

23RD ANNUAL REPORT
2013-2014

JAGSONPAL
FINANCE & LEASING LTD.

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FINANCE & LEASING LTD.

Board of Directors

K.P.S. Kochhar – CMD
Davinder Bir Kochhar
Gurmeet Singh
Gurpreet Singh
Om Prakash Tiwari

Company Secretary

Sumit Kumar Ghosh

Bankers

Dena Bank
Punjab & Sind Bank
Canara Bank
Vijaya Bank
Axis Bank

Statutory Auditors

P.P. Thukral & Co.
Chartered Accountants
42, GF, World Trade Centre
Babar Road
New Delhi-110001

Registrar & Share Transfer Agents

Mas Services Ltd.
T-34, 2nd Floor, Okhla Industrial Area Phase-II,
New Delhi – 1100 20.

Regd. Office:

REGD. OFFICE: D-45, GROUND FLOOR
PAMPOSH ENCLAVE, GREATER KAILASH PART-I
NEW DELHI- 110048

Website: www.jagsonpal.co.in

CIN :L65929DL1991PLC043182

NO GIFT WILL BE DISTRIBUTED TO ANY SHARE-HOLDER EITHER AT THE VENUE OF THE A.G.M. OR AT THE REGISTERED OFFICE OF THE COMPANY.

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NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of Jagsonpal Finance & Leasing Ltd, will be held on Tuesday, 30th September, 2014 at 9:00 A.M. at Khasra No. 2166,2167,2184 min, Village Rajokari, New Delhi - 110 030, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March 2014 and together with Reports of Directors and Auditors there-on.
2. To appoint a Director in place of Mr. Om Parkash Tiwari, (DIN 02471598), who retires by rotation and being eligible, offers himself for re- appointment.
3. To appoint M/s. P.P. Thukral & Co., Chartered Accountants (Registration no. 000632N) as, Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of next Annual General Meeting and fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution :

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals as may be necessary, the consent of the Company be and is hereby accorded to the re-appointment of Dr.Kanwarpal Singh Kochhar (DIN 00529230) as “Managing Director” of the Company for a period of five years effective from 29th September2014 to 29th September 2019 on the terms and conditions as to not exceed the limits specified in Schedule V to the Companies

Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Dr.Kanwarpal Singh Kochhar.”

By Order of the Board
(Sumit Kumar Ghosh)
Company Secretary

Place : New Delhi
Date : 24.05.2014

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE AFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT HOURS BEFORE THIS ANNUAL GENERAL MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGREEGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. As a responsible corporate citizen, the Company welcomes and supports the “Green Initiative” taken by the Ministry of Corporate Affairs, enabling the Company to send all communication to the members through electronic mode. We believe that the above initiative will go a long way in conserving paper which is a natural resource and also result in substantial savings on printing and posting of annual reports and other documents of your Company sent to members. Members are requested to support this Green Initiative by updating their email

- addresses with their respective Depository Participants, in case of electronic shareholding; or registering their email addresses with the Company's Registrar and Transfer Agents, in case of physical shareholding. We hope that members will join this cause and make the world a cleaner, greener and healthier place to live in.
3. Shareholders/Proxyholders are requested to produce at the entrance the attached admission slip duly completed and signed, for admission to the meeting hall.
 4. Members desiring any information as regards accounts are requested to write to the Company at an early date at D-45, Ground Floor, Pamposh Enclave, Greater Kailash - I, New Delhi - 110048, so as to enable the Management to keep the information ready.
 5. The Register of Members will remain closed from 23rd September to 30th September 2014 (both days inclusive).
 6. Profile of Mr. Om Parkash Tiwari, the director retiring by rotation.

Mr. Om Parkash Tiwari, Director joined the Board on 30.12. 2005. Mr. Om Parkash Tiwari is a M.A. in Political Science from Gorakhpur, U.P. University. He has vast experience in this business. Mr. Om Parkash Tiwari is a member of Audit Committee and the chairman of Share Transfer Committees of the Company. None of the Directors except Mr. Om Parkash Tiwari is interested in the resolution. Directors recommend passing of the ordinary resolution.

7. **Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility

to its Members in respect of the business to be transacted at the 23rd Annual General Meeting ("AGM"). The Company has engaged the services of Central Depository Services (India) Ltd. (CDSL) as the Authorised Agency to provide e-voting facilities.

II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the e-voting facility. A member may avail of the facility at his/her/its discretion, as per the instruction provided herein:

Instruction of e-voting:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME – Jagsonpal Finance & Leasing Ltd." From the drop down menu and click on "SUBMIT".
- (iv) Now, enter your User ID
 - a: For CDSL: 16 digits beneficiary ID
 - b: For NSDL : 8 Character DP ID followed by 8 digits Client ID
 - c: Members holding share in physical form should enter folio no. registered with the company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) However, If you are at first time user please follow the steps given below and fill up the following details in the appropriate boxes.

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PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) as given on the attendace slip.
DOB*	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Bank Details*	Enter the Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the Member ID/Folio Number in the Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach "Password creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Jagsonpal Finance & Leasing Ltd. to vote.
- (xii) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "Resolution File Link" if you wish to view the entire Resolutions.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote. Click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- The aforesaid E-voting instructions are given on the back side of the attendance slip, which is enclosed separately alongwith the Annual Report.
8. The e-voting period will commence on Tuesday 23rd September, 2014(9.00 A.M.) to Thursday 25th September, 2014 (6.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 9. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22nd August, 2014.
 10. The Company has appointed Mr. Prasant Kumar Sarkar, Company Secretary (CP No. 6534) in whole-time practice as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 11. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make Scrutinizers' Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 12. The Result on resolutions shall be declared on or after the AGM of the Company. The Result declared along with the Scrutinizers' Report shall be placed on the Company's website www.jagsonpal.co.in and on the website of CDSL, within 2 (two) working days of passing of the resolutions at the AGM and communicated to the stock exchanges, where the shares of the company are listed.
 13. Members are requested:
 - (a) To bring Attendance Slip duly completed and signed at the meeting and not to carry briefcase or bag inside the meeting venue for security reasons;
 - (b) To quote their Folio No. /DP Id- Client Id and e-mail ID in all correspondence; and
 - (c) To please note that no gift or gift coupons will be distributed at the meeting.

By Order of the Board
(Sumit Kumar Ghosh)
Company Secretary

Place : New Delhi
Date : 24.05.2014

Regd. Office : D-45, Ground Floor, Pamposh
Enclave, Greater Kailash, Part - I, New Delhi - 48.

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013)

ITEM NO. 4

Dr. Kanwarpal Singh Kochhar, has been director on the Board of the company since its incorporation. He completed his B.Sc (Hons) from St. Stephens College, Delhi University in 1979 and subsequently completed his Ph.D from the University of Georgia.

