hold the Office up to the next Annual General Meeting of the Company."
 - "RESOLVED FURTHER THAT Smt. Bhartiben Patel, the Director of the Company be and is hereby authorised to intimate the Registrar of Companies, Gujarat, vide form No. 32 regarding the aforesaid appointments."
- To Consider and if thought fit to pass with or without modification following resolution as Special Resolution: "RESOLVED THAT, subject to the approval of the Central Government and consent of the shareholders of the company, pursuant to the provisions of section 21 and other applicable provisions if any, of the Companies Act, 1956 the name of the Company be changed from Ficon Lease & Finance Limited to Gallops Enterprise Limited or any other name that may be allowed by Registrar of Companies, Gujarat and that immediately after the said change in the name of the Company becoming Complete and effective, the new name be substituted for the existing name wherever it appears, including in the Memorandum of Association and Articles of Association of the Company.

FOR AND ON COMMENTAL CONTROL OF THE ROMP ANY

Blati B. Patel Sd/-Challing poson

Date: 12.06.2008

Place: Ahmedabad

NOTES:

- 1. A Member Entitled To Attend And Vote At The Meeting Is Entitled To Appoint A Proxy To Attend And Vote On A Poll Instead Of Himself And Proxy Need Not Be A Member Proxies, In Order To Be Effective, Must Be Received By The Company Not Less Than 48 Hours Before The Time Of Meeting.
- 2. Pursuant to section 154 of the Companies Act, 1956, Register of Members and Shares Transfer Books of the Company will remain closed from Monday, 18th August, 2008 to 27th August, 2008 (both days inclusive)
- As a matter of convenience the shareholders are requested to inform their queries if any, the company in advance so as to enable the company to properly reply the same at the time of meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT:

Item No. 5:-

Mr. Varun Nagjibhai Patel was appointed as an additional director of the company with effect from 28/04/2008, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Dakshesh Shah for the office of Director of the Company.

None of the Directors of the Company be deemed to be concerned or interested in the resolution set out at item no. 5 of the accompanying notice.

Item No. 6:-

Mr. Narsinhbhai Ganpatbhai Patel was appointed as an additional director of the company with effect from 28/04/2008, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Dakshesh Shah for the office of Director of the Company.

None of the Directors of the Company be deemed to be concerned or interested in the resolution set out at item no. 6 of the accompanying notice.

Item No. 7:-

Mr. Dakshesh Shah was appointed as an additional director of the company with effect from 28/04/2008, pursuant to the provision of Section 260 of the Companies Act, 1956 he holds office upto the ensuing Annual General Meeting of the Company. The Company was in receipt of a notice Section 257 of the Companies Act, 1956, along with requisite deposit proposing Mr. Dakshesh Shah for the office of Director of the Company.

None of the Directors of the Company be deemed to be concerned or interested in the resolution set out at item no. 7 of the accompanying notice.

Item No 8:-

The Company has applied for change of name as the word Gallops – means fastest speed, Enterprise indicate the main object of the company. This word has been suggested by the astrologer. The office of the Registrar of Companies, Gujarat has made the name "Gallops Enterprise Limited" available to the Company. Pursuant to section 21 and other applicable provisions, if any, of the Companies Act, 1956, approval of the shareholders is sought for change of name of the Company.

None of the directors of the Company were interested, in any way, in the aforesaid resolution.

DETAILS OF DIRECTORS BEING APPOINTED/REAPPOINTED AT THE ANNUAL GENERAL MEETING (IN PURSUANCE OF CLAUSE 49(VI) A OF THE LISTING AGREEMENTS)

Name of the Director	Naman Vyas	Riken Patel
Age	28 Years	28 Years
Qualification	Civil Engineer	Civil Engineer
Experience	7-8 years	7-8 Years
Other Directorships	N.A	N.A
1	l.	

DIRECTOR'S REPORT

To, The Members

The Directors' present the Fourteenth Annual report on the business and operations of your Company for the year 2007-2008.

FINANCIAL RESULTS AND OPERATIONAL REVIEW:

(a) Financial Performance

During the year under review the total income from operations was Rs.12.68 Lacs as compared to Rs. 14.92 Lacs of that of the previous Year. The Company has not provided any amount as depreciation. After making provision for current year income tax and after taking into account the current year net profit and total provisions for taxation, the surplus carried to Balance Sheet is Rs.462.66 Lacs; the management has nothing to say much about the activities of the company. Right now various options are being explored and appropriate decision will be taken as early as possible to fully activate the company.

(b) Change of Line of Business and Change of name of the Company:

As the shareholders were aware that the company was carrying on financial activities, however the Company could not fare well since last so many years. In the fast changing Business and economic environment, it was imperative for every company to keep examining various opportunities and different businesses to ensure growth momentum and maximization of shareholders value. Your Directors were considering various proposals to change into the new line of business ventures and i.e. building, constructions, infrastructures and related activities.

Accordingly, the Company has also got the name "GALLOPS ENTERPRISES LIMITED" as available for change of name. Since the above amendment comes within the ambit of section 17 of the Companies Act, 1956, your approval sought under the provisions of section 192A of the said Act read with the provisions of the Companies Act, 1956. The Company has also informed the office of the Reserve Bank of India, Ahmedabad for change of line of business and surrender of Certification of Registration as NBFC for cancellation and surrender of Certificate of Registration (as NBFC) under Section 45I and 45IA of the Reserve Bank of India, 1934.

