

P.K. SINGH & ASSOCIATES

RZA-17, Sitapuri Extension, Part-I, Gali No.1, Delhi-110045

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AUDITOR'S REPORT

To The Members of
Franklin Leasing and Finance Private Limited

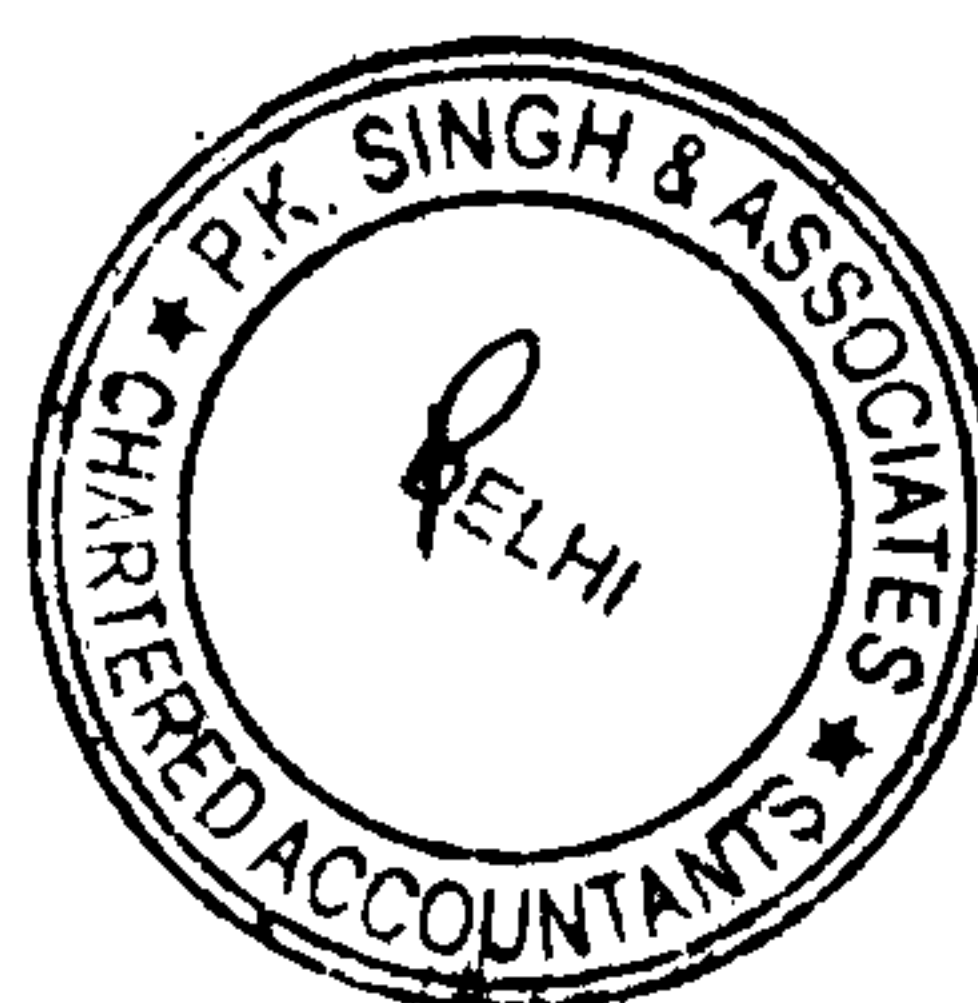
We have audited the attached Balance Sheet as at 31st March, 2012 and also the Profit and Loss Account & the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting, principles used and significant estimates made by management, as well as evaluation the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 as amended by the Companies (Auditor's Report) (Amended) 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.

Further to our comments in the Annexure referred to above, we report that :

- (i) 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;
- (ii) 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.
- (iii) The Balance Sheet and profit and Loss Account and the cash flow statements dealt with by this report are in agreement with the books of account.
- (iv) In our opinion, the Balance Sheet and Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- (v) On the basis of written representations received from the directors, as on 31st March, 2012 and taken on records by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) section 274 of the Companies Act, 1956.



- (vi) In our opinion and to the best of our information and according to the explanations 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;
- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012; and
- (b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- (c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

Place : New Delhi
Date : 31.08.2012



For P.K. Singh & Associates
Chartered Accountants


(Prakash Kumar Singh)
Proprietor

P.K. SINGH & ASSOCIATES

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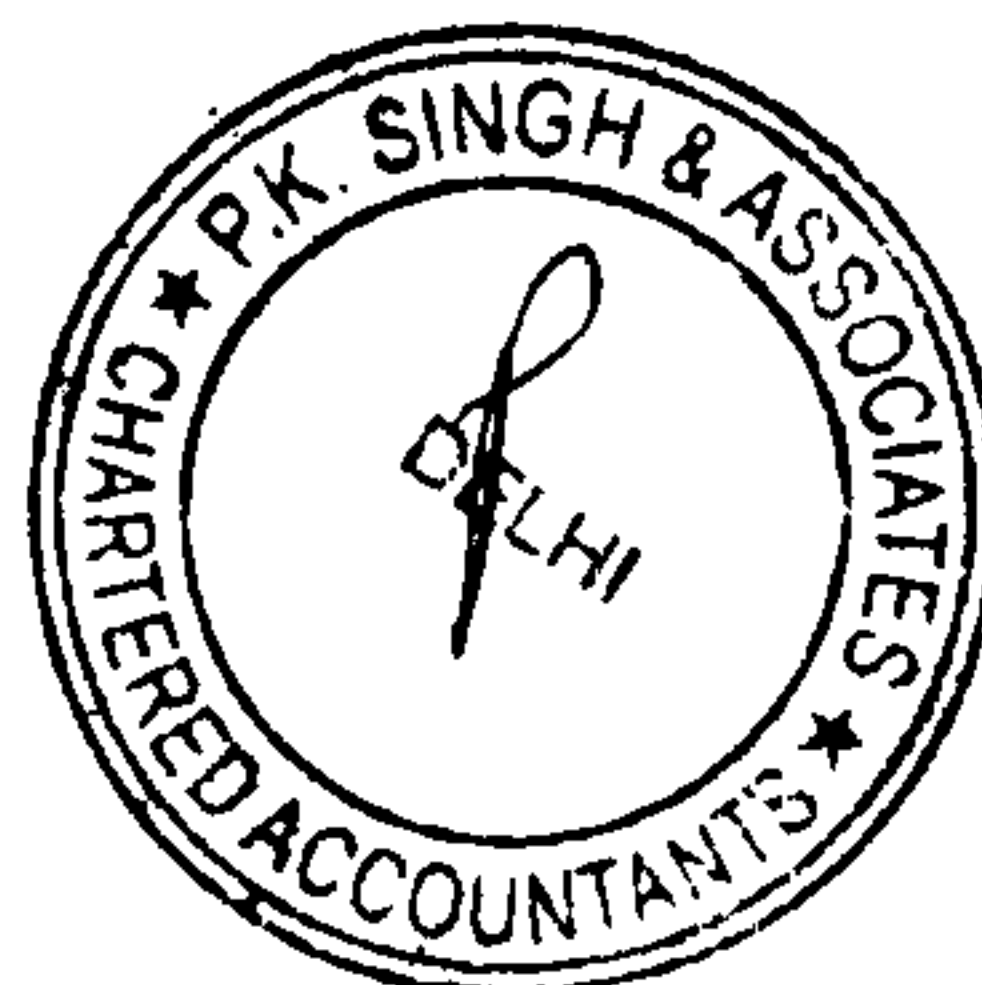
Annexure to Auditors Report