Subject to the provisions of section 204 read with Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013, your company must have a Managing Director. Your Board of Directors have recommend the name of Dr,Kanwarpal Singh Kochhar for re-appoint of the Managing Director for a period of five years affective from 29th September, 2014 whose terms as Managing Director is coming to an end on 29th day of September, 2014. It is also to inform you that Dr. Kanwarpal Singh Kochhar had agreed to act as the Managing Director without any managerial remuneration. Your director want to inform you that Dr. Kanwarpal Singh Kochhar has got tremendous administrative, industrial and managerial experience which has always been and will be a value addition for the company. Since only you have the authority to appoint a Managing Director, the resolution listed as item no.4 in special business category.

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Dr. Kanwarpal Singh Kochhar, being appointee, is directly interested in the resolution. None of the other Directors, Key Managerial Personnel or their relatives, is interested in this resolution.

The Board commends the Resolution for the approval of the members.

By Order of the Board
(Sumit Kumar Ghosh)
Company Secretary

Place : New Delhi
Date : 24.05.2014

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 23rd Annual Report of the Company for the financial year ended on 31st March, 2014.

FINANCIAL RESULTS:

(Rs. Lacs)

	<i>Current Year</i>	<i>Previous Year</i>
Gross Income	11.84	6.22
Gross Profit/(Loss)	(2.32)	(6.01)
Depreciation & Impairment	0.00	0.14
Profit/(Loss) before tax	(2.32)	(6.15)
Profit/(Loss) after tax	(2.32)	(6.15)
Brought forward from the previous year	(370.79)	(364.64)
Profit available for appropriation	(372.15)	(370.79)

REVIEW OF PERFORMANCE AND BUSINESS PROSPECTS

During the year, the Company has incurred/suffered a loss of Rs. 0.39 lacs before tax as against the loss of Rs. 6.01 lacs in the previous year. Efforts are also being made to improve the performance by exploring new avenues of business which are likely to arise with the passage of time.

DIVIDEND

Directors recommended no dividend.

FIXED DEPOSITS

During the year, the Company has neither accepted nor invited any deposits and there are no deposits which are either overdue or unclaimed as on March 31st, 2014.

DIRECTOR

Mr. Om Parkash Tiwari, Director retires at the ensuing Annual General Meeting and board recommends his appoint/re-appointment.

DIRECTORS RESPONSIBILITY STATEMENT 217(2AA)

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors confirm having:

- (i) followed in preparation of the Annual Accounts, the applicable accounting standards with proper explanation relating to material departures, where applicable ;

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- (ii) selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2014 and of the profit or loss of the Company for the year ended on that period;
- (iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) prepared the annual Accounts for the financial year ended March 31, 2014 on a going concern basis.

The Audit Committee of your company meets periodically to review the performance, functions and scope of statutory auditor's functions etc.

AUDITORS & AUDITORS' REPORT

M/s. P.P. Thukral & Co., Chartered Accountants (Registration no. 000632N) as Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting. The Company has received confirmation from M/s. P.P. Thukral & Co., Chartered Accountants, to the effect that their appointment, if made, will be within the limits as prescribed in Section 139 of the Companies act, 2013. Members attention is invited on Notes on Accounts forming part of Report & Balance Sheet. The Notes are self explanatory.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGOING

Information to be given pursuant to section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars) rules, 1988 are not applicable since there is no such activity being followed by the Company.

Foreign Exchange Earnings	Rs. Nil
Foreign Exchange Outgo	Rs. Nil

PARTICULARS OF EMPLOYEES

This information as required by section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975, as amended, be taken as nil and complied with.

CORPORATE GOVERNANCE

A separate report on Corporate Governance forms a part of Annual Report along with the Auditors Certificate on its compliance of the conditions of Corporate Governance as also a Management Discussion & Analysis Report Pursuant to Clause 49 of the Listing Agreement are annexed hereto.

ACKNOWLEDGEMENT

Your Directors would like to express their grateful appreciation for the assistance and co-operation received from the Banks, Government authorities and our Valued customers, and Shareholders during the year under review.

Place : New Delhi
Date : 24.05.2014

for and on behalf of the
Board of Directors
(K.P.S. KOCHHAR)
CVD

CORPORATE GOVERNANCE REPORT

As per the requirement for providing a Report on Corporate Governance Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, your Directors present the Company's Report on Corporate Governance as under :

1) Philosophy on Code of Governance

The Board of Directors believe in managing the Company's affairs efficiently and in a responsible manner. The Company envisages the attainment of a high level of transparency and accountability in the functioning of the Company and the conduct of its business internally and externally.

2) Board of Directors

The business of the Company is managed by the Board of Directors. The Board formulates the strategy and regularly reviews the performance of the Company against previously agreed objectives. The Chairman and Managing Director along with the senior executives manage the day to day operations of the Company.

The Current Board Comprises of **Five** Directors including a Chairman cum Managing Director (Promoter) and four Non-Executive Directors (out of which one is relative of the Promoter). Thus as required under the Listing Agreement with Stock Exchanges, more than one third of the Directors are independent.

None of the Directors holds Chairmanship of more than 5 Committees or membership in more than 10 Committees of Public Limited Companies.

The constitution of the Board and the number of Directorships and Committee Memberships held in other companies as on date are given below :-

Name of Director	Category	No. of shares held in the Company as on 31.3.2014	No. of Directors in other Public Companies	No. of Committee held in other Public Companies Chairman/Member
Kanwarpal Singh Kochhar CMD	Promoter & Executive Director	1021710	Nil	Nil
Gurmeet Singh	Non-promoter Independent Non-Executive Director	Nil	Nil	Nil
Gurpreet Singh	Non-Promoter Independent Non-Executive Director	Nil	Nil	Nil
O P Tiwari	Non-Promoter Independent Non-Executive Director	Nil	Nil	Nil

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Davinder Bir Kochhar	Promoter Independent Non-Executive Director	Nil	Nil	Nil
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Attendance Record of the Directors

The Board of Directors met four times during the financial year 2013-2014. The interval between any two successive meetings did not exceed four months. Board Meetings were held on 30.05.13, 10.08.2013, 11.11.2013, 11.02.14. The attendance record of all Directors at Board meetings and the last Annual General Meeting (AGM) during the year 2013-14 is as under :-

Name of Director	No. of Board Meeting Attended	Attendance at Last AGM held on 30.09.2013
Kanwarpal Singh Kochhar CMD	4	Yes
Davinder Bir Kochhar	4	Yes
Gurmeet Singh	4	Yes
Gurpreet Singh	4	Yes
Om Parkash Tiwari	4	Yes

INFORMATION PLACED BEFORE THE DIRECTORS

The Company has laid down procedures to inform Board Members about the risk assessment and minimization procedures. The Board also periodically reviews compliance reports of all laws applicable to the company, prepared by the Company as well as steps taken by the Company to rectify instances of non-compliances. All information, which required to be placed before the Board of Directors under Clause 49 of the listing agreements with stock exchanges, has been duly placed before the Board of Directors during the year.