PARTICULARS OF EMPLOYEES:

There is no employee having remuneration with the provisions of section 217(2A) of the companies Act, 1956 read with the companies (Particulars of employee) Rules, 1975 as amended.

DIRECTORS:

In terms of Articles 125, 126 of the Articles pf Association of the Company, Mr. Naman Vyas and Mr. Riken Patel, Directors of the Company, retire by rotation and being eligible, offer herself for reappointment at the ensuing Annual General Meeting. Moreover, Mr. Varun Naginbhai Patel, Mr. Narsinhbhai Ganpatbhai Patel, Mr. Dakshesh Ramesh Shah and Mr. Naginbhai Ganpatbhai Patel, who had been appointed as the Additional Directors of the Company pursuant to section 260 of the Companies Act.1956, to hold the office up to the conclusion of this Annual General Meeting, and eligible to be appointed as Director of the Company u/s 255, 256 and 257 of the Companies Act, 1956. It was recommended to appoint them as Directors of the company whose term of office liable to determination for retire by rotation. Moreover, Mr. Satyendra Krishandeo Jha, Director of the Company has tendered his resignation on 28th April, 2008 which has been approved by the Board of Directors at their meeting held on 28th April, 2008.

MANAGEMENT DISCUSSION AND ANALYSIS:

1) INDUSTRY STRUCTURE & DEVELOPMENT:

With the improvement in primary market sentiment and also vastly improved secondary market, the investment climate in the country leaves the Management with much scope for new business activities in the future.

2) OPPORTUNITIES & THREATS, RISKS & CONCERNS AND BUSINESS OUTLOOK:

The Capital Market is expected to continue its upward trend. Consequently, the Management will explore opportunities in Trading in securities and other related activities.

3) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The internal control system followed by the Company is considered adequate reviewing the operations of the Company regularly. The recommendations made by Audit Committee are reviewed and monitored towards its successful implementation:

4) HUMAN RESOURCES:

The company is managed by a professional team under the guidance of the Managing Director. Frequent meetings are arranged to upgrade the knowledge of the employees and to strengthen their managerial capabilities.

DIVIDEND:

In view of losses, your Directors do not recommend any dividend during the year.

DEPOSITS:

The Company has not accepted any deposit from the public during the year.

RESPONSIBILITY STATEMENT:

As required u/s 217(2AA) of the Companies Act, 1956 your Director confirms that in the preparation of the annual accounts:

The applicable accounting standards have been followed along with proper explanation relating to material departures.

Such accounting policies have been selected and applied consistently and reasonable and prudent judgments and estimates made, 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 the profit/loss of the company for that period.

Proper and sufficient care has been taken for the maintenance of the adequate accounting records in accordance with provisions of this act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

The annual accounts have been prepared on a going concern basis.

APPOINTMENT OF AUDITORS:

M/S P. DOSHI & ASSOCIATES, Chartered Accountants the retiring auditors being eligible offer themselves for re-appointment. Members are requested to appoint them as auditors of the company.

MANAGEMENT DISCUSSION AND ANALYSIS:

Management discussion and analysis Report, pursuant to Clause 49 of the Stock Exchange Listing agreement, forms part of this Report and the same is annexed hereto.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE:

As required under rule 3 of the companies (Disclosure of Particulars in the report of Board of Directors) Rules 1998, the particulars relating to the conservation of energy, Technology absorption, and the foreign exchange earnings and outgo are also Nil.

REPORT ON CORPORATE GOVERNANCE:

A separate Report on Corporate Governance along with Certificate from Auditors on its compliance as annexed hereto.

SEGMENT:

Your Company is engaged in a single segment only.

ACKNOWLEDGEMENT:

The management is grateful to the government authorities, Bankers, Vendors for their continued assistance and co-operation. The directors also wish to place on record the confidence of members in the company.

FORFAMDFORDBEHARF OF OTFIE ETMFARY

BLASTÍ & - Patel

Dirsetor Chairmanperson

Date: 12.06.2008

Place: Ahmedabad

CORPORATE GOVERNANCE REPORT

1. Company's philosophy:

Statutorily, Corporate Governance involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all stakeholders. The company's philosophy of corporate governance is not only to meet statutory requirements but also to go beyond that and to attain a high level of transparency and accountancy in the functioning of the Company and the conduct of the business both internal and external. This is done with the sole view to enhance stack holder's value.

2. Board of Directors:

(a) Composition of Board:

The Board of Directors of the Company comprises of 8 Directors of 8 which are executive Directors and all other are Non executive Director, out of which 7 are promoters and 1 are independent Directors.

(b) Board Meetings:

During the Financial year 2007-2008, 7 Board meeting were held on 15/04/2007, 27/04/2007, 30/06/2007, 19/07/2007, 30/07/2007, 27/10/2007, 25/01/2008.

