

26TH ANNUAL REPORT

2016-2017



NALIN LEASE FINANCE LIMITED

CIN:- L65910GJ1990PLC014516



Board and committees – Nalin Lease Finance Limited

The Board of Directors

Narendrakumar Dalsukhdas Shah	-	Chairman (Independent Director)
Dilipkumar Nalinkant Gandhi	-	Managing Director
Harsh Dilipkumar Gandhi	-	Wholetime Director
Pallavi Dilipkumar Gandhi	-	Wholetime Director
Navinchandra Chandulal Soni	-	Independent Director
Samirkumar Kantilal Shah	-	Independent Director

Company Secretary

Swati Ajay Shah

Chief Financial Officer

Nikulkumar Kantibhai Patel

Practicing Company Secretary

Amrish N. Gandhi

Statutory Auditors

M/s Deepak R. Soni

Chartered Accountant

Member No. 35177

Firm Registration No. 102245W

Dr. Nalinkant Gandhi Road

Himatnagar – 383001.

(Gujarat) +91 2772 242780.

Registrar & Share Transfer Agent

LINK INTIME INDIA PVT. LIMITED,

C-101,247 Park,

L.B.S.Marg, Vikhroli(West),

Mumbai 400 083

Phone: +91-22-49186000

Fax: +91-22-49186060

Board Committees

Audit Committee

Stakeholder Relationship Committee

Nomination and Remuneration
Committee

26th Annual General Meeting

Day : Friday

Date : 11th August, 2017

Time : 4.00 p.m.

Venue : Company Registered
Office

Registered Office:

NALIN LEASE FINANCE LIMITED

Ground Floor, Gandhi Nursing Home

Bldg, Dr.Nalinkant Gandhi Road,

HimatnagarGj 383001 In

**Phone No. +91 2772 241264,
2422264**

CIN: L65910GJ1990PLC014516

**E-mail: nalinlease@yahoo.co.in
www.nalinfin.co.in**



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Notes:

1. All Correspondence relating to share of the company may please be addressed to be Company's registered office.
2. Member are requested to bring their copy of Annual Report to the meeting, as copies of report will be distributed at the meeting.
3. Member seeking further information about the accounts and/or operation of the company are requested to send their queries to the company at its registered office at least 10 Day before the date of meeting.



NOTICE TO THE MEMBERS

NOTICE is hereby given that the **26th** Annual General Meeting of the Members of NALIN LEASE FINANCE LIMITED will be held on **Friday the 11th day of AUGUST, 2017** at **04:00 P.M.** at GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Dilipkumar N. Gandhi (DIN: - 00339595) who retires by rotation and being eligible offers himself for reappointment.
3. To appoint new Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT pursuant to the Provisions of Section 139 and other applicable Provisions, if any, of the Companies Act, 2013, M/s. PARESH THOTHAWALA & CO., Chartered Accountants (Firm Registration No. 114777W), be and are hereby appointed as New Statutory Auditors of the Company to hold office for a period of 1 years from the conclusion of 26th Annual General Meeting until the conclusion of the 27th Annual General Meeting of the Company subject to ratification by members of the Company at every Annual General Meeting at such remuneration to be decided by and between the Statutory Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS

4. Re- appointment of Smt. Pallaviben Dilipkumar Gandhi (DIN:- 00339639) as a Whole-Time Director

To consider and, if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the company (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded the reappointment and remuneration of Smt. Pallaviben Dilipkumar Gandhi, Whole Time Director for the period from 01.08.2017 to 31.07.2022 on the following terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profit or in any financial year during the aforesaid period) and subject to the approval in the meeting of the shareholders of the Company with a liberty to directors to alter and vary the terms and conditions of the said reappointment in such manner as may be agreed to between the Directors and Smt. Pallaviben Dilipkumar Gandhi."

Her existing terms as a Whole- time director of the Company completes on 31st July, 2017. Therefore her appointment as the Whole-time director of the Company with effect from 01st August, 2017 for a period of five years i.e. up to 31st July, 2022

The remuneration / perquisites/ benefits payable to Smt. Pallaviben Dilipkumar Gandhi as a Whole Time Director of the Company and other terms and conditions set out in the following manner;



A. Tenure of appointment

The Re-appointment of the Whole Time Director is with effect from 01st August, 2017 to 31st July, 2022.

B. Nature of Duties

The Whole Time Director shall devote her whole time to the business of the Company. She will look after day to day affairs of the Company and shall carry out such other duties as may be entrusted to her by the Board of Directors. She will perform her duty as a Whole Time director of the Company, subject to superintendence, control and directions of the Board of Directors. She will perform her duty in the best interest of the Company and the business of the Company.

A. Remuneration

Salary Rs. 100000 per month in the scale of 100000-10000 -150000

And the perquisites will be provided as under;

- 1) House Rent allowance at the rate of 25% of the salary per month.
- 2) The expenditure incurred on Gas Electricity water and furnishing shall be paid by the company shall not be exceed to 10% of salary.
- 3) The reimbursement of the medical expenses of self and her family subject the ceiling of one month's salary in a year or three months salary over a period of three years.
4. Leave Travel concession for self and family once in a year as per rules specified by the Company.
5. Fees of club and other admission and life membership fees maximum of two clubs.
6. Personal accident insurance premium not to excess Rs. 4,000/- per month.

CATEGORY B:

1. Contribution to the Provident Fund, Super Annuation Fund, Annuity Fund as per the rules of the Company.
2. Gratuity not exceeding half a month salary for each completed year of service subject to a ceiling of Rs. 10,00,000/-.

CATEGORY C:

1. A car with Chauffeur will be provided for the company's business.
2. Telephone facility shall be provided at residence.
3. Personal long distance calls on telephone and use of car for private purpose shall be borne by her.

D. The Whole -Time Director is appointed as a Director by virtue of her employment in the Company and her appointment shall be subject to the provisions of the Companies Act, 2013.

Registered Office:-

Ground Floor,
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar - 383001.
CIN:- L65910GJ1990PLC014516

**Place:- Himatnagar
Date: 29/05/2017**

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, NALIN LEASE FINANCE LTD.**

**NARENDRAKUMAR D SHAH
CHAIRMAN
DIN : 00314044**

**NOTES:**

1. Statement pursuant to Section 102(1) of the Companies Act 2013, relating the special business Members are requested to send their queries, if any at least 10 days before the date of the meeting so that to be transacted at the Meeting is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. The members are requested to intimate their change of address, if any, immediately to the Company & its Registrar And Transfer Agent (RTA) Viz. **Link Intime India Pvt. Ltd.**, C-101,247, L.B.S. Marg, Vikhroli (West), Mumbai 400083, Phone No- 022 - 49186270, quoting their Folio No. or Client ID No.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
5. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
6. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
7. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking re-appointment at this Meeting, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice. The Director has furnished the requisite declaration for her re-appointment.

Name of the Director	Relationship between director inter-se	Brief details of Educational Qualification & Experience in Functional area.	List of other Directorship/ Committee membership in other Public Companies as on 31 st March, 2017
Mr. Dilipkumar Nalinkant Gandhi (DIN:-00339595) (Shares: -6,20,500)	Promoter	Education Qualification: B.Sc. Experience : 39 Years	<ul style="list-style-type: none">➤ Nalin Services Limited➤ Nalin Consultancy Services Limited➤ Ameer Finance Limited



Mrs. Pallavi Dilipkumar Gandhi (DIN:- 00339639) (Shares: 1,80,000)	Wife of Promoter	Education Qualification: B.A. Experience : 26 Years	➤ Nalin Services Limited ➤ Nalin Consultancy Services Limited ➤ Ameer Finance Limited
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8. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Link Intime.
10. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. Pursuant to the Provisions of Section 91 of Companies Act, 2013 and as per Clause 16 of Listing Agreement, The Register of Members and Share Transfer Books of the Company will remain closed from 08th August, 2017 to 11th August, 2017 (both days inclusive) for the purpose of Annual General Meeting of the Company.
12. The process and manner for **remote e-voting** are as under: -
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :-
 - I. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - III. Click on "Shareholder - Login".
 - IV. Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - V. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - VI. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
 - VII. Select "EVEN" of NALIN LEASE FINANCE LTD. Members can cast their vote online from 08th AUGUST, 2017 (9:00 am) till 10th AUGUST, 2017 (5:00 pm). **Note: e-Voting shall not be allowed beyond said time.**
 - VIII. Now you are ready for remote e-voting as Cast Vote page opens.
 - IX. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - X. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - XII. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail amrishgandhi72@gmail.com with a copy marked to evoting@nsdl.co.in.



B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	User Id	Password/Pin
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(ii) Please follow all steps from Sr. No. (ii) To Sr. No. (xii) Above, to cast vote.

- I. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 04th August, 2017.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 04th August, 2017., may obtain the login ID and password by sending a request at: -
evoting@nsdl.co.in Or
naalinlease@yahoo.co.in/rnt.helpdesk@linkintime.co.in
- vi. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr. Amrish N Gandhi, Practicing Company Secretary [FCS No. 8193] and failing him Mr. Samsad A Khan, Practicing Company Secretary [ACS No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.



- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of www.nalinfin.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange (BSE Limited).
- XIII. 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.evoting.nsdl.com under help section or write an email evoting@nsdl.co.in.

Contact Details	
Company	NALIN LEASE FINANCE LIMITED Regd. Office: Ground Floor, Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001. (Sabarkantha) Gujarat CIN: L65910GJ1990PLC014516
Registrar and Transfer Agent	LINK INTIME INDIA PVT. LIMITED, C-101,247 Park, L.B.S.Marg, Vikhroli(West), Mumbai 400 083, Phone: +91-22-49186000, Fax: +91-22-49186060
E-Voting Agency	NSDL E-mail ID: evoting@nsdl.co.in . Toll Free No.:- 1800-222-990
Scrutinizer	CS Amrish N Gandhi, Practicing Company Secretary Phone No.: 9825654756, 079-40323014 Email : amrishgandhi72@gmail.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The following Explanatory Statements, as required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 of the accompanying Notice dated 29th May, 2017.

ITEM NO. 5

Mrs. Pallavi Dilipkumar Gandhi is re-appointed as a Whole-time Director (Executive Director) by the Board of Directors on 14th July, 2017. Her re-appointment as the Whole-time director of the Company with effect from 01st August, 2017 is for a period of five years i.e. up to 31st July, 2022. Pursuant to provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the company (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company is hereby accorded.

Mrs. Pallavi Dilipkumar Gandhi is not disqualified from being re-appointed as a Whole-time Director in terms of Section 196, 197 and 203 of the Act and has given her consent to act as a Whole-time Director.

Mrs. Pallavi Dilipkumar Gandhi is concerned and interested in the proposed resolution as this agenda item pertains to her reappointment as a Whole Time director of the Company and the payment of remuneration to her.

Registered Office:-

Ground Floor,
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar - 383001.
CIN:- L65910GJ1990PLC014516

Place:- Himatnagar

Date: 29/05/2017

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, NALIN LEASE FINANCE LTD.**

**NARENDRAKUMAR D SHAH
CHAIRMAN
DIN : 00314044**

**DIRECTORS' REPORT****TO THE MEMBERS OF
NALIN LEASE FINANCE LIMITED**

The Directors have pleasure in presenting the Twenty Sixth Annual Report and the Audited Financial Statements of the Company for the Financial Year ("FY") ended March 31, 2017.

1. BACKGROUND

NALIN LEASE FINANCE LIMITED ("Company" or "NLFL") is a Non Deposit Accepting Non Banking Finance Company, holding a Certificate of Registration dated **06th May, 1998** from the Reserve Bank of India ("RBI").

NLFL is having its registered office at Himatnagar in Sabarkantha district of Gujarat.

2. INDUSTRY AND ECONOMIC SCENARIO

The Indian economy has weathered many challenges successfully in recent times. Markets are optimistic, as a result of various policy measures announced or taken by the Government. The key policy changes include liberalization of foreign direct investment and a large array of investment facilitation measures.

Due to the sluggish global growth, especially in China, commodity prices have remained low, inflation has moderated and low crude prices have supported the Government's current account deficit commitment. A relatively stable rupee and rising foreign exchange reserves are key indicators of an improved and stable macro-economic environment.

In FY 2016-17, the Government focused on its theme "Transform India". The Budget for FY 2016-17 preferred fiscal prudence and stability over growth. The priorities of the Government were to provide additional resources for the vulnerable sections of society, to rural areas and for creating social and physical infrastructure. The positive effect of the Government's fiscal discipline is that it has created conditions for the Reserve Bank of India ("RBI") to cut rates, thereby indirectly benefiting the economy by bringing down the cost of borrowing for both the Government and the private sector.

The banking system in India saw a major shift with the RBI ending forbearance in April 2015 and, through the Asset Quality Review process, ensuring that banks were taking proactive steps to clean up their Balance Sheets by March 2017. In all adversity, there is opportunity and as a result of the stressed bank Balance Sheets, the NBFC sector has a significant opportunity to grow. NBFCs do not have the NPA problem of the magnitude of that of the banks and are already operating under strict regulatory supervision. The NBFC sector is likely to report higher NPAs in the initial period as it moves to the 90+ recognition norms, but the sector as a whole will emerge stronger after the implementation of these initiatives. Additionally, SARFAESI cover and a new bankruptcy code would make collections through the judicial system much simpler.

A normal monsoon and further rate cuts by RBI are expected to facilitate rural and urban consumption. The year ahead will be challenging on many fronts, credit quality and shifts in operating model, to name a couple. Accepted norms and rules of doing business are likely to be rewritten with digital innovation, increased use of technology in financial services and payment and small banks coming on stream. Each individually, and all of them collectively, have the ability to change the face of the financial services sector. The



NBFC sector appears to be best placed to take advantage and succeed in this changing environment.

3. FINANCIAL RESULTS

3.1 The performance of the Company for the Financial Year ended March 31, 2017 is, summarized below: -

Particulars	FY 2016-17	FY 2015-16
Gross Income	27277814	24407445
Less:		
Finance Cost	1368523	131190
Establishment, Administrative and Other Expenses	11383310	12395373
Depreciation	866295	917485
Profit before tax	13659686	10963397
Less: Provision for tax	4395143	3865534
Profit after tax	9264543	7097863
Surplus carried to Balance Sheet	67412879	57694111

3.2 Gross Income increased from Rs. 24407445 in FY 2015-16 to Rs. 27277814 in FY 2016-17, recording an increase of about 11.76 %. The Company's Profit before Tax was Rs. 13659686 (FY 2015-16: Rs. 10963397) and the Profit after Tax increased by about 30.53 % to Rs. 9264543 (FY 2015-16: Rs. 7097863).

3.3 Pursuant to RBI's Master Circular No. DNBR (PD) CC. No.044/03.10.119/2015-16 dated July 1, 2015 on Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, a provision at the rate of 0.35% on standard assets amounting to Rs. 454224 was made in FY 2016-17 as against 0.30% and Rs. 2,27,877 respectively, in FY 2015-16

3.4 As required under Section 45IC of the Reserve Bank of India Act, 1934, 20% of the profits are required to be transferred to a Special Reserve Account. On a conservative basis, an amount of Rs.1852909 (FY 2015-16:Rs.1419573), has been transferred to said Reserve. An amount of Rs. 15199295 has been carried to the Balance Sheet as Surplus.

4. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as on March 31, 2017, was Rs. 32620000.0.

During FY 2016-17, there was no change in Authorized Share Capital of the Company.

5. DIVIDEND

No dividend is being recommended by the Directors for the year ending on 31st March, 2017. As the Board of Directors wants to plough back the profit in the business.

6. DETAILS OF ASSOCIATE COMPANIES

As on 31st March, 2017, your Company has 4 (Four) Associate Companies during the year under review, Nalin Consultancy Services Ltd, Nalin Services Ltd, Amee Finance Limited, Gandhi Shroff Services Private Limited are Associate Companies of your Company.



7. RISK MANAGEMENT

Risk Management is an integral part of the Company's business strategy. The Risk Management oversight structure includes Committees of the Board and Senior Management Committees. The Risk Management process lays down guidelines for Risk identification, assessment and monitoring as an ongoing process that is supported by a robust risk reporting framework. Risk Management at NLFL covers Credit Risk, Market Risk, Operational Risk, Fraud Risk and Other Risks.

8. INTERNAL CONTROL SYSTEMS

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the design, adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures. Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company.

The Company's internal control system is commensurate with the size, nature and operations of the Company.

9. INTERNAL FINANCIAL CONTROLS

The Management had appointed M/S Ajay Shah & Co., Chartered Accountants as an Internal Auditor to document and to evaluate the design, adequacy and operating effectiveness of the Internal Financial Controls of the Company. The documentation of process maps, key controls, standard operating procedures ("SOP") and risk registers has been completed for all businesses and functions under the supervision of the Internal Auditor. Further, during FY 2016-17, Management testing has been conducted on a sample basis for all key processes and remedial action has been taken or agreed upon with a finite closure date where control weaknesses were identified. The Internal Audit team has also conducted a review of the Internal Financial Controls and remedial action has been taken or agreed upon with a finite closure date where in control weaknesses were identified. There are no material financial controls' related observations outstanding as at March 31, 2017. Based on the above, the Management believes that adequate Internal Financial Controls exist in relation to its Financial Statements.

10. INFORMATION TECHNOLOGY SUPPORT

Information Technology ("IT") has achieved stability in the core systems and close to total automation of all the business processes. The emphasis is on continual improvement and upgradation of systems and the underlying processes. There is a constant endeavor to deliver value to businesses and customers. The Company is well on its way on the 'digitalization' journey, wherein it will deploy latest technology covering the internet, cloud, analytics, social media and mobility areas.

11. HUMAN RESOURCES

The Company recognizes people as its most valuable asset and has built an open, transparent and meritocratic culture to nurture this asset.

Nalin Lease Finance Limited is committed to strive towards full engagement of all its employees, contractors, suppliers and clients to ensure safe working conditions and safe



behavior, as well as take care of their health. The basis for implementing the Occupational Health and Safety Management System at Nalin Lease Finance Limited is to support and promote good health and safety practices for balancing with socio economic needs.