Audit Committee

The Committee consists of three Non-Executive Independent Directors viz. Mr. Gurmeet Singh, Mr. Gurpreet Singh & Mr. Om Parkash Tiwari. The Chairman of the Committee is Mr. Gurmeet Singh. These members have the requisite financial, accounting, administrative and management expertise. Senior Manager (Internal Audit) along with the Internal Auditors, Statutory Auditors and the respective unit heads and the unit finance chiefs are invitees at the meetings of the Committee.

The powers and role of the Audit Committee are as specified in clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956. However, the board terms of reference of the Committee including.

- to review the company's financial reporting process and its financial statements.
- to review the accounting and financial policies and practices and compliance with applicable accounting standards.
- to review the efficacy of the internal control mechanism, monitor risk management policies adopted by the company and its units and ensure compliance with regulatory guidelines.
- to review reports furnished by the internal and statutory auditors and ensure that suitable action is taken.

- to examine the accounting and disclosure aspects of all significant transactions.
- to review with management the annual, quarterly & half yearly financial statements including review of qualifications, if any, in the audit report before submission to the Board.
- to recommend appointment of external and internal auditors and fixation of audit fees.
- to seek legal or professional advice, if required.

Meetings & Attendance

The Audit Committee met four times during the financial year 2013-2014 on 30.05.13, 10.08.13, 11.11.13, & 11.02.14. The attendance of each Audit Committee Member is as under :

Name of the Member	No. of Meetings Attended
Mr. Gurmeet Singh	4
Mr. Gurpreet Singh	4
Mr. Om Parkash Tiwari	4

RISK MANAGEMENT

The Company has devised a formal Risk Management Framework for risk assessment and minimisation. Further, the Company assesses the risk management framework every year. The scope of the Audit Committee includes review of Company's financial and risk management policies.

POSTAL BALLOT

The provisions related to postal ballot will be complied as per the provisions of the Companies Act, 1956 as and when situation may arise.

COMPLIANCE WITH LAWS

As required under clause 49 of the listing agreement, for the financial year 2013-14, the Company has submitted to the BSE, DSE, LSE & ASE, quarterly compliance reports signed by the Compliance Officer of the Company, confirming compliance with the mandatory requirements of the said Clause.

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

In compliance with the Securities & Exchange Board of India (Prevention of Insider Trading) Regulations, 1992, the company has framed a code of conduct for prevention of insider trading by Company insiders in line with other.

4) Share Transfer/Transmission Committee.

The Committee consists of three Non-Executive Independent Directors viz. Mr.Gurmeet Singh, Mr. Gurpreet Singh and Mr. Om Parkash Tiwari. Mr. Om Prakash Tiwari is acting as Chairman of the Committee. Mr. Sumit Kumar Ghosh, Company Secretary has been designated as the Compliance Officer. The Committee is responsible for approval of share transfer/transmission, approval of requests for dematerialisation/rematerialisation of shares and other/related activities.

Meetings & Attendance

The Share Transfer/Transmission/rematerialised Committee met Eight times during the financial year 2013-2014 on 24.06.2013, 02.07.2013, 28.10.2013, 09.12.2013, 30.12.2013, 20.01.2014, 24.02.2014, 31.03.2014. The attendance of each Committee Member is as under :

Name of the Member	No. of Meetings Attended
Mr. Gurmeet Singh	8
Mr. Gurpreet Singh	8
Mr. Om Prakash Tiwari	8

5) Investors' Grievance Committee

The Committee consists of two Non-Executive Independent Directors viz. Mr. Gurmeet Singh and Mr. Gurpreet Singh. Mr. Gurmeet Singh is acting as Chairman of the Committee. Mr. Sumit Kumar Ghosh, Company Secretary has been designated as the Compliance Officer. The Committee is responsible for redressal of shareholders and investors grievances such as non-receipt of transferred/transmitted share certificates/balance sheet etc. There is no grievance pending for any transfer/transmission.

6) Remuneration Committee

No remuneration is being paid to any of Directors and to Audit Committee Members.

7) General Body Meetings

The details of Annual General Meetings held in last 4 years are as under :-

A. G. M.	DAY & DATE	VENUE
19th	Thursday, 30th September, 2010	Ghitorni, New Delhi.
20th	Friday, 30th September, 2011	Ghitorni, New Delhi.
21st	Saturday, 29th September, 2012	Ghitorni, New Delhi.
22nd	Monday, 30th September, 2013	Ghitorni, New Delhi.

8) Disclosures :

There is no, significant or material, related party transaction.

There were no instances on non-compliance and that no penalties or strictures were imposed on the Company by any Stock Exchange, SEBI or any statutory authorities or any matter related to capital market.

Code of Conduct for Directors and Senior Executives

In line with the amended Clause 49 of the Listing Agreement which came into effect from 1st January, 2006 and amended, the Company adopted a Code of Conduct for its Directors and Senior Executives.

MD/CFO certification

As required by the Clause 49 of the Listing Agreement, the Managing Director certifies the financial statement and the cashflow statement for the period ended 31.03.2014 are enclosed at the end of this report.

9) Means of Communication

Quarterly/yearly results are normally published into Financial Express and Jansatta (Hindi) newspapers. The audited annual account are posted to every member of the Company. Quarterly shareholding distribution and quarterly/yearly results submitted to the Stock Exchanges are posted on the website of the Company www.jagsonpal.co.in.

10) General Shareholder Information

Cut-off Date for e-voting

August 22, 2014 has been fixed as the cut-off date to record entitlement of the shareholder to cast their vote electronically.

Annual General Meeting

Day, Time & Time Tuesday, 30th September 2014 at 9.00 A.M.
 Venue Khasra No. 2166, 2167, 2184 min Village Rajokari, New Delhi-110030
 Dates of Book Closure 23rd September, 2014 to 30th September 2014 (both days inclusive)

Listing on Stock Exchanges

The Company's entire equity share capital comprising of 5500400 equity shares of Re.10 each is listed at the following Stock Exchanges :

Sl. No.	Name of Stock Exchanges
1.	Mumbai Stock Exchange
2.	Delhi Stock Exchange
3.	Ludhiana Stock Exchange
4.	Ahmedabad Stock Exchange

The Company has paid listing fees for the Financial Year 2013-2014 to above the aforesaid Stock Exchanges.

Stock Price Data/Stock Performance: Year 2013-2014

Market Price Data (Rs.)

STOCK CODE (BSE) - 530601 Value in Rs.

DEMAT ISIN NUMBER : INE582C01015 (NSDL/CDSL)

Bombay Stock Exchange (BSE)

Month	High	Low	Volume No. of Shares
April, 2013	5.15	5.15	1
May, 2013	NIL	NIL	NIL
June, 2013	NIL	NIL	NIL
July, 2013	NIL	NIL	NIL
August, 2013	NIL	NIL	NIL
September, 2013	5.60	5.33	402
October, 2013	5.58	5.31	72
November, 2013	NIL	NIL	NIL
December, 2013	5.05	5.05	90
January, 2014	NIL	NIL	NIL
February, 2014	5.30	5.25	105
March, 2014	5.25	5.20	272

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Registered Office

JAGSONPAL FINANCE & LEASING LTD, D-45, Ground Floor, Pamposh Enclave, Greater Kailash -I, New Delhi - 110 048.