The composition, attendance and other memberships of the Board of Directors of the company is as follows:

Nameof Director	Designation	Category	No.of Board meetings attended	Attendance at last AGM	Total No. of Directorships in public Companies	Total No. of Committee membership	Total No. of Board Chairman- ship
Mr. Amrish J. Patel	Director	Executive	4	Yes	-	-	-
Mr. Riken Patel	Director	Executive	4	Yes	-	4	-
Smt. Bharti B Patel	Managing Director	Executive	5	Yes	~	-	4
Mr. Shailesh L. Patel	Director	Executive	4	Yes	-	-	-
Mr. Satyendra K. Jha	Director	Executive	4	Yes	-	4	-
Mr. Naman K. Vyas	Director	Executive	4	Yes	-	-	-

3. Remuneration of Directors:

(a) Executive Directors:

The Company has not set up a Remuneration Committee. The remuneration of Executive Director were fixed by the Board and approved by the Share Holders at the Annual General Meeting, details of remuneration paid to the Executive Director during the financial year 2007-2008 is given as bellows:

(b) Non-Executive Directors:

Non-Executive Directors have not been paid any remuneration.

4. Audit Committee:

The Company as an audit committee of Directors consisting of Naman Vyas, Amrish J Patel and Shailesh Patel. Mr. Naman Vyas, Amrish J Patel, and Mr. Shailesh Patel are Executive Directors, have an adequate financial accounting knowledge.

The terms and reference of the Audit Committee covers the matters specified as per clause 49 of the Listing Agreement besides other terms as may be referred from time to time by the Boars of Directors. The Audit Committee met 4 times during the year.

5. Shareholders / Investors Grievance Committee:

The Company (Board) has constituted a shareholders / Investors Grievance Committee. The Committee looks into the redressal of shareholders / Investors Grievances, if any, Like transfer/ transmission/ Demat of shares; loss of share certificates; Non receipt of share certificates etc.

During the year, NIL complaints were received from the shareholders. The Company has no transfers pending at the close of the financial year.

6. Disclosures:

(a) Disclosure on materially significant related party transactions that may have potential conflict with the interests of the company at large.

There are no materially significant related party transactions made by the company with its pro moters, Directors or Management, etc., that may have potential conflict with the interests of the Company at large.

Transaction with related parties as per requirements of Accounting Standard (AS-18)- Related Party Disclosures issued by the Institute of Chartered Accountant of India are disclosed in Note No. 13 of Schedule 15 to the Accounts in the Annual Report.

(b) Disclosure of Accounting Treatment:

In the preparation of the financial statements, the company has followed the Accounting Standards issued by the Institute of Chartered Accountant of India. The significant accounting policies which are consistently applied are set out in the Annexure to Notes to the Accounts.

(c) Details of non compliance by the company, penalties, Strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with all requirements of the Listing Agreements entered into with the Stock Exchange as well as the regulations and guidelines of SEBI Consequently, there were no Strictures or penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non compliance of any matter related to the capital markets during the last three years.

7. Share Transfer System:

The Company has an in-house share transfer department and has appointed Pinnacle Share Registry Pvt. Ltd as a Registrar and Transfer Agent. Valid Share transfer in physical form and complete in all respects were approved and registered within the stipulated period.

8. Dematerialization of shares and liquidity:

The Company has registered itself with National Securities Depositary Limited and Central Depositary Services Limited for dematerialization of Companies securities so far.

9. Date, Time and venue of 14th Annual General Meeting

27th August, 2008 at 11.00 a.m. at 9th Floor, Astron Tech Park, Near Police Station, Satellite, Ahmedabad- 380015

10. Book Closure Date

18th August, 2008 to 27th August, 2008 (Both Days Inclusive)

11. MEANS OF COMMUNICATIONS:

The half Yearly and quarterly results of the Company were published in English and vernacular daily newspaper named Western Times and are also regularly forwarded to the Mumbai Stock Exchange where the Company's share are listed. The Company has not considered it necessary to circulate half yearly results at the residence of shareholders as there is no significant up and down in the activities of the company having material impact on the shareholders interest.

Further the Company has not made any presentation to any financial institutional Investors/analysts or banks during the year.

The Management discussion and analysis forms part of the Annual Report.

12. Dividend Payment Date: Not Applicable

13. Detail of last three Annual General Meeting:

Meeting	Year	Venue of AGM	Date	Time	Whether Special resolution passed
11TH AGM	2004-2005	108, SARTHAK COMPLEX, B/H. WEEKENDER, C.G. ROAD, AHMEDABAD 380 009	30/09/2005	10:30A.M.	YES
12TH AGM	2005-2006	108, SARTHAK COMPLEX, B/H. WEEKENDER, C.G. ROAD, AHMEDABAD 380 009	30/09/2006	10:30 A.M.	YES
13TH AGM	2006-2007	108, SARTHAK COMPLEX, B/H. WEEKENDER, C.G. ROAD, AHMEDABAD 380 009	29/09/2007	10:30 A.M.	YES

14. Financial Calendar (Tentative)

Financial reporting for the quarter ending June 30, 2008

End of July, 2008

Financial reporting for the quarter ending September 31, 2008

End of October, 2008

Financial reporting for the quarter ending March 31, 2008

End of January, 2009

Financial reporting for the quarter ending March 31, 2008

End of April, 2009

15. High / Low of Monthly Market Price of the Companies Equity Shares traded on Ahmedabad Stock Exchange during the Financial year 2007- 2008 is furnished below:

No trading of Securities took place during the year.

