

24TH

ANNUAL REPORT

2009 - 2010

RAJDHANI LEASING & INDUSTRIES
LIMITED

Corporate Information

BOARD OF DIRECTORS	Shri Harish Gupta Shri Jagadeesh Babu Shri Dharendra Nandlal Chaturvedi Shri Rakesh Kumar Bhalotia Shri Ravinder Kumar Batra
REGISTERED OFFICE	16/93, Subhash Nagar, New Delhi - 110027
AUDITORS	M/s B Agarwal & Co., Chartered Accountants 8/19, Ground Floor, Pusa Lane, W.E.A., Karol Bagh, New Delhi - 110 005.
REGISTRAR & SHARE TRANSFER AGENTS	M/s Link Intime Spectrum Registry Ltd. A-31, 3 rd Floor Naraina Industrial Area, Phase - 1 New Delhi - 110 028

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NOTICE OF ANNUAL GENERAL MEETING

To,
The Members

NOTICE is hereby given that the 24th Annual General Meeting of the Members of Rajdhani Leasing and Industries Limited will be held at Anukampa Banquet Hall, Mangolpuri Industrial Area, New Delhi – 110034 on Thursday, the 23rd day of September, 2010 at 04.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statement of Accounts of the Company comprising the Audited Balance Sheet, the Profit & Loss Account for the year ended on 31st March 2010 together with the Schedules attached thereto and the Report of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Jagadeesh Babu Ramanathan, who retires by rotation and addressed to the directors his unwillingness to be so reappointed.
3. To consider and if through fit, pass with or without modification (s), the following resolution for appointment and fixation of remuneration of the Statutory Auditors of the Company for the financial year 2010-11 as Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 224 of the Companies Act, 1956., M/s. Agarwal Kamal Kumar & Associates be and are hereby appointed as Statutory Auditors of the Company in place of M/s B Aggarwal & Co. for the Audit of Accounts relating to the Financial Year ending March 31st, 2011 and to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such Remuneration as may be decided by the Board of Directors' of the Company."

SPECIAL BUSINESS:

4. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Sanjay Jain as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Sanjay Jain as Director, who proposes his candidature for appointment as such in the Company".

5. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Rajiv Jain as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Rajiv Jain as Director, who proposes his candidature for appointment as such in the Company".

6. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Sanjeev Agarwal as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Sanjeev Agarwal as Director, who proposes his candidature for appointment as such in the Company".

7. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Ramesh Kumar Sareen as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Ramesh Kumar Sareen as Director, who proposes his candidature for appointment as such in the Company".

8. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Sudhindra Kumar Jain as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Sudhindra Kumar Jain as Director, who proposes his candidature for appointment as such in the Company".

9. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Kamal Kishore Gupta as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Kamal Kishore Gupta as Director, who proposes his candidature for appointment as such in the Company".

10. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Sateesh Jain as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Sateesh Jain as Director, who proposes his candidature for appointment as such in the Company".

11. To consider and if through fit, pass with or without modification (s), the following resolution for appointment of Mr. Rohit Chowdhary as Director of the Company in respect of whom the Company has received a notice in writing from the Member proposing his candidature for the office of Director and to move the following as Ordinary Resolution:-

"RESOLVED THAT pursuant to Section 257, other applicable provisions of the Companies Act, 1956 and the Articles of Association, the consent be and is hereby granted for the appointment of Mr. Rohit Chowdhary as Director, who proposes his candidature for appointment as such in the Company".

By Order of the Board

For Rajdhani Leasing and Industries Limited

Sd/-

(Dhirendra Nandlal Chaturvedi)
(Director) (DIN -02219011)

Place: New Delhi

Date: 27/08/2010

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING. THE PROXY FORM IS ENCLOSED.
2. Explanatory Statement as required as required under Section 173(2) of the Companies Act, 1956 is annexed hereto.

3. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorising their representative to attend and vote at the Annual General Meeting.
4. In case of Joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
5. Members are requested to bring their admission slips alongwith copy of the report and accounts to the Annual General Meeting.
6. Members desiring any information as regards the accounts for the financial year ended 31st March, 2010, are requested to write to the Company at least 7 days before date of meeting so as to enable the management to keep the information ready.
7. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during office hours on all working days between 11:00 A.M. to 01:00 P.M. up to the date of Annual General Meeting.
8. The Register of Members and Share Transfer Books of the Company in respect of Equity Shares of the Company will remain closed from 22.09.2010 to 23.09.2010 (both days inclusive).
9. Members are requested to intimate change in their addresses, if any to the company or its Share Transfer Agent, M/s Link Intime Spectrum Registry Ltd., A-31, 3rd Floor, Naraina Industrial Area, Phase - 1, New Delhi - 110028
10. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.

Explanatory Statement pursuant to Section 173(2) of the Companies Act 1956

Item No. 4

Mr. Sanjay Jain

Mr. Sanjay Jain is proposed to be appointed as Director of the Company. He is a graduate with a Bachelor of Engineering (Mechanical) degree from Indian Institute of Technology, Roorkee. He has over 15 years of experience in industries such as sandal based perfumery, aromatic compounds and also experience in banking and implementation of projects and liaison with Government Agencies.