Share Transfer Agents

Mas Services Ltd.

T-34, 2nd Floor Okhla Industrial Area Phase-II, New Delhi-110020

Tel : (011) 26387281, 26387282, 26387283, Fax : (011) 26387384, Email : info@masserv.com, www.masserv.com

All dematerialization requests and other communications regarding change of address, and queries related to investor services may be sent at the above address to Mr. Swarn Mangla.

Share Transfer System

The share transfer/transmission committee of the Board does the approval of transfer of shares in the physical mode. The committee meets frequently for approving share transfers and other related activities. The shares for transfer received in physical mode, are transferred expeditiously. The share certificates duly endorsed are returned immediately to the shareholders. Confirmation in respect of the requests for dematerialisation of shares is sent to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 15 days.

Distribution of Schedule as on 31.03.2014

Nominal Value of each share Rs. 10

Numbers of Shareholders	% to Total	Share Holding of Nominal Value of Rs.	No. of Shares	Amount in Rs.	% to Total
4726	90.554	1 TO 5000	675735	6757350	12.285
231	4.426	5001 TO 10000	185166	1851660	3.366
121	2.318	10001 TO 20000	177576	1775760	3.228
49	0.939	20001 TO 30000	125106	1251060	2.274
15	0.287	30001 TO 40000	52870	528700	0.961
11	0.211	40001 TO 50000	53100	531000	0.965
23	0.441	50001 TO 100000	175225	1752250	3.186
43	0.824	100001 AND ABOVE	4055622	40556220	73.733
5219	100.000	TOTAL	5500400	55004000	100.000

TOTAL SHARE HOLDERS IN NSDL	896	TOTAL SHARES IN NSDL	3584169
TOTAL SHARE HOLDERS IN CDSL	367	TOTAL SHARES IN CDSL	118992
TOTAL SHARE HOLDERS IN PHY	3971	TOTAL SHARES IN PHY	1797239
TOTAL SHARE HOLDERS	5234	TOTAL SHARES	5500400

(15 Holders are common in demat and physical)

Shareholding Pattern (as on 31.3.2014) :

Category	No. of Shares	% Holding
* PROMOTERS/DIR/RELATIVES	3077010	55.941
BANKS	1600	0.029
NRI'S	500100	9.092
BODIES CORPORATE	48714	0.886
PUBLIC	1872976	34.052
Total	5500400	100.000

* Associates not related to promoters but shown in above clause.

Dematerialisation of Shares & Liquidity :

The Company's equity shares are compulsorily traded in the demat form with effect from 26.02.2001. The Company entered into an Agreement with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialisation of shares. As on 31.03.2014, 67.32% of total equity share capital of the Company had been dematerialised. The ISIN allotted by NSDL/CDSL is INE582C01015.

Address for Correspondence

Please contact the Compliance officer of the company at the following address regarding any questions or concerns:

Mr. Sumit Kumar Ghosh, Compliance Officer & Company Secretary
Jagsonpal Finance & Leasing Ltd., D-45, Ground Floor,
Pamposh Enclave, Greater Kailash - I, New Delhi - 110 048.
Tel : 011- 41633812, Fax : 011- 26238849
Email Id : jagsonpalfinance@gmail.com, info@jagsonpal.co.in Website: www.jagsonpal.co.in

MD/CFO CERTIFICATION UNDER CLAUSE 49(V) OF THE LISTING AGREEMENT

To : The Board of Directors of Jagsonpal Finance & Leasing Ltd., Delhi

I, Kanwarpal Singh Kochhar, Managing Director of Jagsonpal Finance & Leasing Ltd. have reviewed the financial statements and cash flow statement for the year ended 31st March, 2014 and to the best of our knowledge and belief, certify that:

1. Based on information and knowledge, these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. Based on our knowledge and information, the financial statements, and other financial information included in this report, present in all material respects, a true and fair view of the company's affairs, and are in compliance with the existing accounting standards and/or applicable laws and regulations;
3. To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of company's code of conduct;
4. The undersigned is responsible for establishing and maintaining internal controls, and we have disclosed to the auditors and Audit Committee, deficiencies in the design or operation of internal

controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

5. We have disclosed based on our most recent evaluation, wherever applicable, to the company's auditors and the audit committee of the company's Board of Directors:
- a) significant changes in internal controls during the year.
 - b) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system.

Place : New Delhi
Dated : 24.05.2014

Kanwarpal Singh Kochhar
CMD

DECLARATION ON CODE OF CONDUCT

To,
The Members of
Jagsonpal Finance & Leasing Ltd.

In compliance with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges relating to Corporate Governance, I confirm that, on the basis of confirmations/declarations received, all the Directors and senior management personnel of the company have complied with the Code of Conduct framed by the Company.

For Jagsonpal Finance & Leasing Ltd.
(Kanwarpal Singh Kochhar)
CMD

Place : New Delhi
Date : 24.05.2014

AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITION OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

To The Members
Jagsonpal Finance & Leasing Ltd.

We have examined the compliance of conditions of Corporate Governance by Jagsonpal Finance & Leasing Ltd for the period ended on 31.3.2014 as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the shareholders/investors Grievance Committee.

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

for P. P. THUKRAL & CO.
Chartered Accountants
(Suresh Sethi)
Partner
Membership No.:089318
F.R.N : 000632N

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRIES STRUCTURE & DEVELOPMENT

Due to the present business scenario it has become extremely competitive & difficult to carry on with business associated with NBFC's Companies in any significant manner. The Management is looking for the appropriate time to re enter this business as soon as the business climate & economy improve.

Opportunities & Threats

The Company is facing tough competition in its lending business from large NBFC's & Banks. It is difficult to continue with leasing & Hire Purchase activity. The Company's main Income is from stock market related operations and since the market is extremely volatile it offer ample opportunities to make meaningful Investments/profits. However returns on these Investments are intricately related with external factors and market conditions.

SegmentWise or Product wise Performance

The Company main activity is sale & purchase of equity and trading in commodities and has negligible lending /hire purchase business and performance is as per market conditions.

OUTLOOK

With the world economy looking up, and the recession receding, India is poised for rapid growth over the next decade, which augurs well for the economy in general and would likewise benefit the Company.

RISKS AND CONCERNS

The Company faces no extraordinary risk of bad debts, however, the returns on investments are dependent on overall market conditions.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate system of Internal control to ensure accuracy of accounting records, compliance with all laws & regulations and Compliance with all rules & guidelines prescribed by management. The Audit Committee of Board reviews the scope and observations of the internal audit on regular basis.

PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

(Rs. Lacs)

	<i>Current Year</i>	<i>Previous Year</i>
Gross Income	11.84	6.22
Gross Profit/(Loss)	(2.32)	(6.01)
Depreciation & Impairment	0.00	0.14
Profit/(Loss)before tax	(2.32)	(6.15)
Profit/(Loss) after tax	(2.32)	(6.15)
Brought forward from the previous year	(370.79)	(364.64)
Profit available for Appropriation	(372.15)	(370.79)

This year the Company has managed not to make a profit and has suffered a loss.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company has adequate competent staff to carry out the day to day operations. In addition in order to ensure greater accountability efficiency the company imparts regulate training to its employees.

INDEPENDENT AUDITORS' REPORT

The Shareholders,
JAGSONPAL FINANCE & LEASING LTD,
New Delhi.

1. Report on the Financial Statements

We have audited the accompanying financial statements of JAGSONPAL FINANCE & LEASING LTD ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit & Loss Account and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

2. Management's Responsibilities for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow of the Company in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956, ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We

conducted our audit in accordance with the Standard on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedure selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to you, the financial statements give the information required

by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014.
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

5. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003, Issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

As required by section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standard referred to in sub-section(3C) of the Companies Act, 1956; and
- (e) On the basis of written representations received from the Directors as on March 31, 2014, from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

for P. P. THUKRAL & CO.
Chartered Accountants

Place : New Delhi
Dated : 24th May, 2014

(Suresh Sethi)
Partner
M.No.:089318
F.R.N.000632N

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT
(Referred to in 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.

- b) As explained, the fixed assets except leased assets have been physical verified by the management during the year at reasonable intervals and no material discrepancies were noticed on such verification.
2. (a) The inventory has been physically verified during the year by the management. In our opinion, the 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 the nature of its business.
(c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. In our opinion, the company has neither granted nor taken any loans, secured or unsecured from companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956. As the Company has not granted/taken any loans, secured or unsecured, to/from parties listed in the registers maintained under Section 301 of the Companies Act, 1956 clauses iii(b), iii(c) and iii(d) of paragraph 4 of the order are not applicable.
4. In our opinion and according to information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weakness in internal control.
5. As explained to us there has not been any transaction during the year that need to be entered in the register maintained under section 301 of the Companies Act 1956 and exceeding during the year to Rs. 5,00,000 or more in respect of each such party.
6. In our opinion, and according to the information and explanations given to us, the Company has not accepted any public deposit therefore the provisions of Sections 58 A and 58 AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable to the company.
7. In our opinion, the internal Audit system is commensurate with the size of the company and the nature of its business.
8. As per explanations the provision of section 209 (1) (d) regarding maintenance of cost records are not applicable to the company.
9. According to the information and explanations given to us, there are no undisputed statutory dues payable in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, which are outstanding as at 31st March, 2014 for a period of more than six months from the date they became payable.
10. (a) The Company has been in existence since 20.2.91

- (b) The accumulated losses of the company are more than half of its net worth.
- (c) The company made a cash loss of Rs. 0.39 lacs during current year as against a cash loss of Rs. 6.01 lacs during the proceedings financial year.
11. According to the information and explanations given to us the company has not defaulted in repayment of dues to any financial institutions or bank or debenture holder during the year.
 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. The provisions of any special statute as specified under 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, are held in the name of the company or are in process of being transferred in the company's name.
 15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
 16. The company has not obtained any term loans that were not applied for the purpose for which these were raised.
 17. Based on the information and explanations given to us, and on an overall examination of the balance sheet of the company, in our opinion, there are no funds raised on a short term basis which have been used for long term investment, and vice versa.
 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. The company has not raised any money by public issue during the year.
 21. According to the information and explanations given to us, during the year, no fraud by the company has been noticed or reported.

Place : New Delhi
Dated : 24th May, 2014

for P. P. THUKRAL & CO.
Chartered Accountants
(Suresh Sethi)
Partner
M.No.:089318
F.R.N.000632N

AUDITORS' REPORT AS PER NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK) DIRECTIONS, 1998

As required by Non-Banking Financial Companies Auditors Report (Reserve Bank) Directions, 1998 issued by Reserve Bank of India, Department of Financial Companies in exercise of the powers conferred by Sub Section (1A) of Section 45MA of the Reserve Bank of India Act, 1934, we hereby report on the matters specified in paragraphs 3 and 4 of the said Directions :-

- 1) The Company has been granted registration as per section 45IA of the Reserve Bank of India Act, 1934.
- 2) During the year the company has neither invited nor accepted public deposit and board resolution have been passed to this effect.
- 3) As there are no deposits with company and matter of any non payment/overdue does not arise.
- 4) The Company has complied with the prudential norms on income recognition, accounting standards, asset classification, provisioning for bad and doubtful debts, and concentration of credit/investments as specified in the directions issued by the Reserve Bank of India in terms of the Non-Banking Financial Companies prudential Norms {Reserve Bank} Directions, 1998 except for the norms for valuation of long term investments.
- 5) The company has furnished to the Reserve Bank of India, within the stipulated period the relevant returns and statements as applicable to it.
- 6) The rest of the matters as specified in Sub-Paragraph (C) & (D) of Paragraph 3 of the Non Banking Financial Companies Auditor's Report (Reserve Bank), Directors, 1998 are not applicable.

Place : New Delhi
Dated : 24th May, 2014

for P. P. THUKRAL & CO.
Chartered Accountants
(Suresh Sethi)
Partner
M.No.:089318
F.R.N.000632N

BALANCE SHEET AS AT 31ST MARCH, 2014

PARTICULARS	NOTE	AMOUNT (RS.) AS AT 31.03.14	AMOUNT (RS.) AS AT 31.03.13
I. Equity and Liabilities			
(1) Shareholder's Funds			
(a) Share Capital	3	5,50,04,000.00	5,50,04,000.00
(b) Reserves and Surplus	4	(35,479,100.82)	(35,344,229.75)
(2) Current Liabilities			
(a) Trade payables	5	21,478.00	1,372,196.02
(b) Other current liabilities	6	3,19,523.00	305,023.00
(c) Short-term provisions	7	24,45,944.38	2,508,982.38
Total		2,23,11,844.56	23,845,971.65
II. Assets			
(1) Non-current assets			
(a) Fixed assets	8		
Tangible assets		-	-
(b) Non-Current Investments	9	-	195,396.62
(c) Long term loans and advances	10	13,25,353.00	1,416,353.00
(2) Current assets			
(a) Inventories	11	1,38,43,418.92	21,425,836.28
(b) Cash and cash equivalents	12	1,32,264.72	245,471.75
(c) Trade receivables	13	5,62,914.00	562,914.00
(d) Short-term loans and advances	14	64,47,893.92	-
Total		2,23,11,844.56	23,845,971.65
Significant Accounting Policies	2		