There were **five** permanent employees on the rolls of the Company, as on March 31, 2017

12. COMPLIANCE

The Company has complied and continues to comply with all the applicable regulations and guidelines issued by RBI and other regulators such as the Securities and Exchange Board of India. These include Capital Adequacy, Net Owned Funds and for Standard Assets, filings, etc.

During the year, there were no frauds by the Company and no material frauds on the Company by its officers or employees. Further, the Company has complied with its reporting requirements, to RBI, from time to time.

MR. NIKULKUMAR KANTIBHAI PATEL, Chief Financial Officer, is the Compliance Officer of the Company and has been appointed as the Compliance Officer pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

13. REGULATORY ACTION

There are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and operations of the Company in future.

14. DEPOSITS

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

15. DETAILS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments under the provisions of Section 186 of the Companies Act, 2013 are not applicable to the Company.

16. DIRECTORS

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Dilipkumar Nalinkant Gandhi, Managing Director is liable to retire by rotation at the ensuing Annual General Meeting ("AGM") and is eligible for re-appointment.

Pursuant to the 'Fit and Proper' Policy adopted by the Company under the Non Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 issued by the Reserve Bank of India, the Company has received the 'Fit and Proper' declarations from Mr. Dilipkumar Nalinkant Gandhi for his renewal of appointment as Director of the Company.

The Members of the Company may refer to the accompanying Notice of the AGM of the Company, for the brief Resume of Mr. Dilipkumar Nalinkant Gandhi.



Mrs. PALLAVI DILIPKUMAR GANDHI was re-appointed as the Whole-Time Director of the Company, for a period of 5 years commencing August 01, 2017.

17. EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the provisions of the Act, the Board has carried out an annual evaluation of its own performance, the individual Directors (including the Chairman) as well as an evaluation of the working of all Board Committees. The Board of Directors was assisted by the Nomination and Remuneration Committee ("NRC"). The performance evaluation was carried out by seeking inputs from all the Directors/Members of the Committees, as the case may be. The criteria for evaluating the performance of the Board as a whole covered various aspects of the Board's functioning such as fulfillment of key responsibilities, structure of the Board and its composition, establishment and delineation of responsibilities of the Board Committees, effectiveness of Board processes, information and functioning, Board culture and dynamics, etc. The criteria for evaluation of individual Directors covered parameters such as guidance to Management, etc. The criteria for evaluation of the Board Committees covered areas related to degree of fulfillment of key responsibilities, adequacy of Board Committee composition etc.

The feedback of the Independent Directors on their review of the performance of Non-Independent Directors and the Board as a whole, the performance of the Chairman of the Company and the assessment of the quality, quantity and timeliness of flow of information between the Company Management and the Board, was taken into consideration by the Board in carrying out the performance evaluation.

18. POLICY ON APPOINTMENT OF DIRECTORS AND REMUNERATION POLICY OF THE COMPANY

The Nomination and Remuneration Committee ("NRC") of the Company comprises Mr. NAVINCHANDRA CHANDULAL SONI (Chairman), Mr. NARENDRAKUMAR DALSUKHDAS SHAH and Mr. SAMIRKUMAR KANTILAL SHAH. The NRC develops the competency requirements of the Board based on the industry and strategy of the Company and recommends the reconstitution of the Board, as and when required. It also recommends to the Board, the appointment of Directors having good personal and professional reputation and conducts reference checks and due diligence of all Directors, before recommending them to the Board. Besides the above, the NRC ensures that the new Directors are familiarized with the operations of the Company and endeavors to provide relevant training to the Directors.

The Remuneration Policy for Directors, Key Managerial Personnel and all other employees is aligned to the philosophy on the commitment of fostering a culture of leadership with trust. The Policy aims to ensure that the level and composition of the remuneration of the Directors, Key Managerial Personnel and all other employees is reasonable and sufficient to attract, retain and motivate them to successfully run the Company.

The Directors have also adopted a 'Fit and Proper' Policy for ascertaining the 'fit and proper' criteria to be adopted at the time of appointment of directors and on a continuing basis, pursuant to the Non Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015 issued by the Reserve Bank of India.

19. KEY MANAGERIAL PERSONNEL

Mr. DILIPKUMAR NALINKANT GANDHI, Managing Director, Mr. HARSH DILIPKUMAR GANDHI, Whole-Time Director, Mrs. PALLAVI DILIPKUMAR GANDHI, Whole-Time Director



and Mr. NIKULKUMAR KANTIBHAI PATEL, Chief Financial Officer and Ms. SWATI AJAY SHAH, Company Secretary are the Key Managerial Personnel ("KMP") of the Company.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Based on the framework of Internal Financial Controls and compliance systems established and maintained by the Company, work performed by the Internal, Statutory and Secretarial Auditors and based on the reviews performed by Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's Internal Financial Controls were adequate and effective during FY 2016-17.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that: -

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed and that there are no material departures thereof;
- b) They had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and cash flows of the Company for the year
- c) They had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They had prepared the annual accounts on a going concern basis;
- e) They had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and operating effectively; and
- f) They had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. CORPORATE GOVERNANCE

Company's Philosophy on Corporate Governance

The Company recognizes its role as a corporate citizen and endeavors to adopt the best practices and the highest standards of corporate governance through transparency in business ethics, accountability to its customers, Government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to better them by adopting the best practices.

The Company believes that governance practices enable the Management to direct and control the affairs of the Company in an efficient manner and to achieve the Company's goal of maximizing value for all its stakeholders.

In addition, the Company has adopted a Code of Conduct for Prevention of Insider Trading, a Code of Corporate Disclosure Practices, a Vigil Mechanism, a Fair Practices Code, a Fit and Proper Policy for ascertaining the fit and proper criteria of the directors at the time of appointment and on a continuing basis, a Code of Conduct for Non-Executive Directors, Internal Guidelines on Corporate Governance and an Occupational Health and Safety Management System.

**a. Board of Directors**

The Board of Directors along with the Committees of the Board provides leadership and guidance to the Company's Management and directs, supervises and controls the activities of the Company.

• The size of the Board is commensurate with the size and business of the Company. At present, the Board comprises six Directors viz. Mr. NARENDRAKUMAR DALSUKHDAS SHAH,

Mr. DILIPKUMAR NALINKANT GANDHI, Mrs. PALLAVI DILIPKUMAR GANDHI, Mr. HARSH DILIPKUMAR GANDHI, Mr. NAVINCHANDRA CHANDULAL SONI and Mr. SAMIRKUMAR KANTILAL SHAH. Mr. NARENDRAKUMAR DALSUKHDAS SHAH, Mr. NAVINCHANDRA CHANDULAL SONI and Mr. SAMIRKUMAR KANTILAL SHAH are Independent Directors ("IDs") of the Company. All the Independent Directors have confirmed that they meet the criteria as mentioned under Section 149 of the Companies Act, 2013. Mr. NARENDRAKUMAR DALSUKHDAS SHAH, Mr. NAVINCHANDRA CHANDULAL SONI and Mr. SAMIRKUMAR KANTILAL SHAH are Non-Executive Directors ("NEDs") of the Company. Mr. DILIPKUMAR NALINKANT GANDHI is the Managing Director ("MD") of the Company and was re-appointed as the MD of the Company, for a period of 5 years, with effect from August 01, 2015. The meetings of the Board are generally chaired by Mr. NARENDRAKUMAR DALSUKHDAS SHAH.

• During FY 2016-17, Six Meetings of the Board of Directors were held on the following dates: **April 15, 2016, May 25, 2016, July 18, 2016, October 20, 2016, January 23, 2017, and February 28, 2017**. Details of Directors, their attendance at Board Meetings and at the previous AGM of the Company are, given below:

Name of Director	Director Identification Number	Category	Board Meetings Attended	Whether present at previous AGM held on August 20, 2016
Mr. Narendrakumar Dalsukhdas Shah	00314044	Non-Executive (Chairman)Independent	6	YES
Mr. Dilipkumar Nalinkant Gandhi	00339595	Executive (Managing Director)	6	YES
Mr. Pallavi Dilipkumar Gandhi	00339639	Executive (Whole time Director)	6	YES
Mr. Harsh Dilipkumar Gandhi	03120638	Executive (Whole time Director)	6	YES
Mr. Navinchandra Chandulal Soni	03123355	Non Executive (Independent Director)	6	YES
Mr. Samirkumar Kantilal Shah	07215030	Non Executive (Independent Director)	6	YES

None of the Non-Executive Directors and Independent Directors had any pecuniary relationships or transactions with the Company during the year under review.

**b. Committees of the Board**

The Board has constituted Committees with specific terms of reference/scope to focus effectively on issues and ensure expedient resolution of diverse matters. These are the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee. The Board of Directors and the Committees also take decisions by circular resolutions which are noted by the Board at its next meeting. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions / noting.

i) Audit Committee

The Audit Committee comprises Mr. Navinchandra Chandulal Soni, Non-Executive (Independent Director) as Chairman, Mr. Narendrakumar Dalsukhdas Shah, Non-Executive (Independent Director) and Mr. Dilipkumar Nalinkant Gandhi, Executive (Managing Director).