16. Distribution of Shareholding as on March 31, 2008.

On the basis of shares held

No. of Equity Shares held	No. of Shares Holders	% of total Share Holder	No. Shares held	% of total Share held
Upto 500	2421	94.42	764860	15.27
501 - 1000	30	1.17	24000	0.48
1001 - 2000	33	1.33	59100	1.18
2001 — 3000	7	0.27	18100	0.36
3001 —4000	5	0.20	19000	0.38
4001 5000	7	0.27	. 33500	0.67
5001 —10000	17	0.70	133400	2.66
Above 10000	42	1.64	3959440	79.00
Total	2562	100.00	5011400	100.00

17. Listing on Stock Exchanges:

The Ahmedabad Stock Exchange Kamdhenu Complex, Panjrapole, Opp. Sahjanand College, Ahmedabad – 380015. The Stock Exchange – Mumbai

Phiroze jeejeebhiy Towers, Dalal Street,

Mumbai - 400023.

18. Stock Codes

: Ahmedabad Stock Exchange - 17130 Mumbai Stock Exchange - 31902

19. Investor Correspondence

: All enquiries, clarifications and Correspondence should be addressed to the compliance officer at the Following address

20. Compliance Officer

: Smt. Bhartiben B. Patel Managing Director

108, Sarthak Complex, B/h. Weekander, Swastik Char Rasta, C. G. Road, Ahmedabad.

21. Address for Correspondence

: 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad – 380015

22. Compliance Certificate of the Auditors:

The statutory Auditors have certified that the company has complied with the conditions of corporate governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchange and the same is annexed to the Directors Report and Management Discussion and Analysis.

The Certificate from the statutory Auditors will be sent to the listed stock exchange along with the annual return of the Company.

DECLARATION

As provided under clause 49 of the Listing Agreement with the Stock Exchange, all Board members and Senior Manager personnel have affirmed compliance with Ficon Lease and Finance Ltd. Code of Business conduct and ethics for the year ended March 31, 2008

Date: 12.06.2008

Place: Ahmedabad

FOR AND ON BEHALF OF THE COMPANY

Chairmanperson

AUDITOR'S REPORT

To The Members of Ficon Lease & Finance Limited

- 1 We have audited the attached Balance Sheet of Ficon Lease & Finance Limited as at 31st March 2008, Profit and Loss Account and Cash Flow Statement 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 misstatement. An audit includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial presentation. We believe that our audit provides a reasonable basis of our opinion.
- 3. As required by the Companies (Auditors' Report) Order,2004 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 a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable.
- 4. Further to our comments in the Annexure referred to 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 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, Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
 - d) In our opinion, the Balance Sheet, Profit and Loss account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Section 211(3C) of Companies Act, 1956.
 - e) On the basis of the written representation received from the directors and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2008 from being appointed 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 as per the best of our information and according to the explanation given to us, the said accounts, 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 the case of the Balance Sheet, of the state of affairs of the Company as on 31st March, 2008;
 - ii) In the case of the Profit and Loss Account, of the Loss of the Company for the year ended on that date
 - iii) In case of the Cash Flow Statement, of the cash flows for the year ended on that date.

For, P. Doshi & Associates Chartered Accountants

Place: Ahmedabad Date: 05-06-2008 (Parthiv C Doshi)

Proprietor

ANNEXURE

(Annexure referred to in paragraph 3 of the our report of even date)

- 1) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
 - (b) All the assets have been physically verified by the management during the year which, in our opinion, is reasonable having regard to the size of the company and the nature of the assets. No material discrepancies were noticed on such verification.
 - (c) During the year, though the company has disposed off an asset, it do not constitute substantial part of its fixed assets.
- 2) (a) The inventory has been physically verified during the year by the management. In our opinion, frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of the business.
 - (c) The company is maintaining proper records of inventory. There were no discrepancies noticed on verification between the physical stocks and the book records.
- 3) (a) The company has not granted any loans secured or unsecured, to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, clause (iii) (b) to (iii) (d) of paragraph 4 of the Order are also not applicable to the Company for the year.
 - (b) The Company has not taken any loans secured or unsecured, from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, clause (iii) (f) and (iii) (g) of paragraph 4 of the Order are also not applicable to the Company for the current year.
- 4) During the year under review, in our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with size of the company and nature of its business with regard to purchase and sale of goods. There are no purchases of fixed assets during the year. Further on the basis of our examination of the books and records of the company and according to the information and explanations given to us, we have not come across any continuing failure to correct major weaknesses in internal control.
- 5) According to the information and explanations given to us, we are of the opinion that the particulars of all contracts or arrangements referred to in section 301 of the Companies Act, 1956 particulars of which need to be entered in to the register maintained under section 301 of the Companies Act, 1956 have been so entered. There are no transactions exceeding the value of rupees five lacs in respect of any party during the year.
- 6) The company has not accepted any deposits from the public within the meaning of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- 7) The Company has no formal internal audit system.
- 8) The Central Government of India has not prescribed the maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956 for any of the products of the company.
- (a) According to the information and explanation given to us and the records of the Company examined by us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax and other material statutory dues as applicable to it.
 - (b) According to the information and explanation given to us and the records of the company examined by us no disputed amounts payable in respect of income tax and other material statutory dues as applicable to it were in arrears, as at 31st March 2008 for a period of more than six months from the date they become payable.