Referred to in Paragraph 3 of our report of even date

1. In respect of its fixed assets:
 - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such physical verification.
 - c) In our opinion, the company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the company is not affected.
2. The company does not have any inventory during the year.
3. In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956:
 - a) In our opinion, and according to the information and explanation given to us, the company has not granted any loans, secured or unsecured during the year to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements as per clause (iii) (e) of paragraph 4 of the order are not applicable in case of the company.
 - b) The Company has not taken any loans, secured or unsecured during the year from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the requirements as per clause (iii) (f) and (iii) (g) of paragraph 4 of the order are not applicable in case of the company.
4. In our opinion, and according to the information and explanation given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods or services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. As explained and according to information given to us there has not been any contract or arrangement referred to in section 301 of the Act, particulars of which need to be entered in the register required to be maintained under section 301 of the Companies Act, 1956.
6. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (vi) of paragraph 4 of the Order are not applicable to the company.
7. In our opinion, the Company has an internal audit system commensurate with the size of the company and the nature of its business.



8. The cost record maintained by the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956 are not applicable to the company.
9. In respect of statutory dues:
 - a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, there are no undisputed amount payable in respect of the aforesaid statutory dues were outstanding as at 31.03.2012 for a period of more than six months from the date of becoming payable.
 - b) According to the information and explanations given to us, there are no outstanding statutory dues on the part of company which is not deposited on account of dispute.
10. The company does not have accumulated losses at the end of financial year. The company has not incurred any cash losses during the financial year covered by the audit and in the immediately preceding financial year.
11. According to the information and explanations given to us the company has not taken any loan from any financial institution or bank or debenture holder.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities, and in our opinion, adequate documents and records are maintained.
13. The Company is not a chit fund, nidhi or mutual benefit society. Therefore, the provisions of clause (xiii) of paragraph 4 of the Order are not applicable to the Company.
14. The Company has kept adequate records of its transactions and contracts in shares, securities, debentures and other investments and timely entries have been made therein. The shares, securities, debentures and other investments held by the company, in it's own name.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by other from bank or financial institutions.
16. As per information and explanations given to us, the company has not obtained any term loans during the year and no term loans are outstanding on the company at the end of year.
17. According to the information and explanations given to us, no funds raised on short-term basis have been used for long-term investment.
18. 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.
19. The company has not issued any debentures. Hence the requirements of clause (xix) of paragraph 4 of the Order is not applicable to the company.
20. As explained to us, the management has disclosed on the end use of money raised by public issues and the same has been verified.



21. According to the information and explanations given to us, a fraud on or by the company has not been noticed or reported during the year.

As per Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 1998 issued by Reserve Bank of India vide Notification No. DFC 117/DG(SPT)-98 dated January 2, 1998, we further report to the extent to which matters specified therein are applicable to the company that :

- (i) The company is a Non-Banking Financial Company not accepting public deposit and the certificate of registration no. B-14-02383 dated 22.05.2001 from Reserve Bank of India has been issued to the company.
- (ii) The Board of Directors of the company has passed a resolution for the non-acceptance of any public deposits.
- (iii) The company has not accepted any public deposits during the relevant year.
- (iv) The company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to it.

Place : New Delhi
Date : 31.08.2012



For P.K. Singh & Associates
Chartered Accountants


(Prakash Kumar Singh)
Proprietor

FRANKLIN LEASING & FINANCE PRIVATE LIMITED

BALANCE SHEET AS ON 31ST MARCH, 2012

Particulars	Notes	31st March 2012 (Rupees)	31st March 2011 (Rupees)
<u>EQUITY AND LIABILITIES</u>			
Shareholders' fund			
Share Capital	3	7,224,000.00	7,224,000.00
Reserves and Surplus	4	284,781,601.63	284,744,960.00
Current liabilities			
Trade Payables	5	1,132,500.00	2,000.00
Short-Term Provisions	6	16,476.00	885.00
Total		293,154,577.63	291,971,845.00
<u>ASSETS</u>			
Non-Current Assets			
Fixed Assets	7	22,920.00	26,648.00
Deffered Tax Assets		2,363.00	1,688.00
Capital & amortised expenses not w/off	8	64,830.40	-
Current Assets			
Current Investments	9	253,025,000.00	290,950,000.00
Trade Receivable	10	-	17,420.00
Cash and Cash Equivalents	11	434,550.23	976,089.00
Short- term loan and advances	12	39,604,914.00	-
Total		293,154,577.63	291,971,845.00