The composition of the Audit Committee is in line with the provisions of Section 177 of the Act. All the Members have the ability to read and understand financial statements and have relevant finance and/or audit experience.

Given below, *inter alia*, is a gist of the responsibilities of the Audit Committee:

- Recommend appointment and removal of the Auditors and their remuneration, nature and scope of audit
- Ensure adequacy of internal controls and compliances and recommend remedial measures
- Review adequacy of the Internal Audit function
- Review and monitor the auditors' independence and performance and effectiveness of the audit process
- Oversee financial reporting process and disclosure of financial information
- Examine the financial statements and the auditors' report thereon
- Evaluate internal financial controls and the risk management systems
- Act as a link between the Statutory Auditors, Internal Auditors and the Board of Directors
- Review accounting policies
- Approve any transactions of the Company with related parties or any subsequent modifications thereof
- Evaluate the valuation of undertakings or assets of the Company, if necessary
- Review findings of internal investigations / frauds / irregularities, etc.
- Carry out additional functions as applicable to the Company or in the terms of reference of the Audit Committee
- Carry out the responsibilities under the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

During FY 2016-17, eight Meetings of the Audit Committee were held on the following dates: **April 15, 2016, July 18, 2016, October 20, 2016 and January 23, 2017**. The composition of the Audit Committee and the attendance of its Members at its Meetings held during FY 2016-17 are, given below:

Name of Member	Category	No. of Meetings	
		Held	Attended
Mr. Navinchandra Chandulal Soni, Chairman	Non-Executive (Independent Director)	4	4
Mr. Narendrakumar Dalsukhdas Shah	Non-Executive (Independent Director)	4	4
Mr. Dilipkumar Nalinkant Gandhi	Executive (Managing Director)	4	4



The Board has accepted all the recommendations made by the Audit Committee during the year.

Besides the Members of the Committee, meetings of the Audit Committee are usually attended by the remaining Directors, Chief Financial Officer, Statutory Auditors and Internal Auditor. The Internal Audit function is headed is reported to the Chairman of the Audit Committee to ensure independence of operations.

Mr. Navinchandra Chandulal Soni, Chairman of the Audit Committee, the Nomination and Remuneration Committee and Stakeholders Relationship Committee had attended the last AGM of the Company.

ii) Nomination and Remuneration Committee

During FY 2016–17, one Meeting of the Nomination and Remuneration Committee was held on the following date: October 20, 2016. The composition of the Nomination and Remuneration Committee and the attendance of its Members at its Meetings held during FY 2016-17 are, given below:

Name of Member	Category	No. of Meetings	
		Held	Attended
Mr. Navinchandra Chandulal Soni, Chairman	Non-Executive (Independent Director)	1	1
Mr. Narendrakumar Dalsukhdas Shah	Non-Executive (Independent Director)	1	1
Mr. Samirkumar Kantilal Shah	Non-Executive (Independent Director)	1	1

iii) Stakeholders Relationship Committee

During FY 2016–17, Four Meetings of the Stakeholders Relationship Committee were held on: - **April 15, 2016, July 18, 2016, October 20, 2016, and January 23, 2017**. The composition of the Stakeholders Relationship Committee and the attendance of its Members at its Meeting held during FY 2016-17 are, given below:

Name of Member	Category	No. of Meetings	
		Held	Attended
Mr. Navinchandra Chandulal Soni, Chairman	Non-Executive (Independent Director)	4	4
Mr. Narendrakumar Dalsukhdas Shah	Non-Executive (Independent Director)	4	4
Mr. Dilipkumar Nalinkant Gandhi	Non-Executive (Independent Director)	4	4

c. Means of Communication

The Company's website www.nalinfin.co.in keeps the investors updated on material developments in the Company by providing key and timely information such as Financial Results, Annual Reports, etc

d. General Information for Members and Debenture holders

The Company is registered with the Registrar of Companies, Gujarat. The Corporate Identity Number ("CIN") allotted to the Company by the Ministry of Corporate Affairs ("MCA") is L65910GJ1990PLC014516.

- Stock Code: D-mat ISIN Number: INE 606C01012.
- Listing of equity shares on Stock Exchange at



Bombay Stock Exchange		Vadodara Stock Exchange	
Scrip Code	Address	Scrip Code	Address
531212	Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001 http://www.bseindia.com	31212	3rd Floor, Fortune Tower, Sayajigunj, Vadodara – 390005 http://www.vselindia.com

Details of the Registrar and Transfer Agents for the Equity Shares are, given below:

Registrar and Transfer Agents
LINKINTIME (INDIA) PRIVATE LIMITED C-101,247 Park, L.B.S.Marg, Vikhroli(West), Mumbai 400 083 Phone: +91-22-49186000 Fax: +91-22-49186060 WWW.LINKINTIME.CO.IN & RNT.HELPDESK@LINKINTIME.CO.IN

22. VIGIL MECHANISM

Pursuant to Section 177(9) of the Companies Act, 2013, the company has adopted Whistle Blower Policy to deal with any instance of fraud and mismanagement. The employees of the company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern.

23. STATUTORY AUDITORS

M/s. PARESH THOTHAWALA & CO., Chartered Accountants (Firm Registration No.102245W), the new Statutory Auditors of the Company, will be eligible for appointment in ensuing general meeting.

Your Company has received letter from **M/s. PARESH THOTHAWALA & CO**, Chartered Accountants, to the effect that their appointment, if made, would be within the prescribed limits under Section 141 of the Companies Act, 2013 read with rules made there under and that they are not disqualified for such appointment.

Your Directors recommend the appointment of **M/s. PARESH THOTHAWALA & CO**, Chartered Accountants, as new Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 27th Annual General Meeting of the Company to be held in the calendar year 2018.

24. ACCOUNTING STANDARDS FOLLOWED BY THE COMPANY

The Financial Statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act and the Guidelines prescribed by the RBI, as applicable.

25. EXPLANATION ON STATUTORY AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by Auditors, in their Report dated May 29, 2017, on the Financial Statements of the Company for FY 2016-17.



26. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Amrish Gandhi & Associates, a firm of Company Secretaries in Practice, to undertake the Secretarial Audit of the Company for FY 2016-17. The Secretarial Audit Report is annexed as **Annexure A**.

The report is self-explanatory and do not call for any further comments.

27. INFORMATION ON MATERIAL CHANGES AND COMMITMENTS

There are no material changes or commitments affecting the financial position of the Company which have occurred after March 31, 2017 and May 29, 2017, being the date of this Report.

28. PARTICULARS OF RELATED PARTY TRANSACTIONS

A Statement containing the details of material contracts or arrangements or transactions with Related Parties on an arm's length basis with respect to transactions as required under Section 188(1) of the Act, in the prescribed Form No. AOC-2 is attached as **Annexure B**. Further, details of Related Party Transactions as required to be disclosed by Accounting Standard – 18 on "Related Party Disclosures" specified under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, are given in the Notes to the Financial Statements.

During the year, the Company has not entered into any transactions with Related Parties which are not in its ordinary course of business or not on an arm's length pricing basis and which require disclosure in this Report in terms of the provisions of Section 188(1) of the Act.

29. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The information pursuant to Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 is as follows:

(A) Conservation of energy

Your Company being a Non-Banking Finance Company, its activities are not energy intensive.

However, your Company has taken adequate measures for conservation of energy, wherever required.

(B) Technology Absorption

Your Company being a Non-Banking Finance Company, its activities do not require adoption any specific technology. However, your Company has been in the forefront in implementing latest information technologies & tools towards enhancing our customer convenience. Mobile number validation system introduced has enhanced the quality of our KYC data captured in the system. This helps us provide the customers useful and informative SMS alerts on transactions, repayment reminders and missed call facilities so as to track their accounts offline also. With the infusion of technology across, we walked ahead of time towards true Digital India and financial inclusion.

**(C) Foreign exchange earnings and Outgo:**

Total Foreign Exchange Earned: NIL

Total Foreign Exchange Used: NIL

30. EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as prescribed under Section 92(3) of the Act and the Companies (Management & Administration) Rules, 2014, in the prescribed Form No. MGT- 9 is attached as **Annexure C**

31. DETAILS AS REQUIRED UNDER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016").

A Statement giving the details required under COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2016, for the year ended March 31, 2017, is attached as **Annexure D**.

The details required under COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2016, for the year ended March 31, 2017, are provided in a separate annexure forming part of this Report. None of the employees listed in the said Annexure is related to any Director of the Company.

32. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report are attached as **Annexure E**.

33. ACKNOWLEDGEMENTS

The Directors would like to place on record their gratitude for the valuable guidance and support received from RBI, Securities and Exchange Board of India, Registrar of Companies and other government and regulatory agencies and to convey their appreciation to customers, bankers, vendors and all other business associates for the continuous support given by them to the Company. The Directors also place on record their appreciation of the commitment, commendable efforts, team work and professionalism of all the employees of the Company.