Other information:

Name of Director	Mr. Sanjay Jain
Date of Birth	30.05.1964
Qualification	B.E (Mechanical) from Roorkee University
Directorship held in other Companies Board	<ul style="list-style-type: none">• Surya Vinayak Industries Limited• Svil Mines Limited• Surya Vinayak Agro Industries Limited• Allied Perfumers Private Limited• Surya Vinayak Hospitalities Pvt Limited.• Surya Vinayak Wellness Limited• Svil Brand Holdings Private Limited
Committee Membership	Nil
Shareholding in the Company (Equity Shares)	109750 (6.99 %)
Relationship with other Directors.	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Sanjay Jain.

Item No. 5

Mr. Rajiv Jain

Mr. Rajiv Jain is proposed to be appointed as Director of the Company. He is a graduate with a B. Com degree from Delhi University, Delhi. He has over 12 years of experience in industries such as sandal based perfumery and aromatic compounds.

Other information:

Name of Director	Mr. Rajiv Jain
Date of Birth	11.05.1968
Qualification	B. Com from Delhi University
Directorship held in other Companies Board	<ul style="list-style-type: none">• Surya Vinayak Industries Limited• Svii Mines Limited• Surya Vinayak Agro Industries Limited• Allied Perfumers Private Limited• Surya Vinayak Hospitalities Pvt Limited.• Surya Vinayak Wellness Limited• Svii Brand Holdings Private Limited
Committee Membership	Nil
Shareholding in the Company (Equity Shares)	122208 (7.78 %)
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Rajiv Jain.

Item No. 6

Mr. Sanjeev Agarwal

Mr. Sanjeev Agarwal is proposed to be appointed as Director of the Company. He is a graduate with a B.Com. degree from Meerut University, Meerut in the year 1987 and also a Chartered Accountant. He has over 12 years of experience as finance officer and experience in the field of Finance & Accounts.

Other information:

Name of Director	Mr. Sanjeev Agarwal
Date of Birth	01.05.1969
Qualification	B. Com and Chartered Accountant
Directorship held in other Companies Board	<ul style="list-style-type: none">• Surya Vinayak Industries Limited• Surya Vinayak Agro Industries Limited• Allied Perfumers Private Limited• Surya Vinayak Wellness Limited
Committee Membership	Member of Audit Committee in Surya Vinayak Industries Ltd
Shareholding in the Company (Equity Shares)	NIL
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Sanjeev Agarwal.

Item No. 7

Mr. Ramesh Kumar Sareen

Mr. Ramesh Kumar Sareen is proposed to be appointed as Director of the Company. He is a B.A. from Delhi University, Delhi and LL.B from Lucknow University. He has overall 42 years of experience in the banking sector. He has previously served in Punjab & Sind Bank in different posts and retired as a General Manager (Personnel) in the year 2004.

Other information:

Name of Director	Mr. Ramesh Kumar Sareen
Date of Birth	26.09.1944
Qualification	B.A and LL.B
Directorship held in other Companies Board	<ul style="list-style-type: none">• Surya Vinayak Industries Limited• SviI Mines Limited• Surya Vinayak Agro Industries Limited• Allied Perfumers Private Limited• Surya Vinayak Hospitalities Pvt Limited.• Surya Vinayak Wellness Limited
Committee Membership	Member of Audit Committee in SVIL Mines Ltd
Shareholding in the Company (Equity Shares)	NIL
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Ramesh Kumar Sareen

Item No. 8

Mr. Sudhindra Kumar Jain

Mr. Sudhindra Kumar Jain is proposed to be appointed as Director of the Company. He is M.Com, LL.B and also a Chartered Accountant. He is currently member of the Institute of Chartered Accountants of India, Institute of Internal Auditors Incorporated, U.S.A, and holds a post of Founder Secretary in National (Direct Tax) Tribunal Bar Association. Sh. Jain also served as a member in the Disciplinary Committee of the Uttar Pradesh Stock Exchange Association Limited for a period of two years. Further, he was nominated as part-time non-official Director of Punjab and Sind Bank from 2003-2006.

Other information:

Name of Director	Mr. Sudhindra Kumar Jain
Date of Birth	23.05.1956
Qualification	M. Com, LL.B. & Chartered Accountant
Directorship held in other Companies Board	<ul style="list-style-type: none">• Uttar Pradesh Stock Exchange Association Ltd• Mirza International Ltd• Surya Vinayak Industries Ltd
Committee Membership	<ul style="list-style-type: none">• Chairman of Audit Committee in Surya Vinayak Industries Ltd• Member of Audit Committee in Uttar Pradesh Stock Exchange Association Ltd• Chairman of Audit Committee in Mirza International Ltd
Shareholding in the Company (Equity Shares)	NIL
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Sudhindra Kumar Jain.