- 10) The accumulated losses at the end of the financial year are more than fifty per cent of its net worth and it has incurred cash losses during the year and in the immediately preceding financial year.
- 11) In our opinion, provisions of clause 4(xi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- 12) The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13) In our opinion, the Company is not a chit fund or a nidhi/ mutual benefit fund / society. Therefore the provision of clause 4(xiii) of the Companies (Auditor's Report) Order. 2003 are not applicable to the Company.
- 14) In our opinion and according to the information and explanation given to us, as regards trading in shares reasonable records regarding transaction and contracts are maintained and as further explained timely entries have generally been made except to the extent of the exemption, if any, granted under section 49 of the Act in such records and that they have generally been held by the Company in its own name
- 15) In our opinion and according to information and explanation given to us, the Company has not given any guarantees for loans taken by others from banks or financial institution during the year.
- 16) The Ccompany has not taken any short term and/or long term loans except cash credit against its own fixed deposit with a bank for working capital purposes. In our opinion and according to the information and explanation given to us, on an overall basis this short-term loan was applied for the purpose for which it was obtained.
- 17) According to the information and explanation given to us and overall examination of the balance sheet of the Company, we report that the no funds raised on short term basis have been used for long term investment and vice versa.
- 18) The Company has not made any preferential allotment of shares during the year.
- 19) The Company has not made any issued debentures during the year.
- 20) The Company has not raised any money by way of public issue during the year.
- 21) As per the information and explanation given to us, no material fraud on or by the Company has been noticed during the year.

For, P. Doshi & Associates Chartered Accountants

Place: Ahmedabad Date: 05-06-2008 (Parthiv C Doshi) Proprietor

Particulars	SHEET AS ON S Schedule	As	on		s on
	•	31/03/	2007	31/0	3/2006
•		Amount	Amount	Amount	Amount
		Rs.	Rs.	Rs.	Rs.
1. SHAREHOLDER FUNDS :			**		
Share Capital	1		50114000		50114000
2. Loan Funds :					
Secured Loan	2		<u> 140718</u>		178234
Total			50254718		50292234
APPLICATION OF FUNDS					
1. Fixed Assets	3				
A. Gross Block		3376379		3392368	
B. Less: Depreciation		1554314		1465807	
C. Net Block			1822065		1926561
2. Current Assets, Loans and Advance	es :				
Inventories	4	1691598		1804321	
Sundry Debtors	′ 5	398		1174	
Cash and Bank Balance	6	244388		270489	
Loans and Advances	7	253331		288882	
		2189715		2364866	
3. Less : Current Liabilities					
and Provisions	8	22987		23092	
Net Current Assets		**** = ****	2166728	<u>-</u>	234177 4
4. Profit and Loss Account			46265925		46023899
Total:		•	50254718		50292234
		*			
Accounting Polices and	14		•		

As per our Report of even date
For, P. Doshi & Associates
Chartered Accountants

For, and on behalf of Board
For Ficon Lease and Figure Ltd,
Bharati B. Patel
Chairman/Managing Director

(Parthiv C. Doshi)Riken B. PatelProprietorDirector

Place: Ahmedabad.

Date: 05-06-2008

Place: Ahmedabad.

Date: 05-06-2008

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON 31ST MARCH, 2008

Particulars	Schedule	As At 31/03/2008 Rs.	As At 31/03/2007 Rs.
INCOME			
Sales and Income from Operations	9	1381287	1601090
Decrease in Stock	10	(112723)	(108851)
		1268564	1492239
EXPENDITURE			
Purchase of Shares	-	913682	1364810
Loss on Future Call Options	-	17189	1631
Adminstrative Expenses	11	575025	509858
Interest	12	8558	9203
Non Cash Charges (Net)	. 13	(5004)	104450
		1509450	1989952
Loss for the year		(240886)	(497713)
Provision for Tax		1140	700
Loss after tax		(242026)	(498413)
Balance as per last year		(46023899)	(45525486)
Balance carried to Balance Sheet		(46265925)	(46023899)

Notes on Accounts

For, and on behalf of Board

As per our Report of even date For, P. Doshi & Associates

Chartered Accountants

For From Loace and Einance Lid.

Bharati B. Patel

Chairman/Managing Director

(Parthiv C. Doshi)

Proprietor

Riken B. Patel

Director

Place: Ahmedabad. Date: 05-06-2008

Place : Ahmedabad. Date : 05-06-2008

SCHEDULES FORMING PAR	T OF	THE BALANCE	SHEET	AS	AT	31ST	MARCH.	2008
-----------------------	------	-------------	-------	----	----	------	--------	------

Particulars	As At 31/03/2008 Rs.	As At 31/03/2007 Rs.
SCHEDULE - 1		
SHARE CAPITAL		
Authorised:		
5500000 Equity Shares of Rs. 10/- each	55000000	55000000
Issued. Subscribed and Paid up :		
5011400 (Previous year 5011400)	50114000	50114000
Equity Shares of Rs. 10/- each Fully Paid up		
· ·	50114000	50114000
SCHEDULE - 2		
SECURED LOAN		
Cash Credit against Fixed	140718	178234
Deposit with a Bank		
COLUMN ACTIVED ACCETO	140718	178234
SCHEDULE - 3FIXED ASSETS		