For and on behalf of the Board of Directors

Place: Himatnagar
Date: May 29, 2017

Harsh Gandhi
Whole-Time Director

Dilipkumar N. Gandhi
Managing Director



Declaration by the Managing Director

To,
The Board of Directors
Nalin Lease Finance Limited,
Gandhi Nursing Home Bldg
Dr Nalinkant Gandhi Road
Himatnagar -383001

Sub.: Declaration by the Managing Director under Para D of Schedule V of SEBI (LODR) Regulations, 2015

I do hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the 'Code of Conduct for Directors and Senior Management Personnel', for the financial year ended March 31, 2017.

For, **NALIN LEASE FINANCE LIMITED**

Date: May 29, 2017
Place: Himatnagar

DILIPKUMAR NALINKANT GANDHI
Managing Director
DIN: 00339595

CEO/CFO certification

The Board of Directors
Nalin Lease Finance Limited
Himatnagar

Dear members of the Board,

We, Dilipkumar Nalinkant Gandhi, Managing Director, and Nikulkumar Kantibhai Patel, Chief Financial Officer of Nalin Lease Finance Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. 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, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.



4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics.

5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and we have:

a. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under our supervision to ensure that material information relating to the Company is made known to us by others within those entities, particularly during the period in which this report is being prepared.

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Generally Accepted Accounting Principles (GAAP) in India.

c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.

6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):

a. that there are no significant changes in internal control over financial reporting during the year;

b. that there are no significant changes in accounting policies during the year; and

7. We further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Place: Himatnagar

Date: 29/05/2017

Mr. Dilipkumar N Gandhi
Managing Director

Mr. Nikul K Patel
Chief Financial Officer



FORM No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2017

(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members
NALIN LEASE FINANCE LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by NALIN LEASE FINANCE LIMITED (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- I. The Companies Act, 2013 ("the Act") and the rules made thereunder;
- II. The Securities Contract (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (Not applicable to the Company during the audit period)
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; (Not applicable to the Company during the audit period);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and the Securities and



- Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the audit period);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the audit period).

VI. Other laws specifically applicable to the Company, namely:

- a) All the Rules, Regulations, Guidelines and Circulars applicable to Non Banking Financial Companies under the RBI Act, 1934
- b) The Prevention of Money-Laundering Act, 2002 and the Prevention of Money Laundering (Maintenance of Records, etc.) Rules, 2005
- c) SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings.
- ii. SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice was given to all Directors to schedule the Board Meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings were taken unanimously.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Amrish Gandhi & Associates**
Company Secretaries

Place: Ahmedabad
Date: 29th May, 2017

Amrish Gandhi
FCS No: 8193 CP No: 5656

This Report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



'ANNEXURE A TO SECRETARIAL AUDIT REPORT'

To,
The Members
Nalin Lease Finance Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For **Amrish Gandhi & Associates**
Company Secretaries

Place: Ahmedabad
Date: 29th May, 2017

Amrish Gandhi
FCS No: 8193 CP No: 5656



Form No. AOC- 2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

(Rs. In Lakhs)

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of contracts /arrangements/ transactions	Amount	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value , if any	Amount paid as Advances, if any
1	Dilipkumar Nalinkant Gandhi	Promoter- Managing Director	a) Director Remuneration	14,00,000/-	1 Year	In the scale of 100000- 10000- 200000	-----
			b) Office Rent	8,40,000/-	1 Year	As per Rent Agreement entered between the Company and premise owner Mr. Dilipkumar Nalinkant Gandhi	
			c) Interest	1,91,370/-	1 Year	Company has paid interest on Unsecured Loan	
			d) Unsecured Loan Taken	1,35,00,000/-	1 Year	Director has given Unsecured loan to	



26th Annual Report 2016-2017

Sr. No.	Name of the Related Party	Nature of Relationship	Nature of contracts /arrangements/ transactions	Amount	Duration of the contracts/ arrangements/ transactions	Company Salient terms of the contracts or arrangements or transactions including the value , if any	Amount paid as Advances, if any
2	Pallaviben Dilipkumar Gandhi	Promoter- Whole-Time Director	a) Director Remuneration	10,40,000/-	1 Year	In the scale of 100000- 10000- 150000	
3	Harsh Dilipkumar Gandhi	Promoter- Whole-Time Director	a) Director Remuneration	9,20,000/-	1 Year	In the Scale of 70000- 10000 -150000	
			b) Office Rent	1,80,000/-	1 Year	As per terms agreed between the Company and Harsh Dilipkumar Gandhi	
			c)Interest	6,781/-	1 Year	Company has paid interest on Unsecured Loan	
			d)Unsecured Loan Taken	45,00,000/-	1 Year	Director has given Unsecured loan to Company	

Note: Appropriate approvals have been taken for Related Party Transactions

For and on behalf of the Board of Directors

Himatnagar
May 29, 2017

Harsh Gandhi
Whole-Time Director

Dilipkumar N. Gandhi
Managing Director

**Annexure C**

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN: L65910GJ1990PLC014516
- ii) Registration Date (Date of Incorporation): October 11, 1990
- iii) Name of the Company: Nalin Lease Finance Limited
- iv) a) Category: Company limited by shares
b) Sub-Category of the Company: Indian Non-Government Company
- v) Address of the Registered Office and contact details:
Gandhi Nursing Home Bldg Dr Nalinkant Gandhi Road Himatnagar -383001
Contact details:
Tel: 02772 - 241264
E-mail id: nalinlease@yahoo.co.in
- vi) Whether listed company: Yes. As per Section 2(52) of the Companies Act, 2013, the Company is considered as a listed company since its Equity Shares is listed on BSE Limited and the Vadodara Stock Exchange Limited.
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any

LINKINTIME (INDIA) PRIVATE LIMITED

C-101,247 Park, L.B.S.Marg, Vikhroli(West), Mumbai 400 083
Phone: +91-22-49186000 Fax: +91-22-49186060 www.linkintime.co.in
e-mail: rnt.helpdesk@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/Service	% of Total Turnover of the Company
1	Financing Activity	64920	69.22%
2	Loan (Financing) against collateral of Gold Jewellery	64-649	30.78%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:**

Sr. no	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	Applicable Section
1)	AMEE FINANCE LIMITED Address : GANDHI NURSING HOME BUILDING DR. NALINKANT GANDHI ROAD HIMATNAGAR, GUJARAT INDIA - 383001	U65923GJ1996PLC028768	Associate (Control of Business decisions)	2(6)
2)	GANDHI SHROFF SERVICES PRIVATE LIMITED Address : GANDHI NURSING HOME BUILDING, FIRST FLOOR DR N G ROAD HIMATNAGAR, GUJARAT INDIA - 383001	U74140GJ1992PTC018361	Associate (Control of Business decisions)	2(6)
3)	NALIN CONSULTANCY SERVICES LIMITED Address : GROUND FLOOR GANDHI NURSINGHOME BLDG DR NALINKANT GANDHI ROAD HIMATNAGAR, GUJARAT INDIA	U93000GJ1998PLC033695	Associate (Control of Business decisions)	2(6)
4)	NALIN SERVICES LIMITED Address : GANDHI NURSING HOME BLDGDR NR GANDHI ROAD HIMATNAGAR, GUJARAT INDIA - 383001	U15118GJ1996PLC030871	Associate (Control of Business decisions)	2(6)



IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	911088	0	911088	27.93	1059538	0	1059538	32.48	+4.55
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
k) Banks/FI									
l) Any Other.	911088	0	911088	27.93	1059538	0	1059538	32.48	+4.55
Sub-total (A) (1):-									
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total									



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
shareholding of Promoter (A) = (A)(1) + (A)(2)	911088	0	911088	27.93	1059538	0	1059538	32.48	+4.55
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies									



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Corp.	2600	0	2600	0.08	2400	0	2400	0.0736	-0.0064
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	221448	182600	404048	12.39	225598	182100	407698	12.4984	+0.1084
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	1929500	0	1929500	59.15	1778400	0	1778400	54.5187	-4.6313
c) Others (specify)	2361	0	2361	0.07	2361	0	2361	0.07	0
*HUF	1000	0	1000	0.03	1000	0	1000	0.03	0
*Non Resident Indians (Repat)	11403	0	11403	0.35	10603	0	10603	0.3250	-0.025
*Clearing Member	2168312	182600	2350912	72.07	2020362	182100	2202462	67.52	-4.55
Sub-total (B)(2):-									
Total Public Shareholding (B) = (B)(1) + (B)(2)									



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3079400	182600	3262000	100	3079900	182100	3262000	100	0



(ii) Shareholding of Promoters (Equity Share Capital)