Summary of significant accounting polices 2

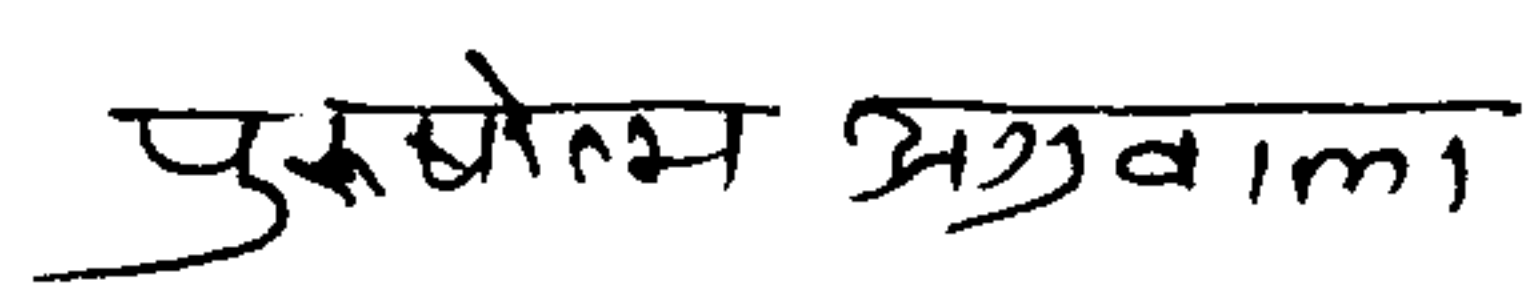
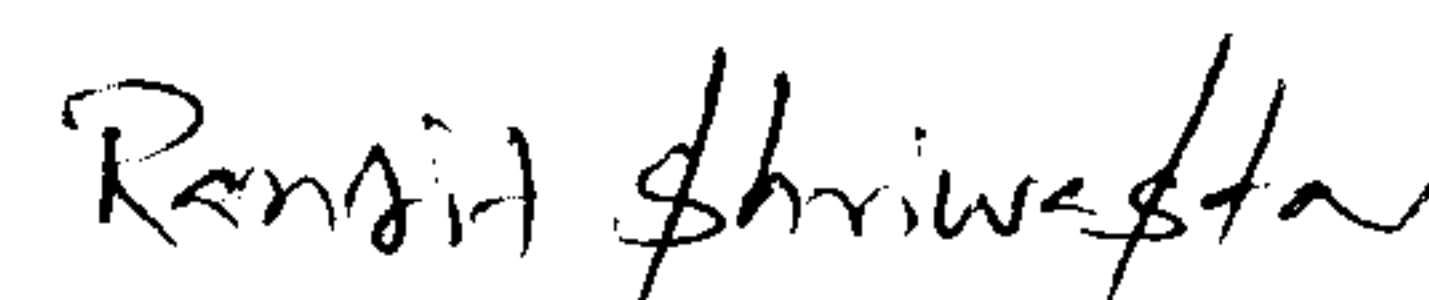
The accompanying notes are an integral part of the financial statements.
As per our report of even date,

For P.K. Singh & Associates
Chartered Accountants


Prakash Kumar Singh
Proprietor



For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

 
Purushotam Agarwal Ranjit Srivastva
Director Director

Place : New Delhi
Date : 31.08.2012

FRANKLIN LEASING & FINANCE PRIVATE LIMITED

STATEMENT OF TRADING & PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2012

Particulars	Notes	From 1st April 2011 to 31st March 2012 (Rupees)	From 1st April 2010 to 31st March 2011 (Rupees)
A. CONTINUING OPERATIONS			
Income			
Revenue from operations	13	537,354.00	18,500.00
Total Revenue (I)		537,354.00	18,500.00
Expenses			
Employee benefit expenses	14	331,420.00	-
Depreciation & amortise expenses	15	19,935.60	4,336.00
Other administrative expenses	16	132,678.77	11,300.00
Total (II)		484,034.37	15,636.00
Profit/ (loss) before tax (I - II)		53,319.63	2,864.00
Tax expenses			
Current Tax		16,476.00	885.00
Deferred tax		(675.00)	(782.00)
Total Tax Expenses		15,801.00	103.00
Profit/ (loss) for the year after tax		37,518.63	2,761.00
Add: Last year adjustment			(1,007.00)
Less: amount transfer to General Reserve		7,504.00	-
Net profit transfer to appropriation		30,014.63	1,754.00
Earning per share (EPS)			
[nominal value of share Rs. 10/-]			
Basic		0.0321	0.0024
Diluted		0.0321	0.0024
Summary of significant accounting polices	2		

The accompanying notes are an integral part of the financial statements.

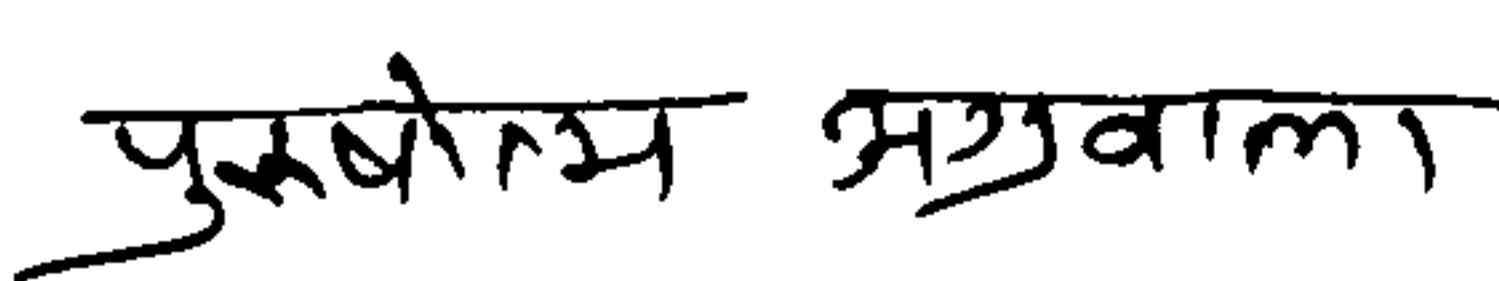
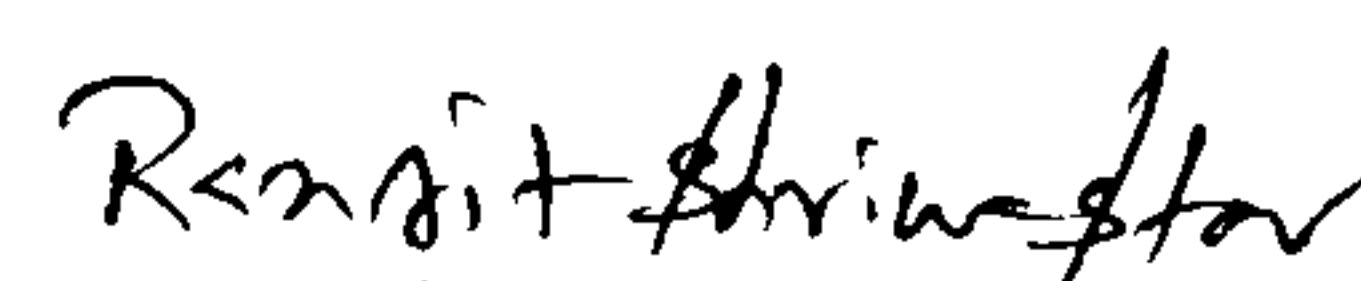
As per our report of even date