	GROSS BLOCK DEPRECIATION						NETBLOCK			
Dortioulose	as on 1-4-07	Add.	deduct-	as on	as on	Add	dedu-	as at	as on	as on
Perticulars	1-4-0/	during	ion	31-3-8	1-4-07	ition	ction	31-03-08	31-03-08	31-03-07
Building	1874678	0	0	1874678	348361	30557	0	378918	1495760	1526317
Furniture & Fixtures	961102	<i></i>	0	961102	697316	60132	O	757448	203654	263786
Computer	250900	0	0	250900	246197	0	0	246197	4703	4703
Air Conditioner	170150	0	0	170150	93902	8082	0	101984	68166	76248
Office Equipments	119549	0	0	119549	64089	5678	0	69767	49782	55460
Vehicle	15989	0	15989	0	15942	. 0	15942	0	0	47
Total	3392368	0	15989	3376379	1465807	104449	15942	1554314	1822065	1926561
Previous Year	3392368	0	0	3392368	1361358	104449	0	1465807	1926561	

Previous Year	3392368	0 0	3392368	1361358	104449	0	1465807	1926561	
SCHEDULE - 4 INVENTORIES (As taken Stock of Equity shares	valued and	certified	by man	agement)			1691598	-	1804321
SCHEDULE - 5 SUNDRY DEBTORS (Unsecured Considered Good unless otherwise mentioned			·				1691598		1804321
(a) Exceeding Six months (b) Others	•						348430 398		348430 1174
(b) Calcis							348828		349604
Less Provision for NPA (incl in (a) above)							348430		348430
(1101 111 (4) 42010)							398	3	1174
SCHEDULE - 6 CASH AND BANK BALAN	CES						40.404	- -	00000
Cash on hand	-t- D 4 in						12460)	26306
Current Accounts (Refer no Schedule -14) with Schedu (Incl Rs. 7830/- (Prev. yea in respect of share applica	lled Banks r Rs. 7830/-)						31928	3	31995
Fixed Deposit Account with		Bank					200000)	212188
							24438	_	270489

SCHEDULES FORMING PART	OF	THE BALANCE	SHEET	AS AT	31ST	MARCH.	2008
------------------------	----	-------------	-------	-------	------	--------	------

Particulars	· · · · · · · · · · · · · · · · · · ·	As At		As At
	,	31/03/2008 Rs.		31/03/2007 Rs.
SCHEDULE - 7 LOANS AN ADVANCES (Unsecured Considered Good Unless otherwise mentioned)				
(Refer Note B-9 in Schedule-14)	1007110		1007110	
Loans to Companies Less: Provision for NPA	4207148 4207148	0	4207148 4207148	0
Loans to Others	4075905	J	4226157	O
Less: Provision for NPA	4032746	43159	4140746	9E 4 1 1
Advances recoverable in cash or kind or for value to be received	4185593	43159	4185593	85411
Less: Provision for NPA	4077271		4077271	
Staff Loan		108322 26525		108322 25100
Deposits		56524		56524
Tax Deducted at Source		7850		5367
Interest receivable		10951 253331		8158 288882
SCHEDULE - 8		23331		20002
CURRENT LIABILITES & PROVISIONS				
(A) CURRENT LIABILITIES : Other Liabilities		21847		22392
(A)		21847		22392
(B) PROVISIONS		4440		700
Provisions for fringe Benefit Tax (B)		1140 1140		700 700
(A) + (B)		22987		23092
SCHEDULE -9 SALES AND INCOME FROM OPERATIONS:				
Sale of Shares		1341189		1608826
Interest (Gross) (TDS Rs. 2483/-		30347		35851
Previous year Rs. 2995/-) Dividend		4945		3204
Fractional Share Income		0		401
Intraday Trading Income (Net)		4806		(47192)
SCHEDULE - 10		1381287		1601090
Decrease in stock (Equity Shares)				
Closing Stock Less:		1691598		1804321
Opening Stock		1804321 (112723)		1913172 (108851)
SCHEDULE - 11 ADMINISTRATIVE EXPENSES: Payments to and provisions for		(112723)		(100031)
Employees Salary, Wages and Bonus	312325		295800	
Staff Welfare	7969		3652	
		320294		299452

SCHEDULES FORMING PART OF THE	BALANCE SHEET AS AT 3	31ST MARCH, 2008
Particulars	As At	As At
	31/03/2008	31/03/2007
	Rs.	Rs.
Rates and Taxes	42784	40331
Insurance	1517	2020
Electricity	6885	6578
Repairs and Maintainance	15619	17837
Lagal and Professional Fees	48448	30305
Miscellaneous Expenses	139478	113335
	575025	509858
SCHEDULE - 12		
INTEREST	·	
To Bank	8558	5037
To Ahmedabad Municipal Corporation	0	4166
	8558	9203
SCHEDULE - 13		
NON CASH CHARGES(NET)		
Depreciation	104450	104450
(Å)	104450	104450
LESS		
Profit On Sale of Assets	1454	0
Provision for Non Preforming Assets	108000	0
no longer required		
(B)	109454	0
(A)-(B)	(5004)	104450
	•	

SCHEDULE - 15

ACCOUNTING POLICIES AND NOTES ON ACCOUNTS:

(A) ACCOUNTING POLICS:

- (1) Basis of Accounting:
 - The financial statement have been prepared under historical cost convention on accrual basis.
- (2) Fixed Assets

Fixed assets are shown at cost less accumulated Depreciation.