Item No. 9

Mr. Kamal Kishore Gupta

Mr. Kamal Kishore Gupta is proposed to be appointed as Director of the Company. He is a Chartered Accountant. He has a strong financial background having more than three decade of experience. He has indepth knowledge of finance and banking and been associated with several reputed companies and conducted various statutory audits.

Other information:

Name of Director	Mr. Kamal Kishore Gupta
Date of Birth	12-12-1945
Qualification	Chartered Accountant
Directorship held in other Companies Board	<ul style="list-style-type: none">• Allied Perfumers Private Ltd• U.V. Asset Reconstruction Company Ltd.• SVIL Mines Ltd• Surya Vinayak Industries Ltd
Committee Membership	<ul style="list-style-type: none">• Member of Audit Committee in Surya Vinayak Industries Ltd• Member of Audit Committee in SVIL Mines Ltd
Shareholding in the Company (Equity Shares)	NIL
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Kamal Kishore Gupta

Item No. 10

Mr. Sateesh Jain

Mr. Sateesh Jain is proposed to be appointed as Director of the Company. He is a Chartered Accountant. He has a strong financial background having more than 12 years of experience. He has indepth knowledge of finance and banking.

Other information:

Name of Director	Mr. Sateesh Jain
Date of Birth	29.12.1973
Qualification	Chartered Accountant
Directorship held in other Companies Board	<ul style="list-style-type: none">• SVIL Mines Ltd• SVIL Agro Pte. Ltd (Singapore)
Committee Membership	<ul style="list-style-type: none">• Member of Audit Committee in SVIL Mines Ltd
Shareholding in the Company (Equity Shares)	NIL
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Sateesh Jain

Item No. 11

Mr. Rohit Chowdhary

Mr. Rohit Chowdhary is proposed to be appointed as Director of the Company. He is a graduate with a Bachelor of Commerce degree from Delhi University, Delhi. He has more than 14 years of experience in the field of herbs, essential oil & perfumery compounds.

Other information:

Name of Director	Mr. Rohit Chowdhary
Date of Birth	12.09.1969
Qualification	B.Com
Directorship held in other Companies Board	<ul style="list-style-type: none">• Surya Vinayak Industries Limited• Surya Vinayak Agro Industries Limited• Allied Perfumers Private Limited• Surya Vinayak Wellness Limited• SVIL Agro Pte.Ltd (Singapore)
Committee Membership	NA
Shareholding in the Company (Equity Shares)	NIL
Relationship with other Directors	No Relation

The above mentioned resolutions and connected documents are open for inspection at the registered office of the Company on any working day during office hours.

None of the Directors are interested in the proposal of appointment of Mr. Rohit Chowdhary.

DIRECTORS REPORT

To
The Members,

Your Directors have pleasure in presenting the Annual Report along with the audited statement of Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS

ITEM	As on 31 st March, 2010 (in INR)	As on 31 st March, 2009 (in INR)
Sales & other Income	Nil	121,500
Expenditure	236,000	130,683
Profit / Loss before depreciation and tax	(236,000)	(9,183)
Tax	Nil	Nil
Profit / Loss after tax and depreciation	(236,000)	(9,183)
Profit brought forward	2,021,071	2,030,254
Balance carried to balance sheet	1,785,071	2,021,071

PERFORMANCE REVIEW

During the year, the Company has not conducted any business. Company is a going concern despite of any business, administrative expenditure has been incurred which resulted into a loss of Rs. 236,000/-.

BUSINESS HIGHLIGHTS

During the year Mr. Sanjay Jain & Mr. Rajiv Jain have entered into an Share Purchase Agreement with the Promoters of the Company to acquire their entire shareholding constituting 2,93,400 fully paid up Equity Shares of Rs.10 each representing 18.69% of the total paid up equity share capital of the Company and consequently have made the Open Offer to the shareholders of the Company in terms of SEBI (SAST) Regulations, 1997. The Offer formalities under SEBI (SAST) Regulations, 1997 were completed on August 06, 2010 except the transfer of shares in the name of Mr. Sanjay Jain & Mr. Rajiv Jain.

In the Current industry the Company is suffering losses and no major business has been transacted during the last three years. The acquirers pursuant to the acquisition propose to change the line of activity and desire to carry on the business of 'Personal Care Products and Related Services' on the basis of their affluent experience in the said business line.

MATERIAL CHANGES AFTER THE BALANCE SHEET DATE

Your Company has submitted an application for de-registration as an NBFC on the grounds that the Company has cease to carry on the business of Non- Banking Financial Institution.

The Reserve Bank of India vide their order dated 03rd May 2010 has cancelled the Certificate of Registration as an NBFC.

DIVIDEND

The board regrets their inability to recommend any dividend to their shareholders.

DIRECTORS' RESPONSIBILITY STATEMENT

As per the requirement of section 217(2AA) of the Companies Act, 1956 with respect to Directors' responsibility statement, it is confirmed:

1. That in the preparation of the accounts for the financial year ended 31st March, 2010 the applicable accounting standards have been followed along with proper explanations relating to material departures;

2. That the Directors' have selected such accounting policies & applied them consistently & made judgments & estimates that were reasonable & prudent so as to give a true & 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.