For P.K. Singh & Associates
Chartered Accountants


Prakash Kumar Singh
Proprietor



For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

 
Purushotam Agarwal Ranjit Srivastva
Director Director

Place : New Delhi
Date : 31.08.2012

FRANKLIN LEASING & FINANCE PRIVATE LIMITED
CASH FLOW STATEMENT FOR THE PERIOD ENDED ON 31ST MARCH, 2012

	For the year ended 31st March 2012 (Rupees)	For the year ended 31st March 2011 (Rupees)
CASH FLOW FROM OPERATING ACTIVITIES		
Net profit before tax and after extra-ordinary items (As per profit & loss account)	73,255.23	7,200.00
Adjustments for items not included	-	(1,007.00)
Operating Profit before working capital changes	73,255.23	6,193.00
Working capital adjustments: -		
(Increase)/ decrease in current loans and advances	(39,604,914.00)	550,396.00
(Increase)/ decrease in Trade receivables	17,420.00	-
(Increase)/ decrease in inventories	-	-
Increase/ (decrease) in current liabilities	1,130,500.00	(11,000.00)
Cash generated from operations	(38,383,738.77)	545,589.00
Direct Taxes Paid	(1,762.00)	(816.00)
Net cash flow from operating activities (A)	(38,385,500.77)	544,773.00
CASH FLOW FROM INVESTING ACTIVITIES		
(Increase)/ decrease in investments	37,925,000.00	(258,200,000.00)
Expenses for capital expenses	(81,038.00)	-
Purchase of fixed assets	-	-
Net cash flow from investing activities (B)	37,843,962.00	(258,200,000.00)
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	-	258,250,000.00
Increase/ (decrease) in share application money	-	-
Net cash flow from financing activities (C)	-	258,250,000.00
Net cash flow during the year (A + B + C)	(541,538.77)	594,773.00
Add: Opening cash and cash equivalents	976,089.00	381,316.00
Closing cash and cash equivalents	434,550.23	976,089.00
Components of cash and cash equivalents		
Cash in hand	142,582.23	956,089.00
Deposit with banks in current accounts	291,968.00	20,000.00
Toal cash and cash equivalents (note 8)	434,550.23	976,089.00
	(0.00)	-

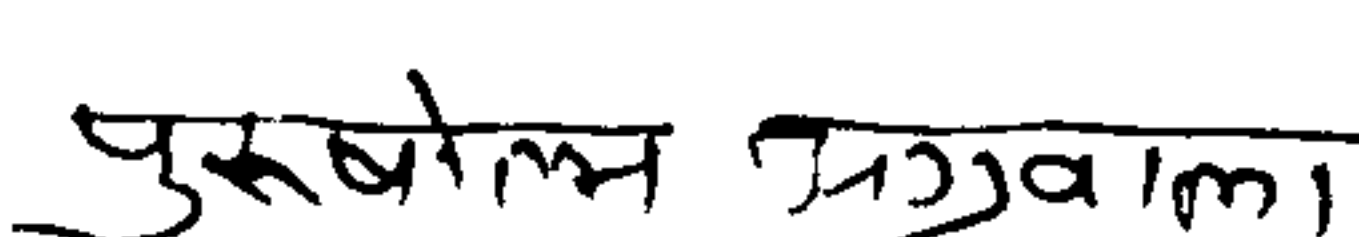

The accompanying notes are an integral part of the financial statements.
As per our report of even date

For P.K. Singh & Associates
Chartered Accountants


Prakash Kumar Singh
Proprietor



For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

 
Purushotam Agarwal Ranjit Srivastva
Director Director

Place : New Delhi
Date : 31.08.2012

FRANKLIN LEASING AND FINANCE PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR
THE PERIOD FROM 1ST APRIL 2011 TO 31ST MARCH 2012

1. Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended from time to time) and the relevant provisions of the Companies Act, 1956.

The financial statements have been prepared on accrual basis and under the historical cost convention. The accounting policies not specifically referred, are consistently applied from the past accounting periods.

2. Summary of significant accounting policies

a. Changes in accounting policy

During the year ended 31ST March 2012, the revised Schedule VI notified under the Companies Act, 1956, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it only impact on the presentation and disclosures made in the financial statements. The company has also reclassified previous year's figure in accordance with the requirements applicable for the current year.

b. Revenue recognition

Having regard to the size, nature and level of operation of the business, the company is applying accrual basis of accounting for recognition of income earned and expenses incurred in the normal course of business.

c. Fixed assets:

Fixed Assets are valued at cost of purchase and/or construction as increased by necessary expenditure incurred to make them ready for use in the business.

d. Inventories

The company does not have any Inventories during the year.

e. Depreciation

The company charged depreciation on its fixed assets on WDV method as per rates prescribed under Schedule XIV of the Companies Act, 1956.


f. Taxes on income

Current taxes on income have been provided by the Company in accordance with the relevant provisions of the Income Tax Act, 1961. Deferred Taxes has been recognised on timing differences between accounting income and taxable income subject to consideration of prudence.