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Dilipkumar Nalinkant Gandhi	320250	9.82	0	620500	19.02	0	+9.2
2	Pallaviben Dilipkumar Gandhi	180000	5.52	0	180000	5.52	0	0
3	Manali Harshkumar Gandhi	43221	1.32	0	93921	2.88	0	+1.56
4	Gandhi Harsh Dilipkumar	68117	2.09	0	68117	2.09	0	0
5	Dilipkumar Nalinkant Gandhi (HUF)	27000	0.83	0	27000	0.83	0	0
6	Dr Nalinkant Gandhi HUF (Dilipkumar Nalinkant Gandhi-Karta)	26500	0.81	0	26500	0.81	0	0
7	Rupalben Dilipkumar Gandhi	15500	0.48	0	15500	0.48	0	0
8	Urviben Dilipkumar Gandhi	15500	0.48	0	15500	0.48	0	0
9	Falguniben Krishnakant Shah	10000	0.31	0	10000	0.31	0	0
10	Bhartiben Mahendrabhai Shah	2500	0.08	0	2500	0.08	0	0
11	Nipurnaben Nalinkant Gandhi	200000	6.13	0	0	0	0	-6.13
12	Narendrakumar Dalsukhdas Shah	2500	0.08	0	0	0	0	-0.08
	Total	911088	27.93	0	1059538	32.48	0	+4.55



(iii) Change in Promoters' Shareholding (Equity Share Capital) (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	911088	27.93	911088	27.93
2.	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):				
	<u>DILIPKUMAR NALINKANT GANDHI</u> a) *Transmission of Shares (From Nipurnaben Gandhi) dated 17.06.2016 No. of Shares= 20,000 *Transmission of Shares (From Nipurnaben Gandhi) dated 28.06.2016 No. of Shares= 1,80,000 b) On market acquisition- 27.07.2016 No. of Shares= 50,550 c) On market acquisition- 06.09.2016 No. of Shares=49,700	3,00,250	+9.20	3,00,250	9.20
	<u>MANALI HARSH GANDHI</u> a) On market acquisition-01.04.2016 No. of Shares= 700 b) On market acquisition- 27.07.2016 No. of Shares= 50,000	50,700	+1.56	350950	10.76
	<u>NIPURNABEN NALINKANT GANDHI</u> a) Transmission of Shares (to Dilipkumar Nalinkant Gandhi) *dated 17.06.2016 No. of Shares= 20,000 *dated 28.06.2016 No. of Shares= 1,80,000	2,00,000	-6.13	150950	4.63
	<u>NARENDRAKUMAR DALSUKHDAS SHAH</u> a) Deviation from Promoter Group dated 20.06.2016	2500	-0.08	148450	4.55
3.	At the End of the year	1059538	32.48	1059538	32.48



(iv) Shareholding Pattern (Equity Share Capital) of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	<u>At the beginning of the year</u>				
	Soni Kartavya Navinchandra	60900	1.87	60900	1.87
	Prajapati Tarunkumar	59400	1.82	120300	3.62
	Kishorbhai Shankarbhai Patel	54500	1.67	174800	5.29
	Goswami Ronakpuri Pankajpuri	53800	1.65	228600	6.94
	Patel Kundan Mukeshbhai	53200	1.63	281800	8.57
	Prajapati Rameshbhai P	53200	1.63	335000	10.20
	Gouswami Narandargiri Govindgiri	52900	1.62	387900	11.82
	Patel Bhaveshkumar G	52900	1.62	440800	13.44
	Patel Rekhaben Hemantkumar	53000	1.62	493800	15.06
	Gitaben Parkashkumar Prajapati	52500	1.61	546300	16.67
	Solanki Sunilkumar Kalyan	51800	1.59	598100	18.26
	Prajapati Kanubhai R	52000	1.59	650100	19.85
	Patel Varshaben Ketankumar	51900	1.59	702000	21.44
	Patel Mukeshbhai Ramjibhai	51400	1.58	753400	23.02
	Prajapati Kalpeshkumar M	51400	1.58	804800	24.60
	Prakashkumar A Prajapati	51400	1.58	856200	26.18
	Thakar Mayur P	51100	1.57	907300	27.75
2.	<u>Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity</u>	-52900			



Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	etc): Gouswami Narandargiri Govindgiri (Sale) (Between 22.07.2016 to 29.07.2016)				
3.	<u>At the End of the year</u> (or on the date of separation, if separated during the year)				
	Soni Kartavya Navinchandra	60900	1.87	60900	1.87
	Prajapati Tarunkumar	59400	1.82	120300	3.62
	Kishorbhai Shankarbhai Patel	54500	1.67	174800	5.29
	Goswami Ronakpuri Pankajpuri	53800	1.65	228600	6.94
	Patel Kundan Mukeshbhai	53200	1.63	281800	8.57
	Prajapati Rameshbhai P	53200	1.63	335000	10.20
	Patel Bhaveshkumar G	52900	1.62	387900	11.82
	Patel Rekhaben Hemantkumar	53000	1.62	440900	13.44
	Gitaben Parkashkumar Prajapati	52500	1.61	493400	15.05
	Solanki Sunilkumar Kalyan	51800	1.59	545200	16.64
	Prajapati Kanubhai R	52000	1.59	597200	18.23
	Patel Varshaben Ketankumar	51900	1.59	649100	19.82
	Solanki Sunilkumar Kalyan	51800	1.59	700900	21.41
	Patel Mukeshbhai Ramjibhai	51400	1.58	752300	22.99
	Prajapati Kalpeshkumar M	51400	1.58	803700	24.57
	Prakashkumar A Prajapati	51400	1.58	855100	26.15
	Thakar Mayur P	51100	1.57	906200	27.72



(v) Shareholding (Equity Share Capital) of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
	NARENDRAKUMAR DALSUKHDAS SHAH	2500	0.08	2500	0.08
	DILIPKUMAR NALINKANT GANDHI	320250	9.82	322750	9.90
	PALLAVI DILIPKUMAR GANDHI	180000	5.52	502750	15.42
	HARSH DILIPKUMAR GANDHI	68117	2.09	570867	17.51
	NAVINCHANDRA CHANDULAL SONI	0	0	570867	17.51
	SAMIRKUMAR KANTILAL SHAH	0	0	570867	17.51
	SWATI AJAY SHAH (CS)	0	0	570867	17.51
	NIKULKUMAR KANTIBHAI PATEL (CFO)	49500	1.52	620367	19.03
2.	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): <u>DILIPKUMAR NALINKANT GANDHI</u> a) *Transmission of Shares (From Nipurnaben Gandhi) dated 17.06.2016 No. of Shares= 20,000 *Transmission of Shares (From Nipurnaben Gandhi) dated 28.06.2016 No. of Shares= 1,80,000 b) On market acquisition- 27.07.2016 No. of Shares= 50,550 c) On market acquisition- 06.09.2016 No. of Shares=49,700	3,00,250	+9.20	3,00,250	9.20
3.	At the End of the year				
	NARENDRAKUMAR D. SHAH	2500	0.08	2500	0.08
	DILIPKUMAR NALINKANT GANDHI	620500	19.02	623000	19.10
	PALLAVI DILIPKUMAR GANDHI	180000	5.52	803000	24.62
	HARSH DILIPKUMAR GANDHI	68117	2.09	871117	26.71
	NAVINCHANDRA CHANDULAL SONI	0	0	871117	26.71
	SAMIRKUMAR KANTILAL SHAH	0	0	871117	26.71
	SWATI AJAY SHAH (CS)	0	0	871117	26.71
	NIKULKUMAR KANTIBHAI PATEL (CFO)	49500	1.52	920617	28.23

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	10101021	0	0	10101021
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	131190	0	0	131190
Total (i+ii+iii)	10232211	0	0	10232211
Change in Indebtedness during the financial year				
-Addition	+10501431	+18198151	0	+28699582
-Reduction	0	0	0	0
Net Change	+10501431	+18198151	0	+28699582
Indebtedness at the end of the financial year				
i) Principal Amount	19563270	18000000	0	37563270
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	1170372	198151	0	1368523
Total (i+ii+iii)	20733642	18198151	0	38931793

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Dilipkumar Nalinkant Gandhi (Managing Director)	Pallavi Dilipkumar Gandhi (Whole-Time Director)	Harsh Dilipkumar Gandhi (Whole-Time Director)	
1.	<u>Gross salary</u>				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14,00,000	9,20,000	10,40,000	33,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - Others, specify...				
5.	Others, please specify (OFFICE/FURNITURE RENT)	8,40,000	-	1,80,000	10,20,000
	Total (A)	22,40,000	9,20,000	12,20,000	43,80,000



B. Remuneration to other directors:

Sr. no.	Particulars of Remuneration	Name of Directors				Total Amount
		
1.	Independent Directors					
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 					
	Total (1)					
2.	Other Non-Executive Directors	Narendra Kumar Dalsukhdas Shah	Navin Chandra Chandulal Soni	Samir Kumar Kantilal Shah		
	<ul style="list-style-type: none"> • Fee for attending board committee meetings • Commission • Others, please specify 					
	Total (2)					
	Total (B) = (1 + 2)					
	Total Managerial Remuneration	0	0	0		0

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Ms. Swati Ajay Shah, Company Secretary	Mr. Nikul Kumar Kantibhai Patel, CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		1,20,000	2,16,000	3,36,000
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - Others, specify...				
5.	Others, please specify				
	Total		1,20,000	2,16,000	3,36,000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



Annexure D

DETAILS REQUIRED UNDER SECTION 197(12) OF THE ACT READ WITH APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2016 dated June 30, 2016 ("Amended Managerial Remuneration Rules, 2016").

(i) The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary if any, in the financial year.