3. That the Directors have taken proper & 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 & for preventing & detecting fraud & other irregularities.

4. That the Directors' have prepared the accounts of the Company for the financial year ended 31st March, 2010 on a going concern basis.

DEPOSITS

The Company has not accepted any deposits under Section 58A of the Companies Act, 1956 during the year under review.

DIRECTORS

Shri Jagadeesh Babu Ramanathan, Director retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for reappointment.

PARTICULARS OF EMPLOYEES:

During the financial year under review, none of the Company's employee was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956 read with The Companies (Particulars of Employees) Rules, 1975, and hence no particulars required to be disclosed in this report.

THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

Conservation of Energy:

Since the Company is not carrying on any business, therefore no step has been taken in this regard.

Research & Development activity and Absorption of Technology: N.A

Foreign Exchange-Earning /Outgo: Nil

LISTING STATUS AND NBFC STATUS

The equity shares of the company are presently listed on the Bombay Stock exchange (BSE).

Company was registered as a Non-Banking Financial Company ("NBFC") (Non-Deposit Accepting) with Reserve Bank of India (RBI) as per Certificate of Registration bearing No.B-14.01352. However, vide letter dated December 09, 2009, the board of directors of RLIL have filed the application for de-registration as NBFC. The Reserve Bank of India vide their order dated 03rd May 2010 has cancelled the Certificate of Registration as an NBFC.

AUDITORS

M/s B Aggarwal & Co, expressed their inability to continue as Statutory Auditors of the Company for the financial year 2010-2011, the Company requested M/s. Agarwal Kamal Kumar & Associates for their appointment as Statutory Auditors of the Company, which they accepted. The company has further received a certificate from them to the effect that their appointment, if made, would be within the limits prescribed under Section 224(1B) of the Companies Act, 1956.

The Company requests you to give consent for the appointment of M/s. Agarwal Kamal Kumar & Associates as the Statutory Auditors of the Company.

AUDITORS' REPORT

The Directors have gone through the Auditors report and are in agreement with the same.

COMPLIANCE CERTIFICATE

The Company has received a Compliance Certificate from the Practising Company Secretary under Section 383A (1) of Companies Act, 1956 and take note of the same.

CORPORATE GOVERNANCE:

The Company is seized of the concept of corporate governance and the principle underlying the same. As a part of good corporate governance, the company has already taken adequate steps to ensure conditions of Corporate Governance as contained in amended clause 49 of the Listing Agreement with the stock Exchange to the extent applicable. It had constituted committees including Share Transfer Committee, Investor Grievances Committee etc.

APPRECIATION

The Board places on record the continue patronage of its shareholders, Government agencies, Bankers, and Customers of the Company.

By Order of the Board

Place: New Delhi

Dated: 27.08.2010

Sd/-
(Dhirendra Nandlal Chaturvedi)
Director
(DIN-02219011)

Sd/-
(Harish Gupta)
Director
(DIN-00404639)

Vinod Aggarwal
B.Com. ACS

Vinod Aggarwal & Associates
Company Secretaries

COMPLIANCE CERTIFICATE

To,
The Members,
Rajdhani Leasing and Industries Limited
New Delhi

CIN: L85921DL1985PLC022478
Authorised Share Capital: Rs. 2,00,00,000
Paid-up Share Capital: Rs. 1,57,00,000

We have examined the registers, records, books and papers of RAJDHANI LEASING AND INDUSTRIES LIMITED as required to be maintained under the Companies Act, 1956 and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended as on 31st March, 2010. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. As per information & explanations provided to us, the Company has kept and maintained the registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. As per information & explanations provided to us, the Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities, as indicated therein, during the financial year ending on 31st March, 2010.
3. The Company being public limited Company, the comments are not required.
4. As per information & explanations provided to us, the Board of Directors duly met seven times as mentioned in Annexure 'C' to this certificate. In respect of these meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members and Share Transfer Books during the period from 28.09.2009 to 30.09.2009 (both days inclusive) and necessary compliance has been made in this respect.
6. As per information & explanations provided to us the Annual General Meeting for the financial year ended on 31.03.2009 was held on 30.09.2009 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Books maintained for the purpose.
7. As per information & explanations provided to us no Extraordinary General Meeting of the Company was held during the year under review.
8. The Company has not advanced any loan to its Directors and/or persons or firm or Companies referred to in Section 295 of the Act.
9. As per information & explanations provided to us the Company has not entered into contract falling within the purview of Section 297 of the Act.