- (3) Inventories:
 - Inventories i.e. Stock in Trade of Equity Shares are valued at cost or market value whichever is lower.
- (4) Depreciation:

Depreciation on fixed assets is provided under straight line method at the rates and in the manner specified under Schedule XIV to the Compaines Act. 1956

(5) Income:

No income is recognised in respect to past dues if any on Non-Performing Assets.

(B) Notes on Accounts:

- (1) Contingent Liablities Rs. Nil (Previous Year Rs. Nil)
- (2) Estimated amount of contracts remaining to be executed on capital account and not provided for Net of Advance Rs. 6,95,000/- (Previous Year Rs. 6,95,000/-)
- (3) In the Opinion of the Board of Directors, the Current Assets, Loans and Advances have value on realisation

1070268

SCHEDULE FORMING PART OF THE PROFIT & LOSS ACCOUNT

in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.

- (4) Balances in various accounts are Subject to confirmation by respective Banks.
- (5) Payments to and provisions for employees include remuneration paid to Directors Rs. 1,81,200/- (Previous year Rs. 1,81,200/-)

(6) Payments to Auditors :

2007 - 2008

2006 - 2007

1070268

Audit Fees

12000/-

12000/-

Other matters

11300/-

7295/-

(7) (I) Particulars of Purchase, Sales and Stock of Equity Shares:

	2007-2008		2006-2007		
	Qty.	Value (Rs. in Lacs)	Qty.	Value (Rs. in Lacs)	
Opening Stock	1614715	18.05	1619791	19.13	
Purchase	3469	9.16	6011	13.65	
Sales	10788	13.41	10997	16.09	
Closing Stock	1607396	16.92	1614805	18.05	

Figures in the Brackets relates to previous year.

(9) Advances include : (Considered Non Performing and provision	31-03-2008	31-03-2007
for an equivalent amount made) (a) Due from a Director	1070268	1070268

(10) Earning per share :-

(b) Maximum during the year

- (a) Basis and dilated earning per share in rupees (Rp. 0.05) (face value Rs. 10/- Per Share)
- (b) Loss after tax as per Profit and Loss Account (Rs. 2,40,888)
- (c) Weighted average no. of Equity Shares outstanding 50,11,400
- (11) In confirmity with Accounting Standard (AS-22) "Accounting for Taxes on Income" deferred tax Assets and deferred tax liabilities being set off as per breakup into major Components of respective balances is as follows:

	As On 31-03-2007	Adj. for the year	As on 31-03-2008	
Deferred Tax Liabilities		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		
- Depreciation Deferred Tax Assets	3,57,956	33,792	3,24,164	
- Unabsorbed Depreciation	3,57,956	33,792	3,24,164	
	Net	Nil	• •	Nil

Deferred Tax Assets relating to unabsorbed Depreciation has been recognised only to the extent to which it can be realised due to reversal of timing differences of Depreciation for an equivalent future taxable income. Deferred Tax Assets relating to carry forwards losses, provision for non-performing Assets and others have not been recognised.

(1070268)

(12)Related party Disclosure: Types of Related Party

Nature of Transaction

Remuneration

Receivables

Associates Key Managerial Total Personnel/Relatives 181200 181200 (181200)(181200)Outstanding at year end 1070268 1070268

(1070268)

Name of related parties and description of relationship.

Key Managerial Personnel

Executive Directors Bharatiben B. Patel Riken B. Patel

Non Executive Directors Shailesh L. Patel Amrish J. Patel Satvendra K. Jha Naman K. Vyas

- (13) Additional information Pursuant to the Provisions of Part II of Schedule VI of the Companies Act, 1956. (Figures in brackets relates to previous year).
 - (I) The deatails regarding Capacities Production, Consumption of Rawmaterials, components, etc. are not given since the Company is not engaged in manufacturing activities.
 - (II) Expenditure in Foreign Currency Nil (Nil)
 - (III) Earnings in Foreign Currency Nil (Nil)
 - (Iv) Remittance in Foreign Currency Nil (Nil)
- (14) No Provision for taxation other than Fringe Benefit Tax for the year has been made in the accounts as in the opinion of the Company there would be no taxable income under the provisions of the Income Tax Act, 1961.
- (15) Previous year figures have been regrouped/rearranged wherever necessary, to make it comparable with that of current year.

Notes on Accounts

As per our Report of even date For, P. Doshi & Associates Chartered Accountants

(Parthiv C. Doshi)

Proprietor

Place: Ahmedabad. Date: 05-06-2008

For For, and on behalf of Board Ltd. Bharti B-Patel

Bharati B. Patel

Chairman/Managing Director

Riken B. Patel

Director

Place: Ahmedabad. Date: 05-06-2008 .