The percentage increase in remuneration of the Directors in FY 2016-17 is, given below:

Sr. No.	Name of Director/KMP	% increase in remuneration in FY 2016-17
1.	Mr Narendrakumar D Shah	---
2.	Mr Dilipkumar N Gandhi	6.06%
3.	Mr. Harsh D Gandhi	15.00%
4.	Mrs Pallaviben D Gandhi	13.00%
5.	Mr Navinchandra C Soni	----
6.	Mr Samirkumar K Shah	-----
7.	Mrs. Swati A Shah	NIL
8.	Mr. Nikulkumar K Patel	1.67%

(ii) The percentage increase in the median remuneration of employees in the financial year;

There is an increase in the median remuneration of employees in FY 2016-17 by 26.70% as compared to FY 2015-16.

(iii) The number of permanent employees on the rolls of company;

The permanent employees on the rolls of the Company as on March 31, 2017, were 05.

(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The average percentage increase in the salaries of employees other than that of managerial personnel is 26.70% as compared to that of the percentage increase in the overall managerial remuneration of 8.93%.

(v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. Industry structure and developments**

Please refer to Para 2 of the Directors' Report.

2. Opportunities and Threats

NBFC sector in India is large with significant growth potential and has consistently created value for its shareholders. The NBFC sector has a 13% credit share, gaining 3% market share from banks over the last 10 years. The growth in the sector appears sustainable as India has a low GDP to credit penetration. Further, many structural factors are supportive of NBFC growth namely weak banks, RBI initiatives on policy alignment and latent credit demand in certain segments not catered to by banks. The sector has been delivering approximately 1.5% to 2% better ROEs as compared to select banks over the last 10 years. In order for the sector to sustain its advantages, companies in the sector need to grow in a prudent manner while focusing on financial innovation, analytics and adequate risk management systems and procedures.

The Reserve Bank of India constantly issues new regulations and / or modifies existing regulations endeavoring to balance the multiple objectives of financial stability, consumer protection and regulatory arbitrage concerns. The RBI, however, implements major changes in a structured manner providing companies operating in the sector adequate time to adapt and adjust.

Newer regulatory updates pose a constant challenge for smooth operations of the Company. The Company needs to be equipped to quickly adapt to the constant changes in regulations and competitive landscape. With new entities like the payment banks, small banks, new universal banks entering the market place, the Company needs to maintain its competitive edge through constant adaptation and creating strategies to protect its niche.

3. Outlook

The Outlook of the Company for the year ahead is to diversify risk and stabilize its asset quality. The Company will look to grow its supply chain, structured finance and leasing business and will focus on the recovery and rehabilitation of nonperforming assets. The Company, as a whole, will focus on digital and analytics.

4. Risks and Concerns

Credit risk, Market risk, Operational risk and Liquidity risk are the key risks faced by the Company.

The Company has formulated a policy which involves risk identification, assessment and risk mitigation planning for business, strategic, operational; financial and compliance related risks. A robust internal check process is deployed to prevent and limit risk of noncompliance. Risks are identified at the time of business planning and quantified using scenario planning.

The Company takes risk management seriously and its procedures and policies in the area are well defined and considered appropriate for the assessment and management of individual risk categories.



Except for some unforeseen and extreme event, the Company is well placed on the liquidity front and appropriate policies exist for underwriting credit risk. The Company endeavors to continuously learn and modify its policies to manage the aforementioned risks.

5. Internal control systems and their adequacy

Please refer to Para 8 of the Directors' Report.

6. Discussion on financial performance with respect to operational performance

Please refer to Para 3 of the Directors' Report.

7. Material developments in Human Resources / Industrial Relations front, including number of people employed

Please refer to Para 11 of the Directors' Report.



CERTIFICATE ON COMPLIANCE OF CONDITION OF CORPORATE GOVERNANCE

**To,
The Members
Nalin Lease Finance Ltd., Himatnagar.**

We have examined the compliance of conditions of Corporate Governance by Nalin Lease Finance Ltd. for the year ended 31st March, 2017 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination has been limited to review of the procedures and implementation thereof, adopted by the Company, for ensuring the compliance with the conditions of the 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 Clause 49 of the above mentioned Listing Agreement.

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

For, Deepak R. Soni & Co.
Chartered Accountant

(A.G.Bhatt)
Partner
M.No.107312

Place :- Himatnagar
Date :-29.05.2017

**INDEPENDENT AUDITOR'S REPORT**

To the Members
NALIN LEASE FINANCE LTD.
Himatnagar

Report on the Financial Statements

We have audited the accompanying financial statements of NALIN LEASE FINANCE LTD. ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our 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, we consider internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, 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 on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2017;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **Annexure-A** a statement on the matters specified in the paragraph 3 and 4 of the order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and 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, the 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
 - g) With respect to the other matters to be included in the Auditor's Report and in accordance with rule 11 of the companies (Audit & Auditors) Rule 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would impact its financial positions
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the



Investor Education and Protection Fund by the Company.

- iv Company had provided requisite disclosure in financial statement as to holding as well as dealing in specified Bank Notes during the period from 8th November 2016 to 30th December 2016. These are in accordance with the books of accounts maintained by the company. Refer to Note 1 (X) to the Financial statements.

For, Deepak R. Soni & Co.
Chartered Accountant

(A.G.Bhatt)
Partner
M.No.107312

Place: - Himatnagar
Date: -29.05.2017

**Annexure to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2017, we report that:

3 (i) (a)	In our opinion the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
(b)	The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. .
(c)	The Title Deeds of the Immovable properties are held in the name of the Company itself
3 (ii) (a)	The Company is a finance company and it does not hold any physical inventories except stationery & Adhesive Stamp . Hence paragraph 3(ii) of the Order is not applicable
(b)	In our opinion and based on information provided to us, no material discrepancies were noticed and in the absence of the same, commenting on dealing with the books of accounts does not arise
3 (iii)	Based on information given to us during the year the company has not granted any loans, secured or unsecured loan to any party covered in the register maintained under Section 189 of Companies Act, 2013.
3 (iv)	Based on information given to us during the year the company has not granted any loans, investments, guarantees and securities to any party as specified under Section 185 and 186 of Companies Act, 2013.
3 (v)	In our opinion, the company has not accepted deposits. Hence commenting on the following does not arise. The company's compliance with directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under, wherever applicable The nature of contraventions Whether any order has been passed by the Company Law Board or National Company Law Tribunal and the company's compliance with the same
3 (vi)	The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.
3 (vii)(a)	In our opinion, the company is regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities.



(b)	According to the information and explanations given to us, there are no material dues of income-tax, sales tax, service tax, duty of customs and excise and cess which have not been deposited with the appropriate authorities on account of any dispute.
3 (viii)	In our opinion and based on information given to us, the company has not defaulted in repayment of dues to the banks.
3 (ix)	During the year under Audit the Company has not raised moneys by way of IPO or Further Public Offer including debts instruments and term loans.
3 (x)	According to the information and explanations given to us, No fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
3 (xi)	In our opinion, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act.
3 (xii)	In our opinion, the Company is not a Nidhi Company hence this para is not applicable.
3(xiii)	In our opinion, all transactions with the related parties are in compliance with the Section 177 and 188 of the Companies Act 2013 and details have been disclosed in the Financial Statements as require by the applicable accounting standards.
3(xiv)	The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review hence this para is not applicable.
3(xv)	According to the information and explanation given to us, the Company has not entered into any Non cash Transactions with Directors or person connected with them. Hence this para is not applicable.
3(xvi)	The Company is registered with RBI as NBFC and has Certificate of registration bearing No. 01.00242 under Section 45IA of the Reserve bank of India Act 1934.

For, Deepak R. Soni & Co.
Chartered Accountant

(A.G.Bhatt)
Partner
M.No.107312

Place :- Himatnagar
Date :-29.05.2017



"Annexure B" to the Independent Auditor's Report of even date on the Standalone Financial Statements of NALIN LEASE FINANCE LTD

(Report on Other Legal and Regulatory Requirements' section of our report of even date to the Members of NALIN LEASE FINANCE LTD)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **NALIN LEASE FINANCE LTD** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, Deepak R. Soni & Co.
Chartered Accountant

(A.G.Bhatt)
Partner
M.No.107312

Place :- Himatnagar
Date :-29.05.2017



NALIN LEASE FINANCE LIMITED			
Balance Sheet as at 31st March, 2017			
Particulars	Note No	31.03.2017	31.03.2016
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	32620000	32620000
(b) Reserves and Surplus	3	67412879	57694111
(c) Money received against share warrants		0	0
(2) Share application money pending allotment		0	0
(a) Long-term borrowings	4	18000000	0
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long term liabilities		0	0
(d) Long term provisions		0	0
(4) Current Liabilities			
(a) Short-term borrowings	5	19563270	10101021
(b) Trade payables		0	0
(c) Other current liabilities	6	110700	59910
(d) Short-term provisions	7	4522043	4340194
Total		142228892	104815236
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	8	3904770	4642618
(ii) Intangible assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-current investments		0	0
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances		0	0
(e) Other non-current assets	9	6000	6000
(2) Current assets			
(a) Current investments		0	0
(b) Inventories	10	148884	203990
(c) Trade receivables	11	129799237	84796986
(d) Cash and cash equivalents	12	4317184	11965214
(e) Short-term loans and advances		0	0
(f) Other current assets	13	4052816	3200429
Total		142228892	104815236
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 22		