1 LIG, Gayatri Enclave, RPS Colony, Madangir, New Delhi - 110 062
M: +91-9312084774 E-mail: vinod.aggarwalcs@gmail.com

Compliance Certificate for the financial year ended as on 31st March, 2010
Raidhani Leasing and Industries Limited
CIN: L05921DL1965PLC022478


10. As per information & explanations provided to us the Company has made entries in the register maintained under Section 301 of the Act during the financial year.
11. As per information & explanations provided to us there are no instances falling within purview of Section 314 of the Act. Hence, the Company was not required to obtain any approval from the Board of Directors, Members or Central Government, as the case may be.
12. As per information & explanations provided to us the Company has not issued any duplicate share certificates during the financial year.
13. As per information & explanations provided to us:
 - (i) The Company has delivered all certificates on lodgment thereof for transfer and transmission of shares or any other purpose in accordance with the provisions of the Act. There has been no allotment of securities during the financial year.
 - (ii) The Company was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
 - (iv) There are no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years.
 - (v) The Company has complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of Additional Directors, Alternate Directors and Directors to fill casual vacancy during the financial year. However, Mr. Dharendra Chaturvedi, Mr. Rakesh Kumar Bhalotia and Mr. Ravinder Kumar Batra, who were appointed as the Additional Directors, were regularized in the Annual General Meeting held on 30.09.2009.
15. As per the information provided, there was no instance falling within the provisions of Section 269 of the Act with regard to the appointment of Managing Director/ Whole time Director/ Managers.
16. As per information & explanations provided to us the Company has not appointed any sole-selling agent during the financial year.
17. As per information & explanations provided to us, the Company was not required to obtain any approval from the Central Government or any other authority concerned.
18. As per information & explanations provided to us the Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the Act and the rules made there under.
19. As per information & explanations provided to us the Company has not issued any Equity Shares, debentures or other securities during the financial year.
20. As per information & explanations provided to us the Company has not bought back any shares during the financial year.
21. As per information & explanations provided to us there was no redemption of preference shares or debentures during the financial year.

Compliance Certificate for the financial year ended on 31st March, 2010
Balshahi Luggage and Industries Limited
CIN: L85921DL1985PLC022476

22. As per information & explanations provided to us there was no transaction necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per information & explanations provided to us the Company has not invited/ accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not borrowed any amount from its Directors, Members, public, financial institutions and banks during the financial year.
25. The Company has not made loans and investments or provided security or given guarantee to other Body Corporate(s).
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the year under scrutiny.
31. As per information & explanations provided to us there was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for the offences under the Act.
32. As per information & explanations provided to us the Company has not received any money as security from its employees during the financial year.
33. The Company has not constituted a separate Provident Fund Trust for its employees/class of officers as contemplated under Section 418 of the Act.

Date: 11.08.2010
Place: New Delhi

For Vinod Aggarwal & Associates
Company Secretaries


Vinod Aggarwal, P
CP No: 8816



Compliance Certificate for the financial year ended as on 31st March, 2010
Raidhani Leasing and Industries Limited
CIN: L65921DL1985PLC022476

Annexure A

S. No.	Registers maintained by the Company	U/s
1.	Register of Members	150
2.	Minutes Book of General and Board Meetings	193
3.	Books of Accounts and Annual Returns	209 and 159
4.	Register of Particulars of Contracts in which Directors are interested	301
5.	Register of Directors, Managing Director, Secretary and Manager	303
6.	Register of Directors' Shareholding	307
7.	Register of Share Transfer	

Annexure- B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities during the financial year ended on 31st March, 2010.

S. No.	Form No.	Authority with whom forms & returns filed	Filed U/s	Remarks
1.	Form-23AC and 23ACA (Balance Sheet and Profit & Loss A/c for the year ended 31.03.2008)	ROC	220	Annual General Meeting : 30.09.2008 Filing Date : 19.03.2010 SRN No. : P46578100*
2.	Form-23AC and 23ACA (Balance Sheet and Profit & Loss A/c for the year ended 31.03.2009)	ROC	220	Annual General Meeting : 30.09.2009 Filing Date : 13.02.2010 SRN No. : P45731932*
3.	Form-20B (Annual Return for FY 31.03.2009)	ROC	159	Annual General Meeting : 30.09.2009 Filing date : 23.02.2010 SRN No. : P45970480*
4.	Form-20B (Annual Return for FY 31.03.2009)	ROC	159	Annual General Meeting : 30.09.2009 Filing date : 27.02.2010 SRN No. : P46103461*
5.	Form-66 (Compliance Certificate for FY 31.03.2008)	ROC	383A	Annual General Meeting : 30.09.2008 Filing date : 09.03.2010 SRN No. : P46325353*
6.	Form-66 (Compliance Certificate for FY 31.03.2009)	ROC	383A	Annual General Meeting : 30.09.2009 Filing date : 12.02.2010 SRN No. : P45722477*
7.	Form 32	ROC	303	Date of Event : 30.09.2009 Filing Date : 11.02.2010 SRN : A78327426*

* filed late with the additional fees.

VA

Compliance Certificate for the financial year ended as on 31st March, 2010
Baidhan Leasing and Industries Limited
CIN: L8521DL1845PLC022478

Annexure- C

Dates on which Board Meetings held

S. No.	Date of Board Meeting
1.	20.04.2009
2.	30.07.2009
3.	05.09.2009
4.	01.12.2009
5.	30.01.2010
6.	24.02.2010
7.	03.03.2010

Date: 11.08.2010
Place: New Delhi

For Vinod Aggarwal & Associates
Company Secretaries


Vinod Aggarwal
CP No: 8816





The Members.