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

For **P.P. THUKRAL & CO.**
Chartered Accountants

Suresh Sethi
Partner
M. No. : 089318
F.R.N.: 000632N
Place : New Delhi
Date: 24.05.2014

For and on behalf of the Board of Directors

K.P.S. KOCHHAR
CMD

OM PRAKASH TIWARI
Director

SUMIT KUMAR GHOSH
Company Secretary

DAVINDER BIR KOCHHAR
Director

GURMEET SINGH
Director

GURPREET SINGH
Director

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

PARTICULARS	NOTE	AMOUNT (RS.) YEAR ENDED 31.03.14	AMOUNT (RS.) YEAR ENDED 31.03.13
I. Revenue from operations	15	10,22,910.78	4,82,572.27
II. Other Income	16	1,60,767.07	139,598.17
III. Total Revenue (I +II)		11,83,677.85	6,22,170.44
IV. Expenses:			
Employee benefit expense	17	7,96,471.00	805,618.00
Financial costs	18	825.00	615.62
Depreciation and amortization expense	19	-	14,165.06
Other expenses	20	6,18,359.92	417,319.24
V. Total Expenses		14,15,655.92	1,237,717.92
VI. Profit/(Loss) before exceptional and extraordinary Items and tax (III-V)		(2,31,978.07)	(615,547.48)
VII. Exceptional items		-	-
VIII. Profit/(Loss) before tax (VI-VII)		(2,31,978.07)	(615,547.48)
IX. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
X Profit/(Loss) for the period (VIII - IX)		(2,31,978.07)	(615,547.48)
XI. Earning per equity share:			
(1) Basic		(0.04)	(0.11)
(2) Diluted		(0.04)	(0.11)
Significant Accounting Policies	2		

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

For **P.P. THUKRAL & CO.**
Chartered Accountants

Suresh Sethi
Partner
M. No. : 089318
F.R.N.: 000632N
Place : New Delhi
Date: 24.05.2014

For and on behalf of the Board of Directors

K.P.S. KOCHHAR
CMD

OM PRAKASH TIWARI
Director

SUMIT KUMAR GHOSH
Company Secretary

DAVINDER BIR KOCHHAR
Director

GURMEET SINGH
Director

GURPREET SINGH
Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

	<i>Amount (As at)</i> <i>31-03-2014</i>	<i>Amount (As at)</i> <i>31-03-2013</i>
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(Loss) before tax, extraordinary and prior period items	(2,31,978.07)	(615,547.48)
Adjustments for :		
Depreciation and amortisation	-	14,165.06
Provision for Doubtful Debts reversed	97,107.00	-
Operating profit/(Loss) before working capital changes	(1,34,871.07)	(601,382.42)
Changes in working capital :		
Inventories	75,82,417.36	(5,378,297.31)
Trade receivables	-	-
Short term loans and advances	(64,47,893.92)	16,154.00
Long term loans and advances	91,000.00	4,353,840.00
Trade payable	(13,50,718.02)	676,683.88
Other current liabilities	14,500.00	6,375.00
Short term provisions	(63,038.00)	49,616.00
Income tax paid	-	-
Net Cash from/(used) in Operating Activities before extraordinary and prior period items	(3,08,603.65)	(877,010.85)
Extraordinary Items	-	-
Net Cash from/(used) in Operating Activities after extraordinary items and prior period items (A)	(3,08,603.65)	(877,010.85)
B. Cash Flow from Investing Activities		
Purchase of fixed assets	-	-
Sale of fixed assets	-	-
Purchase of investment	-	-
Diminishing of investment	1,95,396.62	-
Net Cash from/(used) in Investing Activities (B)	1,95,396.62	-
C. Cash Flow from Financing Activities		
Proceeds/(Payment) of Long term borrowings	-	-
Proceeds/(Payment) of short term borrowings	-	-
Net Cash from/(used) in Financing Activities (C)	-	-
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(1,13,207.03)	(877,010.85)
Opening Cash and Cash equivalents	2,45,471.75	1,122,482.60
CLOSING CASH AND CASH EQUIVALENTS	1,32,264.72	245,471.75

As per our report of even date attached
For **P.P. THUKRAL & CO.**
Chartered Accountants
(Suresh Sethi)
Partner
M. No. 089318
F.R.N. 000632N
Place : New Delhi
Date : 24.05.2014

For and on behalf of the Board of Directors
K.P.S. KOCHHAR
CMD
OM PRAKASH TIWARI
Director
SUMIT KUMAR GHOSH
Company Secretary
DAVINDER BIR KOCHHAR
Director
GURMEET SINGH
Director
GURPREET SINGH
Director

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2014

1. Nature of Business

Jagsonpal Finance & Leasing Ltd. (the Company) is registered as a Non-Banking Financial Company (NBFC) as defined under Section 45-IA of Reserve Bank of India Act, 1934. The company is engaged in the business of Finance, Leasing & Trading of shares and commodities.

2. Significant accounting policies

2.1 Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and the provisions of the Companies Act, 1961. The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on an accrual basis and under the historical cost convention

2.2 Use of Estimates

The preparation of financial statements requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities as on the date of the financial statements and the reported income and expenses during the reporting period. The estimates and assumptions used in the financial statements are based upon the Management's evaluation of the relevant facts and circumstances as on the date of financial statements. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results may vary from these estimates.

2.3 Stock in Trade

(a) **Shares** : The Company has valued its Closing Stock of Shares/Debentures at "Cost Price" instead of "Scrip wise lower of Cost or Market Price".

Particulars	Current Year			Previous Year	
	Units	Qty.	Amount	Qty.	Amount
a) Opening Stock	No.	321667	160.48	342126	160.48
b) Purchases*	No.	70753	17.17	16241	7.07
c) Closing Stock	No.	262514	89.10	321667	164.92
d) Sales	No.	129906	92.99	5000	2.63

* Includes Bonus, Merger, Split and Conversion of shares etc.

(b) Real Estate :

Particulars	Current Year			Previous Year	
	Units	Qty.	Amount	Qty	Amount
a) Opening Stock	No.	1	49.33	—	—
b) Purchases	No.	—	—	1	49.33
c) Closing Stock	No.	1	49.33	1	49.33
d) Sales	No.	—	—	—	—

2.4 Revenue Recognition

- a) Revenue is being recognized in accordance with the Guidance Note on accrual basis of accounting issued by the Institute of Chartered Accountants of India. As per the Prudential Norms prescribed by the Reserve Bank of India with regard to Income Recognition (as amended till 31.1.98) no Income has been recognized on Non Performing Assets as defined in the said guidelines.
- b) Income from dividends on shares is accounted for on receipt basis.
- c) Casual & Incomes of Non-recurring nature are accounted for on Receipt Basis.
- d) FIFO method has been adopted with regard to valuations and Income of shares and securities.

2.5 Fixed Assets

Fixed Assets are stated at cost net of recoverable taxes and includes amounts added on revaluation less accumulated depreciation. The carrying amount of fixed assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. There is no impairment of assets during the year as stated by management.