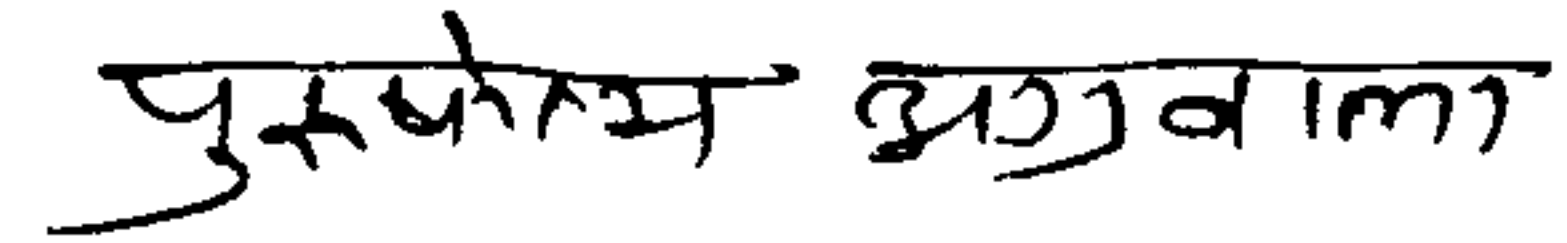
Signed for the purpose of Identification

For and on behalf of Board of Directors of
Franklin Leasing and Finance Private Limited

For P.K. Singh & Associates.
Chartered Accountants


Prakash Kumar Singh
Proprietor





Purushotam Agarwal
Director


Ranjit Srivastva
Director

Place : New Delhi
Date : 31.08.2012

FRANKLIN LEASING & FINANCE PRIVATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2011 TO 31ST MARCH 2012

3. Share capital	As at 31st March 2012 (Rupees)	As at 31st March 2011 (Rupees)
Authorised shares 72,250 Equity Shares of Rs.100/- each	7,225,000.00	7,225,000.00
Issued, subscribed and fully paid- up shares 72,240 Equity Shares of Rs.10/- each fully paidup	7,224,000.00	7,224,000.00
Total issued, subscribed and fully paid- up share capital	7,224,000.00	7,224,000.00

a. Reconciliation of Shares outstanding at the beginning and at the end of reporting period

	As at 31st March 2012		As at 31st March 2011	
	No.	(Rupees)	No.	(Rupees)
Share Capital at the beginning of the period	72,240	7,224,000.00	72,240	7,224,000.00
Issue during the period: - Equity share capital				
Outstanding at the end of the period	72,240	7,224,000.00	72,240	7,224,000.00

b. Terms and rights attached to equity shares

The company has issued only one class of equity share having a par value of Rs. 10 per share. Each holder of equity shares is entitled to vote per share. The company declares and pays dividend if any, in Indian Rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all the preferential amount. The distribution will be in proportion to the number of equity shares held by the shareholder.

c. Details of shareholders holding more than 5% shares in the company
(as per list attached)

4. Reserves and surplus	As at 31st March 2012 (Rupees)	As at 31st March 2011 (Rupees)
<u>Securities premium account</u>		
Opening balance	285,180,000.00	32,095,000.00
Add: Premium on share capital (note 3)	-	253,085,000.00
Less: Utilized/ transfer during the period	-	-
Closing balance	285,180,000.00	285,180,000.00
<u>Capital Reserve Fund</u>		
Opening balance	435,000.00	435,000.00
Add: transfer from P&L a/c during the year	7,504.00	-
Less: Utilized/ transfer during the period	-	-
Closing balance	442,504.00	435,000.00
<u>Surplus/ (deficit) in statement of profit & loss</u>		
Balance as per last financial statements	(870,040.00)	(871,794.00)
Add: Profit/ (loss) for the year	30,014.63	1,754.00
Less: Utilized/ transfer during the period	877.00	-
Net (deficit) in statement of profit and loss	(840,902.37)	(870,040.00)
	284,781,601.63	284,744,960.00

For P.K. Singh & Associates
Chartered Accountants

Prakash Kumar Singh
Proprietor

Place : New Delhi
Date : 31.08.2012



For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited


Purushotam Agarwal Ranjit Srivastva
Director Director

FRANKLIN LEASING & FINANCE PRIVATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2011 TO 31ST MARCH 2012

5. Trade Payables	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
Audit fee payable	7,500.00	2,000.00
Professional charges payable	25,000.00	-
Sundry creditors	1,100,000.00	-
	<u>1,132,500.00</u>	<u>2,000.00</u>
6. Short-term provisions	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
Provision for income tax	16,476.00	885.00
	<u>16,476.00</u>	<u>885.00</u>
8. Capital & amortised expenses not w/off	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
Deferred revenue expenses		
Opening Balance	-	-
Add: addition during the year	81,038.00	-
Less: written off during the year	16,207.60	-
	<u>64,830.40</u>	<u>-</u>
9. Current Investments	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
Investment in unquoted equity shares	253,025,000.00	290,950,000.00
	<u>253,025,000.00</u>	<u>290,950,000.00</u>
10. Trade Receivable	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
More than Six Month	-	17,420.00
other	-	-
	<u>-</u>	<u>17,420.00</u>
11. Cash and cash equivalents	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
Cash in hand	291,968.00	956,089.00
Balances with banks	142,582.23	20,000.00
	<u>434,550.23</u>	<u>976,089.00</u>
12. Short-term loan and advances	As at 31st March 2012	As at 31st March 2011
	(Rupees)	(Rupees)
Advances recoverable in cash or kind		
Unsecured, considered good	39,553,102.00	-
Tax Deducted at Sources	51,812.00	-
	<u>39,604,914.00</u>	<u>-</u>

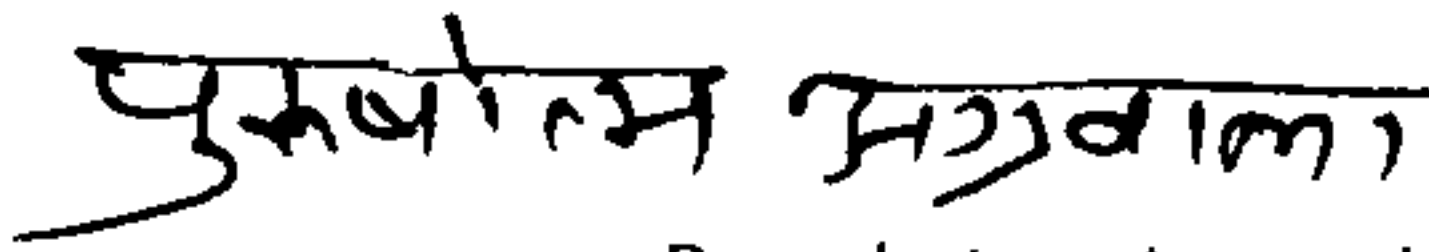
For P.K. Singh & Associates
Chartered Accountants