RAJDHANI LEASING & INDUSTRIES LIMITED

- 1 We have audited the attached Balance Sheet of M/s. Rajdhani Leasing & Industries Limited, New Delhi as on 31st March, 2010 and also the Profit & Loss Account of the company for the year ended on that date annexed thereto. These Financial Statements are 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 the auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
- 3 As required by the Companies (Auditor's Report) Order, 2003 as amended by Companies (Auditor's Report) Amendment 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 paragraphs 4 and 5 of the said order.
- 4 Further to our comments in the annexure referred to in above, we report that
 - a) We have obtained all the information and explanations, which to 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 these books.
 - c) The Balance Sheet and the Profit & Loss Account and Cash Flow Statements dealt with by this report are in agreement with books of accounts.
 - d) In our opinion, Balance Sheet and Profit & Loss Account and Cash Flow Statement comply with the Accounting Standards referred to in Sub section (3C) of section 211 of the Company Act, 1956.
 - e) On the basis of written representation received from Directors, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Company Act, 1956.
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said books of financial statements together with the notes thereon and attached thereto 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 at 31st March, 2010.
 - ii. In so far as it relates to Profit & Loss Account, of the Loss of the Company for the year ended on that date.
 - iii. In the case of the Cash Flow Statement, of the Cash Flow for the year ended on that date.

For B. AGGARWAL & CO.
CHARTERED ACCOUNTANTS



(KAPIL AGGARWAL)
PARTNER

New Delhi, 11th August, 2010

Annexure to the Auditors' Report
(Referred to in Paragraph (3) thereof)

1. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. However, the Company had no Fixed Assets since the end of the financial year ended on 31st March, 2010
2. Neither the company had any inventory since the beginning of this financial year under audit nor the company has done any business during the year
3. The Company has not granted or taken any loans, secured or unsecured, to or from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. However, the company has taken unsecured loan of Rs. 2,08,425/- from one of its directors covered in the register maintained under section 301 of the Companies Act, 1956. However, the terms and conditions of loan are prima-facially not prejudicial to the interest of the company.
4. In our opinion and according to the information and explanation given to us, the clause regarding adequate internal control procedures is not applicable to the company for this year as there was no sale and purchase of inventory or fixed assets during this year under audit
5. According to the information and explanation given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered and there is no transaction during the year exceeding to Rs. 5,00,000 or more with any party.
6. In our opinion and according to the explanation given to us, the company has complied with the directions issued by the Reserve Bank of India including Non-Banking Financial Companies (Reserve Bank) Directions, 1977, as amended from time to time. Even though, the company has not accepted any deposits from the public during this year under audit
7. In our opinion, the company has an adequate Internal Audit System Commensurate with the size and nature of its business
8. Maintenance of cost records has not been prescribed by the Central Government under section 209(i) (d) of the Companies Act, 1956.
9. (a) According to the information and explanation given to us, and on the basis of our examination of the Books of Accounts, the company has generally been regular in depositing its undisputed Statutory Dues including income-tax, sales tax, customs duty, investor education and protection fund and any other material statutory dues applicable to it with appropriate authorities during the year which are in arrear for a period of more than six months from the date they became payable
(b) According to the information and explanation given to us, no disputed dues payable in respect of income tax, sales tax, wealth tax, service tax, provident fund, customs duty, cess and any other statutory dues were in arrears as at 31st March, 2010
10. The company does not have any accumulated losses at the end of the financial year but the company has incurred cash losses of Rs. 2,36,000/- in the current financial year and Rs. 9,163/- in the year immediately preceding the current year.
11. According to information and explanations given to us, the company has neither taken any loan from financial institutions and a bank nor issued any debentures. Accordingly, clause 4(xi) of the order is not applicable for this year
12. According to information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities
13. According to information and explanations given to us, the Company is not a chit fund, nidhi or mutual benefit fund or a society
14. According to information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions



15. According to information and explanations given to us, the company has not raised any funds on short term basis during the financial year ending on 31st March, 2010
16. According to the information and explanations given to us no preferential allotment of shares has been made by the company to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956
17. The company has not issued any debentures.
18. The company has not raised any money by public issues during the year
19. According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

The other matters referred to in the order have not been reported upon, as they are not applicable to the Company

For B. AGGARWAL & CO.
CHARTERED ACCOUNTANTS

(KAPIL AGGARWAL)
PARTNER



Place: New Delhi
DATED: 11.08.2010

RAJDHANI LEASING & INDUSTRIES LIMITED		Sch.	AS AT	AS AT
Balance Sheet as at March 31, 2010		No.	31.03.2010	31.03.2009
I SOURCES OF FUND				
1 SHAREHOLDER'S FUND				
a) Share Capital	A	15,700,000	15,700,000	
b) Reserve & Surplus	B	2,325,541	2,561,541	
c) Secured Loan				
d) Unsecured Loan	C	208,425		
Total		18,233,966	18,261,541	
II APPLICATION OF FUNDS				
2 CURRENT ASSETS, LOANS & ADVANCES				
c) Cash and Bank Balances	D	18,301,381	18,301,381	
d) Loans & Advances	E	352,433	352,433	
		18,653,814	18,653,814	
Less: Current Liabilities & Provisions				
a) Current Liabilities	F	419,848	392,273	
b) Provisions	G			
		419,848	392,273	
Net Current Assets	Total	18,233,966	18,261,541	
Significant Accounting Policies and Notes to Accounts		K-L		