2.6 Depreciation and Amortization

Entire block of Assets is fully depreciated in previous year.

2.7 Investments

Investments in quoted securities are classified as long term or short term depending upon the intention to be sold the same. In terms of the prudential norms of the Reserve Bank of India, the long term investments are valued at cost. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary. During the year the Investments has been converted into stock in trade and provision has been made for decline in value of Investment.

2.8 Employee Benefits

Short-term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered. The company recognizes termination benefits as a liability and an expense when the enterprise has a present obligation as a result of a past event. The provision for the gratuity has been made in the books of accounts as per gratuity act.

2.9 Earning Per Share (EPS)

In determining earnings per share (EPS), the Company considers the net profit after tax and includes the post tax effect of any extra-ordinary / exceptional item. In absence of any dilutive effect of equity shares the basic and diluted EPS are calculated on the same basis. The number of shares used in computing basic and diluted earnings per share is the weighted average number of shares outstanding during the period

2.10 Cash Flows

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

NOTE 3: SHARE CAPITAL

PARTICULARS	Amount (as at) 31.03.14 Rs.	Amount (as at) 31.03.13 Rs.
1 Authorized Capital		
75,00,000 Equity Shares of Rs. 10/- each.	7,50,00,000.00	7,50,00,000.00
	7,50,00,000.00	7,50,00,000.00
2 Issued, Subscribed and Paid-up Capital		
55,00,400 Equity Shares of Rs. 10/- each, Fully Paid up	5,50,04,000.00	5,50,04,000.00
Total	5,50,04,000.00	5,50,04,000.00

JAGSONPAL

FINANCE & LEASING LTD.

PARTICULARS	Amount (As at) 31-03-2014	Amount (As at) 31-03-2013
NOTE 4: RESERVES AND SURPLUS		
1 General Reserve	1,736,000.00	1,736,000.00
2 Surplus / (Deficit) in Statement of Profit and Loss Opening Balance	(3,70,80,229.75)	(3,64,64,682.27)
3 Add: Profit / (Loss) during the year	(2,31,978.07)	(6,15,547.48)
Add: Reversal of debts provided for in previous year	97,107.00	-
Total	(3,54,79,100.82)	(3,53,44,229.75)
NOTE 5: TRADES PAYABLE		
1 Trade Creditors	21,478.00	13,72,196.02
Total	21,478.00	13,72,196.02
NOTE 6: OTHER CURRENT LIABILITIES		
1 Expenses Payable	1,39,410.00	1,24,910.00
2 Lease Deposit	1,80,113.00	1,80,113.00
Total	3,19,523.00	3,05,023.00
NOTE 7: SHORT TERM PROVISIONS		
1 Provision for Doubtful Debts	21,54,567.38	22,51,674.38
2 Provision For Gratuity	2,91,377.00	2,57,308.00
Total	24,45,944.38	25,08,982.38
NOTE 8 : FIXED ASSETS		

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Openings as at 1-04-2013	Additions	Deletions	Closing as at 31-03-2014	Accumulated upto 1-04-2013	During the year	Accumulated upto 31-03-2014	Closing as at 31-03-2014	As at 31-03-2013
OWN ASSETS									
Building									
Plant & Machinery	4,98,725.80	-	-	4,98,725.80	4,98,725.80	-	4,98,725.80	-	-
Furnitures & fixtures	4,23,668.20	-	-	4,23,668.20	4,23,668.20	-	4,23,668.20	-	-
Computers	2,91,650.00	-	-	2,91,650.00	2,91,650.00	-	2,91,650.00	-	-
LEASED ASSETS									
Motor Vehicle	22,98,505.61	-	-	22,98,505.61	22,98,505.61	-	22,98,505.61	-	-
As per Balance Sheet	35,12,549.61	-	-	35,12,549.61	35,12,549.61	-	35,12,549.61	-	-
Previous year	35,12,549.61	-	-	35,12,549.61	34,98,384.55	14,165.06	35,12,549.61	-	-

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PARTICULARS	Amount (As at) 31-03-2014 Rs.	Amount (As at) 31-03-2013 Rs.
NOTE 9: NON-CURRENT INVESTMENTS		
1 Trade Investments		
Unquoted shares	-	25,625.00
Quoted shares	-	1,69,771.62
Total	-	195,396.62
NOTE 10: LONG TERM LOANS AND ADVANCES		
Unsecured, Considered Good :		
Loans	13,25,353.00	14,16,353.00
Total	13,25,353.00	14,16,353.00
NOTE 11: INVENTORIES		
1 Stock-in-Trade (Shares)	89,09,928.92	1,64,92,346.28
2 Stock-in-Trade (Real Estate)	49,33,490.00	49,33,490.00
Total	1,38,43,418.92	2,14,25,836.28
NOTE 12: CASH & CASH EQUIVALENTS		
1 Cash Balance in Hand	14,097.02	46,025.02
Sub Total (A)	14,097.02	46,025.02
2 Bank Balance	1,18,167.70	1,99,446.73
Sub Total (B)	1,18,167.70	1,99,446.73
Total [A + B]	1,32,264.72	2,45,471.75
NOTE 13: TRADE RECEIVABLES		
1 <u>Outstanding for more than six months</u> Unsecured, Considered Good	5,62,914.00	5,62,914.00
Total	5,62,914.00	5,62,914.00

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PARTICULARS	Amount (As at) 31-03-2014 Rs.	Amount (As at) 31-03-2013 Rs.
NOTE 14: SHORT TERM LOANS AND ADVANCES		
<u>Unsecured. Considered Good :</u>		
1 Victory Financial Services Ltd.	58,37,448.64	-
2 ISF Securities Ltd.	5,63,945.28	-
3 TDS	46,500.00	-
Total	6,447,893.92	-
NOTE 15: REVENUE FROM OPERATIONS		
1 Profit / (Loss) on operations	10,22,910.78	4,82,572.27
Total	10,22,910.78	4,82,572.27
NOTE 16: OTHER INCOME		
1 Dividend Received	1,60,767.07	1,39,598.17
Total	1,60,767.07	1,39,598.17
NOTE 17: EMPLOYMENT BENEFIT EXPENSES		
1 Salary	4,86,000.00	4,80,000.00
2 House Rent Allowances	144,000.00	1,44,000.00
3 Special Grade Allowance	72,000.00	72,000.00
4 Gratuity	34,069.00	49,616.00
5 Bonus	46,500.00	46,000.00
6 Staff Welfare	13,902.00	14,002.00
Total	7,96,471.00	8,05,618.00
NOTE 18: FINANCIAL COST		
1 Bank Charges	825.00	615.62
Total	825.00	615.62

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FINANCE & LEASING LTD.