Prakash Kumar Singh
Proprietor

Place : New Delhi
Date : 31.08.2012



For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

 
Purushotam Agarwal Ranjit Srivastva
Director Director

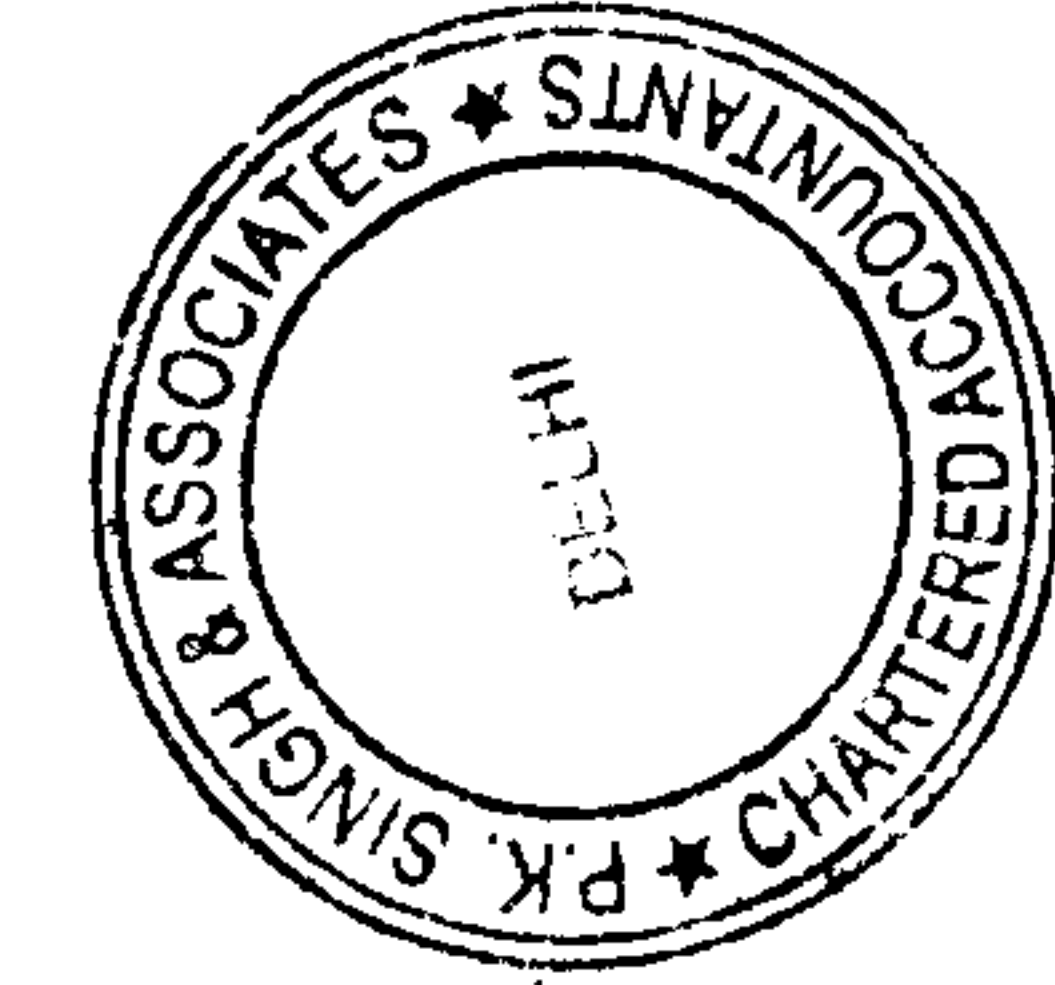
FRANKLIN LEASING & FINANCE PRIVATE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2011 TO 31ST MARCH 2012

Note - 07 (Fixed Assets)

Tangible assets	Rate	GROSS BLOCK			DEPRECIATION			NET BLOCK	
		Balance as at 1 April, 2011	Balance as at 31 March, 2012	Balance as at 1 April, 2011	Depreciation during the year	Balance as at 31 March, 2012	W.D.V. as on 31.03.12	W.D.V. as on 31.03.2011	
Tangible Assets									
(a) Furniture and Fixtures	18.10%	12,434.00	12,434.00	11,925.00	92.00	12,017.00	417.00	509.00	
(b) Air Conditioner	13.91%	63,000.00	63,000.00	57,056.00	827.00	57,883.00	5,117.00	5,944.00	
(c) Office Equipment	13.91%	33,195.00	33,195.00	26,349.00	952.00	27,301.00	5,894.00	6,846.00	
(d) T.V. Sets	13.91%	59,700.00	59,700.00	46,351.00	1,857.00	48,208.00	11,492.00	13,349.00	
Total		168,329.00	168,329.00	141,681.00	3,728.00	145,409.00	22,920.00	26,648.00	
Previous year		168,329.00	168,329.00	137,345.00	4,336.00	141,681.00	26,648.00	30,984.00	

(Amount in Rupees)

For P.K. Singh & Associates
Chartered Accountants



Prakash
Prakash Kumar Singh
Proprietor

Place : New Delhi
Date : 31.08.2012

For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

Purushotam Agarwal
Purushotam Agarwal
Director


Ranjit Shrivastava
Ranjit Shrivastava
Director

FRANKLIN LEASING & FINANCE PRIVATE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD FROM 1ST APRIL 2011 TO 31ST MARCH 2012