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR B. Aggarwal & Co.
CHARTERED ACCOUNTANTS

B. Aggarwal
Partner
M. No. 082908

Place :- New Delhi
Dated :- 11.08.2010






FOR & ON BEHALF OF THE BOARD

[Signature]
Director

[Signature]
Director

DIN-02219011

DIN-00161631

RAJPHANI LEASING & INDUSTRIES LIMITED		Schedule	AS AT	AS AT
Profit & Loss Account as at March 31, 2010		No.	31.03.2010	31.03.2009
INCOMES				
Other Income	H	-	-	121,500
				121,500
EXPENDITURES				
Personnel Expenditure	I	47,295	20,295	
Administrative & Other Expenditure	J	188,705	101,949	
Direct Exp.		-	8,439	
		236,000	130,683	
Profit/(Loss) Before Extra Ordinary & Non Recuring Items		(236,000)	(9,183)	
Profit/(Loss) Before Tax		(236,000)	(9,183)	
Less: Provision for:				
Income Tax				
Net Profit/Loss after Tax		(236,000)	(9,183)	
Appropriations of Profits				
Transferred to General Reserves		(236,000)	(9,183)	
Transferred to Statutory Fund as per RBI Guidelines				
Significant Accounting Policies & Notes on Accounts	K+L			
AS PER OUR REPORT OF EVEN DATE ATTACHED				
FOR B. Aggarwal & Co. CHARTERED ACCOUNTANTS		FOR & ON BEHALF OF THE BOARD		
 Kapil Aggarwal Partner M. No.082908		 Director  Director		
Place : New Delhi Dated: - 11.08.2010		DIN - 022 19011 DIN - 00161631		

RAJHANI LEASING & INDUSTRIES LIMITED		As at	As at
Schedules to Balance Sheet as at March 31, 2010		31.03.2010	31.03.2009
SCHEDULE - A			
SHARE CAPITAL			
Authorised Capital: 2,000,000 equity Shares of Rs. 10/- each		20,000,000	20,000,000
Issued, Subscribed & Paid Up 1,600,000 equity share @ Rs.10/- each		16,000,000	16,000,000
Less: Allotment Money in Arrears in respect of 30,000		101,255	101,255
Less: Shares Forfeited 30,000 Shares		198,745	198,745
		15,700,000	15,700,000
SCHEDULE - B			
RESERVE & SURPLUS			
Capital Reserve			
Balance as per Last Balance Sheet		198,745	198,745
Add: Transferred During the Year			
Total		198,745	198,745
General Reserves			
Balance as per Last Balance Sheet		2,021,071	2,030,254
Less: Transferred to Statutory reserve Fund during the year		(216,000)	(9,183)
Add: Transferred from Profit & Loss Account			
Total		1,785,071	2,021,071
Statutory Reserve			
Balance as per Last Balance Sheet		341,725	341,725
Add: Transferred From Profit & Loss Account			
Total		341,725	341,725
Grand Total		2,325,541	2,561,541
SCHEDULE - C			
Unsecured Loan			
From Directors		208,425	
Total		208,425.00	
SCHEDULE - D			
Cash & Bank Balances			
Cash In Hand		705	705
Balance with Schedule Banks- In Current Accounts		18,300,676	18,300,676
Total		18,301,381	18,301,381



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Schedule - E		
Loans & Advances (Unsecured unless otherwise stated and considered Good)		
Tax Deducted at Sources	227,992	227,992
Advance Tax 2004-05	3,029	3,029
Advance Tax 2005-06	120,901	120,901
Advance FBT 2005-06	511	511
Total	352,433	352,433
SCHEDULE - F		
Current Liabilities		
Sundry Expenses Payable	331,801	331,801
Audit Fees payable	38,811	11,236
Due to Directors	49,236	49,236
Total	419,848	392,273
SCHEDULE - G		
Provisions For Taxation		
Provision for FBT		
Provisions For Income Tax		
Total	-	-
SCHEDULE - H		
Other Income		
Misc. / Consultancy Income		121,500
Total		121,500
SCHEDULE - I		
Personnel Expenditure		
Salary & Wages	47,295	20,295
Total	47,295	20,295
SCHEDULE - J		
Administrative & Other Expenses		
Auditor Remuneration in respect of		
Audit Fees	23,575	11,236
Taxation Matters		
Bank Charges		6,052
Electricity Expenses	12,574	2,475
Legal & Professional Charges	70,470	5,000
Listing & Roc Filing Exp.	45,500	74,500
Miscellaneous Expense	5,780	1,441
Printing & Stationery	5,740	1,245
Tour, Travelling & Conveyance Exp.	10,526	
Accounting Charges	10,590	
Total	188,705	101,949



RAJDIANI LEASING & INDUSTRIES LTD. NEW DELHI

SCHEDULE K

SIGNIFICANT ACCOUNTING POLICIES

1. ACCOUNTING ASSUMPTION

The accounts have been prepared to comply in all material aspects with applicable Accounting Principles in India, the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and the relevant provisions of the Companies Act, 1956.