PARTICULARS	Amount (As at) 31-03-2014 Rs.	Amount (As at) 31-03-2013 Rs.
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NOTE 19: DEPRECIATION AND AMORTISED COST

1 Depreciation	-	14,165.06
Total	-	14,165.06

NOTE 20: OTHER EXPENSES

1 Advertisement	33485.00	32,187.00
2 Annual Listing Fees	94383.00	94,800.00
3 Payment to Auditors :		
Audit Fees	17,000.00	10,000.00
Tax Audit Fees	15,500.00	10,000.00
Certification Charges	7500.00	7,500.00
4 Annual General Meeting Expenses	52,629.00	51,992.00
5 Travelling & Conveyance	55,266.00	52,137.00
6 Depository Expenses	37,758.23	35,505.44
7 Fees & Taxes	2,561.19	2,146.84
8 Misc. Expenses	-	150.00
9 Printing & Stationery	7,477.00	2,302.88
10 Professional Charges	-	2,809.00
11 Office Maintenance	34,001.00	13,175.00
12 Telephone and Postage Expenses	49,387.00	64,792.08
13 Security Transaction Tax	18,435.88	37,822.00
14 Loss on conversion of Investment	1,92,976.92	-
Total	6,18,359.92	4,17,319.24

NOTE 21: EARNING PER SHARE

Particulars	As at 31, March 2014	As at 31, March 2013
Profit attributable to equity shareholders (Rs)	(231978.07)	(615547.48)
Number of Equity Shares	5500400	5500400
Par Value of Share (Rs.)	10	10
Basic Earnings Per Share – (Rs)	(0.04)	(0.11)
Basic Earnings Per Share – (Rs)	(0.04)	(0.11)

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FINANCE & LEASING LTD.

(5) Borrower group-wise classification of assets financed as in (2) and(3) above :

Category	Secured		Unsecured		Total	
	March 31 2014	March 31 2013	March 31 2014	March 31 2013	March 31 2014	March 31 2013
1. Related Parties	-	-	-	-	-	-
2. Other than related parties	-	-	13,25,353	14,16,353	13,25,353	14,16,353
Total	-	-	13,25,353	14,16,353	13,25,353	14,16,353

(6) 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)	
	March 31 2014	March 31 2013	March 31 2014	March 31 2013
	NIL	NIL	NIL	NIL

(7) Other information

Particulars	March 31, 2014	March 31, 2013
(i) Gross Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	13,25,353	14,16,353
(ii) Net Non-Performing Assets		
(a) Related parties	-	-
(b) Other than related parties	-	-
(iii) Assets acquired in satisfaction of debt	-	-

NOTE 23: PAYMENT TO AUDITORS

Particulars	31 MARCH 2014 (Rs.)	31 MARCH 2013 (Rs.)
Audit Fee	32,500	20,000
Other Matters	7,500	7,500

NOTE 24: FOREIGN CURRENCY TRANSACTIONS

Particulars	31 MARCH 2014 (Rs.)	31 MARCH 2013 (Rs.)
	NIL	NIL

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FINANCE & LEASING LTD.

NOTE 25: SHARES HOLDING DETAILS

Details of shares held by each shareholder holding more than 5% of shares.

Name of shareholders	Class of shares	As at 31 st March 2014		As at 31 st March 2013	
		No. of Share Holding	Percentage of Holding	No. of Share Holding	Percentage of Holding
Jagmohan Singh Kochhar*	Equity Shares	1685300	30.64	1685300	30.64
Kanwarpal Singh Kochhar	Equity Shares	1021710	18.57	1021710	18.57

* Since deceased

NOTE 26: SEGMENT REPORTING

- During the year no leasing or hire purchasing activity carried out.
- As on date the company's operations are confined to interest on loans, trading of shares securities, commodities and real estate old investment and old recovery of dues from its customers.

Segment Disclosure :

	Income from Operation	Income from Real Estate	Other Income	Total (Rs. in '000)
i) Segment Revenue				
Income from Operation/ Other Income	1023	0	161	1184
Unallocate Expenses*				1416
ii) Segment Results				
Profit/(Loss) before Tax & Extraordinary items				(232)
Less: Interest				00
Provision for Tax				00
Net Profit after Tax & Extraordinary items				(232)
iii) Segment Assets	17379	4933		
iv) Segment Liabilities	22312			
v) Capital Expenditure	0			
vi) Depreciation/Amoritisation on Asset	0			

* The Expenses cannot be bifurcated into segments

NOTE 27: PRIOR YEAR COMPARATIVES

Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.

AS PER OUR REPORT OF EVEN DATE

FOR **P.P. THUKRAL & CO.**

CHARTERED ACCOUNTANTS.

(SURESH SETHI)

PARTNER

M.No. 089318

F.R. N. 000632N

For and on behalf of the Board of Directors

K.P.S. KOCHHAR
CMD

DAVINDER BIR KOCHHAR
Director

OM PRAKASH TIWARI
Director

GURMEET SINGH
Director

SUMIT KUMAR GHOSH
Company Secretary

GURPREET SINGH
Director

JAGSONPAL FINANCE & LEASING LIMITED

CIN :L65929DL1991PLC043182

REGD. OFFICE: D-45,GROUND FLOOR, PAMPOSH ENCLAVE, GREATER KAILASH PART - I, NEW DELHI- 110048

TEL NO: 011-41633812, FAX NO: 011-26238849 EM2AIL ID : info@jagsonpal.co.in Website: jagsonpal.co.in

PROXY FORM AGM 2014

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Folio/DP ID – Client ID No. :

I/We _____
of _____

_____ being a Member/Members
of Jagsonpal Finance & Leasing Ltd, hereby appoint

- (1) Name :
Address :
E-Mail id: _____ Signature _____,or failing him;
- (2) Name :
Address :
E-Mail id: _____ Signature _____,or failing him;
- (3) Name :
Address :
E-Mail id: _____ Signature _____,or failing him;

as my/our proxy in my/our absence to attend and vote for me/us, and on my/our behalf, at the 23rd Annual General Meeting of the Company, to be held on Tuesday, the 30th September, 2014 at, 09:00 a.m. at Khasra No. 2166,2167 & 2184 min Village Rajokari, New Delhi – 110 030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Description
1.	Addoption of Financial Statements and Reports of Board of Directors and Audtiors thereon for the year ended 31 st March 2014.
2.	Re-appointment of Mr. Om Parkash Tiwari, (DIN 02471598), who retires by rotation and being eligible, offers himself for re- appointment.
3.	Reappointment of M/s. P.P. Thukral & Co., Chartered Accountants (Registration no. 000632N) as, Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of next Annual General Meeting and fix their remuneration.
4.	Re-appointment of Mr. Kanwarpal Singh Kochhar (DIN 00529230) as a Managing Director for a period of Five years with effect from 29.09.2014.

Signed this _____ day of _____ 2014.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Regd. Folio No _____

Revenue
Stamp

Note: This proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting.

If undelivered, please return to:

Jagsonpal Finance & Leasing Limited

D-45, Ground Floor, Pamposh Enclave, Greater Kailash Part-I
New Delhi - 110 048