	For the year ended 31st March 2012 (Rupees)	For the year ended 31st March 2011 (Rupees)
13. Revenue from operations		
Interest on loans	537,354.00	18,500.00
	<u>537,354.00</u>	<u>18,500.00</u>
14. Employee benefit expenses		
Salaries and wages	310,200.00	-
Staff welfare expenses	21,220.00	-
	<u>331,420.00</u>	<u>-</u>
15. Depreciation & amortise expenses		
Depreciation	3,728.00	4,336.00
Deferred revenue expenditure w/off	16,207.60	-
	<u>19,935.60</u>	<u>4,336.00</u>
16. Other administrative expenses		
Auditors Remuneration	7,500.00	2,000.00
Bank Charges	2,277.77	969.00
Conveyance Expenses	34,755.00	-
Diwali Expenses	5,100.00	-
Electricity & Water expenses	-	-
Filing Fee	31,500.00	5,050.00
Postage, Telegram & Couriers	-	-
Printing and Stationery	14,731.00	781.00
Professional Charges	25,000.00	2,500.00
Telephone & Mobile Expenses	11,815.00	-
	<u>132,678.77</u>	<u>11,300.00</u>

For P.K. Singh & Associates
Chartered Accountants


Prakash Kumar Singh
Proprietor



Place : New Delhi
Date : 31.08.2012

For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

 
Purushotam Agarwal Ranjit Srivastva
Director Director

FRANKLIN LEASING AND FINANCE PRIVATE LIMITED

NOTES TO FINANCIAL STATEMENTS FOR
THE PERIOD FROM 1ST APRIL 2011 TO 31ST MARCH 2012

17. There is no Micro, Small and Medium Enterprises as defined under Micro, Small & Medium Enterprises Development Act, 2006 to which Company owes dues which are outstanding for a period more than 45 days as on Balance Sheet Date.

The above information regarding Micro, Small and Medium Enterprises has been determined on the basis of information availed with the Company and has been duly relied by the auditors of the Company.

18. Provisions of Accounting Standard (AS) - 17 issued by the ICAI on 'Segment Reporting' are not been applicable to the Company.
19. In view of present uncertainty regarding generation of sufficient future income, net deferred tax asset or liability has not been recognized in these accounts on prudent basis.
20. In the opinion of the management, the current assets, loans and advances have a realisable value in the ordinary course of business is not less than the amount at which they are stated in the Balance Sheet.

21. **Related party disclosures/ transactions**

There is no transaction entered with the related party covered by the Accounting Standard (AS) - 18 on 'Related Party Disclosure' during the period covered by these financial statements.

22. Balance shown under head Sundry Debtors, Creditors and Advances are subject to confirmation.

21. Particulars	Current Period (Rs.)	Previous Year (Rs.)
Earnings/ Remittances and/ or Expenditure in Foreign Currency	Nil	Nil

22. Quantitative Information in respect of Opening Stock, Purchases, Sales and Closing Stock pursuant to Schedule VI of the Companies Act, 1956 are not applicable.

23. Particulars	Current Period (Rs.)	Previous Year (Rs.)
Contingent Liability not provided for	Nil	Nil

24. Previous Year's Figures have been re- arranged or re- grouped wherever considered necessary.

25. Figures have been rounded off to the nearest rupees.

26. Figures in brackets indicate negative (-) figures.

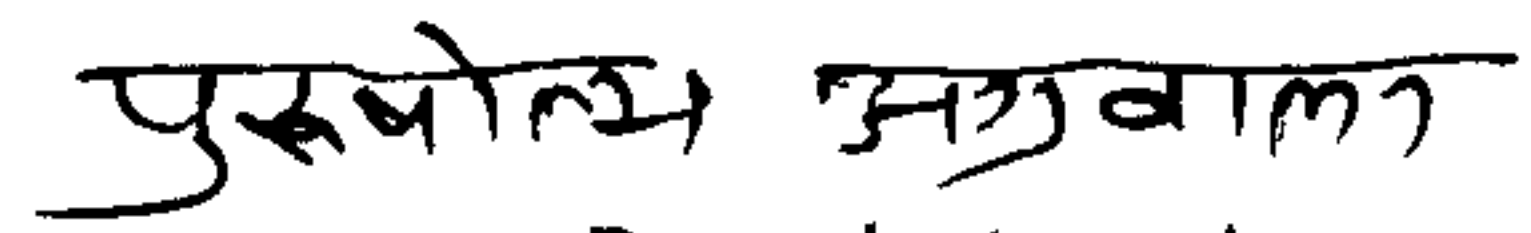
Signed for the purpose of Identification

For P.K. Singh & Associates
Chartered Accountants


Prakash Kumar Singh
Proprietor



For and on behalf of Board of Directors of
Franklin Leasing and Finance Private Limited


Purushotam Agarwal
Director


Ranjit Srivastva
Director

Place : New Delhi
Date : 31.08.2012

Schedule to the Balance Sheet of a
Non-Banking Financial Company
[As required in terms of Paragraph 9BB of Non-Banking Financial Companies
Prudential Norms (Reserve Bank) Directions, 1998]

FRANKLIN LEASING & FINANCE PRIVATE LIMITED
G-10/66, Ground Floor, Sector-15, Rohini, Delhi-110085
RBI No. B-14-02383 Dt. 22.05.2001

(Rs.in lakhs)

Particulars		31.03.2012	
Liabilities side :			
1	Loans and advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :	Amount Outstanding	Amount overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured	NIL	NIL
	(other than falling within the meaning of public deposits*)		
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits*	NIL	NIL
	(g) Other Loans (specify nature)	NIL	NIL
	*Please see Note I below		
2	Break-up of (1)(f) above (Outstanding public deposits inclusive of Interest accrued thereon but not paid) :		
	(a) In the form of Unsecured debentures	NIL	NIL
	(b) In the form of partly secured debentures i.e debentures where there is a shortfall in the value of security	NIL	NIL
	(c) Other public deposits	NIL	NIL
Assets side :		Amount Outstanding	
3	Break-up of Loans and Advances including bills receivables[other than those Included in (4) below] :		
	(a) Secured		Nil
	(b) Unsecured		396.05
4	Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP Activities		NIL
	(i) Lease assets including lease rentals under sundry debtors :		
	(a) Financial Lease		NIL
	(b) Operating Lease		NIL
	(ii) Stock on hire including hire charges under sundry debtors :		
	(a) Assets on hire		NIL
	(b) Repossessed Assets		NIL
	(iii) Hypothecation loans counting towards EL/HP activities		
	(a) Loans where assets have been repossessed		NIL
	(b) Loans other than (a) above		NIL
5	Break-up of Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governments Securities		NIL
	(v) Others (please specify)		NIL
	2. Unquoted :		
	(i) Shares : (a) Equity		NIL
	(b) Preference		NIL
	(ii) Debenture and Bonds		NIL
	(iii) Units of Mutual Funds		NIL
	(iv) Governemts Securities		NIL
	(iii) Others (Please specify)		NIL
	Long Term Investments :		
	Current Investments :		
	1. Quoted :		
	(i) Shares : (a) Equity		NIL