2. REVENUE RECOGNITION

The Company follows mercantile systems of accounting and recognize income and expenditure on accrual basis. Interests on Investments are booked on a time proportion basis taking into account the amounts invested and the rate of interest. The interest on overdue payments has been accounted for on receipt only, as these are doubtful nature as per management perception.

3. LOANS & ADVANCES

Loans & Advances are stated after making adequate provisions for doubtful debts as per provisions of Prudential Norms issued by RBI for Non Banking Financial Companies or otherwise. No interest has been accounted for in this financial year.

4. TAXATION

Provisions for current income Tax liability is made on estimated taxable income under Income Tax Act, 1961 after considering permissible tax Exemptions, Deductions and Disallowances. This liability is calculated at the applicable tax rate or minimum alternate Tax rate 1/4 115 JB of the Income Tax Act, 1961 as the case may be.

SCHEDULE L

NOTES TO ACCOUNTS

1. Director's Remuneration for the year ended:	2009	2010
	Nil.	Nil.
2. Auditor's Remuneration for the year ended:	2009	2010
Audit Fee	10,000	25,000
Service Tax	1,236	2,575
	<u>11,236</u>	<u>27,575</u>



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3. Additional information pursuant to part II of Schedule VI of Companies Act, 1956 :

	2009	2010
a) Licensed Capacity	N.A.	N.A.
b) Installed Capacity	NIL.	NIL.
c) Production	NIL.	NIL.

4. Segment wise Revenue & Results : NIL.

5. As required under the provisions of Accounting Standards 4, issued by Institute of Chartered Accountants of India, there are no reportable contingencies and events occurring after the Balance sheet date.

6. The company has not commenced the commercial activities and is under project development stage. The expenses incurred during the year have been accounted for in the project development account. These expenses shall be bifurcated and appropriated to respective heads in the year of commencement of commercial activities/production.

7. There was no foreign Exchange transactions of any kind recorded during the year under reporting.

8. During the year under consideration, no Depreciation is charged, as no Fixed Assets was installed or put to use during the year.

9. Earning Per Share

Earning per share is calculated by dividing the profit attributable to the equity shareholders by the number of equity shares outstanding during the year. The number of shares used in calculating basic and diluted earnings per equity share are as stated below:

	Year Ended 31.03.2009	Year Ended 31.03.2010
Profit/Loss after taxation and before exceptional items	(9,183)	(2,36,000)
Profit/Loss after taxation	(9,183)	(2,36,000)
Number of shares	15,70,000	15,70,000
Profit/(Loss) per share before exceptional items	Basic/ Diluted (0.01)	(0.15)
Profit/(Loss) per Share	Basic/ Diluted (0.01)	(0.15)
Face Value per share (Rs.)	10	10

10. I. The Company had no outstanding dues to any small scale industrial undertaking as at the balance sheet date.

II. During the financial year under reporting no interest was paid by the Company in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006. Further, all the payments were made to the suppliers on or before appointed day.



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III. During the financial year, there is no reportable amount of interest due and payable, accrued and remaining unpaid, payable during the reporting year and preceding years in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006

IV. According to the provisions of the Micro, Small and Medium Enterprises Development Act, 2006, there is no micro and small enterprises supplier, to whom the Company owes dues, which are outstanding beyond prescribed period as at the Balance sheet date.

V. As at the Balance Sheet date, in accordance with the provisions of The Micro, Small and Medium Enterprises Development Act, 2006, the Company has the following unpaid amount, categorized as current liability in Balance Sheet, to :

Particulars	As at 31.03.2010	As at 31.03.2009
Total outstanding dues including Interest, of Creditors other than micro and small Enterprises	4,19,848	3,92,273
Total outstanding dues including Interest, of micro and small Enterprises	-	-

11. Since the Company does not have any significant business transaction, therefore, in the financial statements of the year under reporting, the additional information required to be given as per Schedule VI of Companies Act, 1956, are either NIL or NOT Applicable.
12. The comparative figures for the previous year have been rearranged wherever required to conform to the revised presentation of accounts.
13. The above Accounting policies and Notes to Accounts form an integral part of Balance Sheet and Profit and Loss Account.

As Per Our Report of Even Date Attached

For B. Aggarwal & Co.
CHARTERED ACCOUNTANTS



(Kapil Aggarwal)
PARTNER
M. No. 82908

(DIRECTOR)

For & On Behalf of the Board

(DIRECTOR)

Place: New Delhi
Date: August 11, 2010

DIN - 02219011

DIN - 00161631