Balance Sheet Abstract and Company's General Business Profile

(I) Registration Details

Registration No : 04-23470 State Code : 04

Balance Sheet Date : 31-03-2008

(II) Capital Raised During the Year (Amount in Rs. Thousand)

Public Issue Nil Right Issue Nil Bonus Issue nil Private Issue Nil

(III)Position of Mobilisation and Deployment of funds(Amount in Rs. Lacs)

Total Liabilities 502.54
Total Assets 502.54

Sources of Funds

Paid up Capital 501.14
Reserve and surplus Secured Loans 1.41

Application of Funds

Net Fixed Assets 18.22
Investments Net current Assets 21.67
Misc. Expenditure Accumulated losses 462.65

(IV)Performance of Company (Amount in Rs.Lacs)

Tumover 13.81
Total Expenditure 16.22
Loss before tax (2.41)
Loss after tax (2.42)
Earning per Share(Rs.) (Rp. 0.05)

Dividend Rate -

(V) Generic Names of three principal Products / Services of Company

(As per monetary Terms) Item Code No.(ITC Code)

Product Description Not Applicable

Item Code No.(ITC Code)

Product Description Not Applicable

Item Code No.(ITC Code)

Products Descriiption Not Applicable

For, Flight transport in anna Lid.

As per our Report of even date For, P. Doshi & Associates

Chartered Accountants

Bharati B. Patel

Chairman/Managing Director

(Parthiv C. Doshi)

Proprietor

Riken B. Patel

Director

Place: Ahmedabad. Date: 05-06-2008

Place: Ahmedabad. Date: 05-06-2008

CASH F Particulars	LOW STATEMENT FOR	THE	YEAR	ENDED 31/3/2005 As At 31/03/2008 Rs.	As At 31/03/2007 -Rs.
A CASH FLOW FROM OPER	RATING ACTIVITES :				
Net Loss before tax & ext ADJUSTMENTS FOR	ra ordinary items			(240886)	(497713
Depreciation	A			104450	104450
Provisions Non-Performing	Assets reversed			(108000)	-
Profit on sale of Aseets				(1454)	-
Dividend				(4945)	(3204)
Interest paid				8558	9203
Interest Income	00000000			(30347)	(35851)
OPERATING PROFIT BEF	ORE WORKING				
CAPITAL CHANGES				(272624)	(423115)
ADJUSTMENTS FOR					
Trade receivables	•			776	76556
Inventories				112723	108851
Trade Payables	1 ODED ATIONS			(105)	(75775)
CASH GENERATED FROM	OPERATIONS			(159230)	(313483)
Interest Paid	TIMO AOTUUTIEO			(8558)	(9203)
NET CASH FROM OPERA				(167788)	(322686)
B. CASH FLOW FROM INVE	STING ACTIVITIES				
Sale of Assets				1500	
Changes in Loans	•			142361	(5582)
Dividend received				4945	3204
Interest received	INN/FOTING ACTIVITIES			30397	33581
NET CASH FLOW FORM		*		179203	33203
C. CASH FLOW FROM FINAL		•		·	
Repayment of Secured Los Proceeds from issue of sh				-	+
Proceeds from Loan Fund				(27540)	470004
Public issue expenses inc				(37516)	178234
Dividend Paid	urred			-	•
NET CASH FLOW FORM	FINANCING ACTIVITIES			(37516)	178234
NET INCREASE/DECREAS					
EQUIVALENTS (A+B+C)	DE IN CACH AND CACH			(26101)	(111249)
CASH & CASH EQUIVAL	ENTS AS AT 1ST APPH			270489	381738
(OPENING BALANCE)	INTO AO AT TOT APRIL			270469	301/38
	ENTS AS AT 31ST MARCH			244388	270489
(CLOSING BALANCE)	- TO AC AT STOL MARCH			244300	270409
(CECONIO DI LE MICE)					

AUDITOR'S CERTIFICATE

To,
The Board of Directors
Ficon Lease And Finance Limited
Ahmedabad

We have examined the attached Cash Flow Statement of Ficon Lease and Finance Limited for the year ended 31st March 2008.

The statement has been prepared by the Company in accordance with the requirements of listing agreement Clause 32 with Stock Exchanges and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet covered by our report of 5th June, 2008 to the members of the Company.

For, P.DOSHI & Associates Chartered Accounts

Place: Ahmedabad Dated: 5th June, 2008 (Parthiv C. Doshi) Proprietor

FICON LEASE & FINANCE LIMITED

P	ROXY FOR	RM Members Fo	olio No		
		DP ID			
		Client ID		·	
I/We	of				
I/Webeing a Member/Members of FICON					
him		of			
or failing him of of for me/us and on my/our behalf at the 14t	th Appropria	as m	y/our Proxy 1	to attend and vote	
a.m. at 9th Floor, Astron Tech Park, Near at any adjournment there of.		-	-		
Signed this Day of		2008.		Affix Rs. 2/-	
Signed by the said				Revenue Stampe	
of					
Registered Office at: 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad – 380015 so as to reach them not less than 48 hours before the Meeting TERE HERE FICON LEASE & FINANCE LIMITED 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad – 380015					
ATTE	ENDANCI	E SLIP			
I hereby record my presence at the Annual General Meeting convened at 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad – 380015 the 27th August, 2008					
Members Folio No. DP ID Client ID					
Name of the Member attending the Meet	ing				
In case of proxy, Name of Proxy					
			(To be sign	of Member/Proxy) ed at the time of ing over ths slip)	

Note: Members/Joint members are requested to bring the attendance slip with them.

Book Post

To .

FICON LEASE & FINANCE LIMITED

Regd. Office: 9th Floor, Astron Tech Park, Near Satellite Police Station, Satellite, Ahmedabad - 380015