(b) Preference	NIL
(ii) Debenture and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Governments Securities	NIL
(v) Others (please specify)	NIL
2. Unquoted :	
(i) Shares : (a) Equity	2530.25
(b) Preference	NIL
(ii) Debenture and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Governemts Securities	NIL
(iii) Others (Please specify)	NIL

6 Borrower group-wise classification of all leased stock-on-hire and loans and advances :			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties "	NIL	NIL	NIL
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	396.05	396.05
Total	NIL	396.05	396.05

7 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
Category	Market Value / Break-up or Fair value or NAV	Book Value (Net of Provisions)
1. Related Parties "	NIL	NIL
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	2,530.25	NIL
Total	2,530.25	NIL

8 Other Information	
Particulars	Amount
(i) Gross Non-Performing Assets	NIL
(a) Related parties	NIL
(b) Other than related parties	NIL
(ii) Net Non-Performing Assets	NIL
(a) Related parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

Notes :

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debts. However, market value in respect of quoted investments and break-up/fair value/ Nav in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in cloumn (5) above.

For P.K. Singh & Associates
Chartered Accountants

Prakash Kumar Singh
Proprietor

Place : New Delhi
Date : 31.08.2012



For and on behalf of the Board of Directors of
Franklin Leasing & Finance Private Limited

Purushotam Agarwal
Director

Ranjit Srivastva
Director

Purushotam Agarwal Ranjit Srivastva

P.K. SINGH & ASSOCIATES

RZA-17, Sitapuri Extension, Part-I, Gali No.1, Delhi-110045

Ph.: +91+11+25610543, Mob.: +91+9891210543

E-mail: prakashca77@gmail.com

**Certificate under para 9D of the Non- Banking Financial
Companies (Reserve Bank) Directions as amended
For submission to the Reserve Bank of India**

We, M/s P.K. Singh & Associates, Chartered Accountants of Delhi have reviewed the books of accounts and other records maintained by M/s Franklin Leasing and Finance Private Limited for the year from 1st April 2011 to 31st March 2012 and have to state that on the basis of the checks carried out by us and the information given to us, we are of the opinion that the Company is engaged in the business of Non-Banking Financial Institution requiring it to hold a Certificate of Registration under Section 45 1A of the Reserve Bank of India Act, 1934.

For P.K. Singh & Associates
Chartered Accountants


(Prakash Kumar Singh)
Proprietor



Place: New Delhi
Date: 31.08.2012

P.K. SINGH & ASSOCIATES

RZA-17, Sitapuri Extension, Part-I, Gali No.1, Delhi-110045

Ph.: +91+11+25610543, Mob.: +91+9891210543

E-mail: prakashca77@gmail.com

TO WHOM IT MAY CONCERN

This is to certify that **M/s Franklin Leasing and Finance Private Limited** continues to undertake the business of NBFIs as on 31 March 2012 requiring holding of Certification of Registration under Section 45-IA of the RBI Act, 1934.

Further, the asset income pattern of the company as on 31 March 2012 is as under:

ASSET PATTERN OF THE COMPANY AS ON 31 MARCH 2012

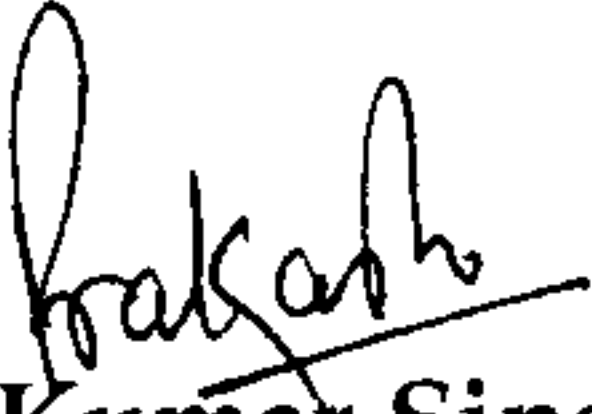
S.No.	Particulars	Amount in lakhs	%age to total assets as on 31.03.2012
1	Net Fixed Assets	0.23	0.01%
2	Net Leased Assets		
3	Net Stock on hire/hypothecation		
4	Loans and Advances	396.05	13.51%
5	Investment in Govt. Sec.		
6	Interest on Govt. Sec. , if any		
7	Fixed Deposits		
8	Interest on FDRs		
9	Cash and Bank Balances	4.34	0.15%
10	Investment in Group Companies		
11	Other Investments	2530.25	86.31%
12	Sundry Debtors		
13	Security Deposit (Telephone)		
14	Advance Tax /Interest Tax		
15	Other assets	0.67	00.02%
	Total Asset	2931.54	100%

INCOME PATTERN AS ON 31 MARCH 2012

Sr.No.	Particulars	Amount in lakhs	%age of total income
1	Income from Hire Purchase/Hyp		
2	Interest Earned on FDRs		
3	Interest on Govt. Securities, if any		
4	Investment Income		
5	Interest income on Loans and Advances	5.37	100.00%
6	Interest Earned others (ICDs)/ Int. on I.Tax Refund		
7	Excess amt. of prov. Written back		
8	Bad debts recovered or rent received		
9	Others		
	Total Income	5.37	100%

The Net Owned Fund (NOF) of the company is 2931.54 lakh as on March 31, 2012.

For P.K. Singh & Associates
Chartered Accountants


(Prakash Kumar Singh)
Proprietor



Place: New Delhi
Date: 31.08.2012