As Per Our Report on Even Date
For Deepak R. Soni & Co.
Chartered Accountant

(S.N.Parikh)
Company Secretaries

A.G.Bhatt
Partner

(N.K.Patel)
Chief Financial Officer

For and on behalf of the board
N.D Shah Chariman
D.N.Gandhi Managing Director
H.D.Gandhi Director
P.D.Gandhi Director
N.C.Soni Director
S.K.Shah Director

Place: Himantnagar
Date: 29.05.2017

Place: Himantnagar
Date: 29.05.2017



NALIN LEASE FINANCE LIMITED			
STATEMENT OF PROFIT AND LOSS for the year ended 31.03.2017			
Particulars	Note No	31.03.2017	31.03.2016
I. Revenue from operations	14	25680394	23322234
II. Other Income	15	1597420	1085211
III. Total Revenue (I + II)		27277814	24407445
<i>IV. Expenses:</i>			
Employee Benefits Expenses	16	5211000	4584680
Adminstration expenses	17	5718085	7582816
Financial Cost	18	1368523	131190
Depreciation	8	866295	917485
Contingent Provision on Std Assets	3D	454224	227877
Total Expenses		13618128	13444048
V. Profit before tax (III - IV)		13659686	10963397
VI. Exceptional Items (Profit after adjusting loss on sale of fixed asset)		0	0
VII. Profit before extraordinary items and tax (V - VI)		13659686	10963397
VIII. Extraordinary Items (prior period expenses)		0	0
IX. Profit before tax (VII - VIII)		13659686	10963397
X. Tax expense:			
(1) Current tax		4395143	3865534
(2) Deferred tax		0	0
XI. Profit(Loss) for the Year (IX - X)		9264543	7097863
XII. Profit/(Loss) from discontinuing operations		0	0
XIII. Tax expense of discounting operations		0	0
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		0	0
XV. Profit/(Loss) for the year (XII + XIV)		9264543	7097863
XVI. Earning per equity share:			
(1) Basic		2.84	2.18
(2) Diluted			
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 22		

As Per Our Report on Even Date
For Deepak R. Soni & Co.
Chartered Accountant

(S.N.Parikh)
Company Secretaries

A.G.Bhatt
Partner

(N.K.Patel)
Chief Financial Officer

For and on behalf of the board
N.D Shah Chariman
D.N.Gandhi Managing Director
H.D.Gandhi Director
P.D.Gandhi Director
N.C.Soni Director
S.K.Shah Director

Place: Himantnagar
Date: 29.05.2017

Place: Himantnagar
Date: 29.05.2017

**Notes: 1. SIGNIFICANT ACCOUNTING POLICIES****I. Basis of Accounting:**

The Financial Statements are prepared under the historical cost convention, in accordance with the generally accepted accounting principles in India and the provisions of the Companies Act, 2013.

II. Income and Expenditure:

Revenue/Income and cost/expenditure are generally accounted on accrual as and when they are earned or incurred except in case of uncertainties.

III. Tangible Assets & Depreciation:

Fixed Assets are stated at cost less accumulated depreciation.

Company has provided depreciation on fixed assets at the rates specified in schedule II of the Companies Act, 2013 on SLM basis.

IV Investments:

Investments are stated at cost. Dividends/Interests are accounted for when received and provision for reduction/surplus is made in Accounts on realization.

V Finance Transaction:

Company is financing under various funding schemes. Processing charge and late payment fees are credited on receipt basis.

The monthly installments are bifurcated in two parts. One part being principle is credited to respective borrower account and second part being interest calculated at stipulated rate on declining balance of said account credited to interest account further at the end of the year if some EMIS are due provision for interest receivable on said installment is made in the Accounts.

Finally at the year end the outstanding balance of all borrowers Accounts is shown as balance under the head loans and advances.

VI Provision for Income-tax & Deferred Tax

Provision for Income Tax is made after considering deductions and exemptions available at the rates applicable under the Income tax Act, 1961.

The depreciation difference on the assets being negligible, no provision of Deferred Tax is made in earlier years and also during the year under audit, as required by AS 22. In absence of details the yearwise amount of non provision could not be quantified.

VII. Employee Benefits:

The Company has been advised that the payment of bonus Act, 1965 and the payment of gratuity Act, 1972 are not applicable.

VIII Segment Reporting: (AS-17)

Based on the guiding principle given in Accounting standard on 'Segment Reporting' (AS-17) issued by the ICAI, the Company's primary business is of providing finance mainly



for auto vehicles which mainly have similar risk and returns, hence, in our opinion, there is no separatable segment.

IX Classification of Assets

Classification of Advances has not been made as per criteria for NPA prescribed for NBFC by the RBI. However, Company has debited bad debts written off which were considered bad by the management.

X Details of SBN held and transacted during the period from 8 November 2016 to 30 December 2016

Details of Specified Bank Notes (SBN) held and transacted during the period from 8 November 2016 to 30 December 2016 as required vide MCA Notification dated =30.03.2017.

	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	9887500	87673	9975173
(+) Permitted receipts	3422000	12315615	15737615
(-) Permitted payments	-	7798615	7798615
(-) Amount deposited in Banks	13309500	3823820	17133320
Closing cash in hand as on 30.12.2016	-	780853	780853

As Per Our Report on Even Date
For Deepak R. Soni & Co.
Chartered Accountant

A.G.Bhatt
Partner

Place: Himantnagar
Date: 29.05.2017

(S.N.Parikh)
Company
Secretaries

(N.K.Patel)
Chief Financial
Officer

For and on behalf of the board
N.D Shah Chariman
D.N.Gandhi Managing Director
H.D.Gandhi Director
P.D.Gandhi Director
N.C.Soni Director
S.K.Shah Director

Place: Himantnagar
Date: 29.05.2017

**NOTES TO THE FINANCIAL STATEMENTS**

	As at 31.03.2017		As at 31.03.2016	
Notes : 2 .. Share Capital				
a	Authorised Share Capital:			
	37,50,000 Equity shares of Rs. 10/- each			
	37500000		37500000	
b	Issued, Subscribed and Fully Paid up Share Capital:			
	32,62,000 Equity shares of Rs. 10/- each			
	32620000		32620000	
c	Par Value per Share			
	Rs. 10		10	
d	Number of equity shares at the beginning of the year			
	3262000		3262000	
	Add: Rights issue			
	0		0	
	Bonus issue			
	0		0	
	Less: Buy back			
	0		0	
	3262000		3262000	
e	Number of shares held by share holders more 5% of total shares			
		% Of Holding		% Of Holding
	Dilipkumar Nalinkant Gandhi	620500	19.02	320250
	Nipurnaben Nalinkant Gandhi	0	0.00	200000
	Pallaviben Dilipkumar Gandhi	180000	5.52	180000
				9.82
				6.13
				5.52

Notes 3 .. Reserves and Surplus**A General Reserve**

Opening Balance	41970876	36470876	
Add: Transfer from Profit & Loss Account	<u>7500000</u>	<u>5500000</u>	
Closing balance	49470876		41970876

B Statutory Reserve (U/s 45 IC of RBI Act)

Opening Balance	13346387	11926814	
Add: Transfer from Profit & Loss Account	<u>1852909</u>	<u>1419573</u>	
Closing balance	15199295		13346387

C Surplus from Profit & Loss account

Opening balance	1246739	1068449	
Add: Current year surplus	9264543	7097863	
Less: Transfer to general reserve	7500000	5500000	
Less: Transfer to Compulsory Reserve	1852909	1419573	
Less: Dividend Tax Provisions	<u>0</u>	<u>0</u>	
Closing balance	1158374		1246739

D Contingent Provision on Std Assets

Opening Balance	1130109	902232	
Add: Transfer from Profit & Loss Account	<u>454224</u>	<u>227877</u>	
Closing balance	1584334		1130109

6741287957694111**Additional Disclosure**

- i As required by Section 45 IC of Reserve bank of India Act, 1934, Company has appropriated 20% of its Profits to Statutory Reserve Accounts
- ii As per RBI's Direction, all NBFCs are required to make necessary provisions for Standard assets. Accordingly Company has make a provision of 0.30% for FY 2015-16 & 0.35% for FY 2016-17 of its outstanding HP Advance.
[DNBR (PD) CC.No.002/03.10.001/2014-15 Dated 10.11.2014]

Notes : 4 .. Long Term Borrowings

Borrowings from Directors, Unsecured			
a	Dilipkumar Gandhi	13500000	0
b	Harsh Gandhi	<u>4500000</u>	<u>0</u>
		<u>18000000</u>	<u>0</u>



	As at 31.03.2017	As at 31.03.2016
Notes : 5 .. Short Term Borrowings		
A		
Loans Repayable on Demand		
Himatnagar Nagrik Sahakari Bank Ltd OD 319	2492070	299200
Dena Bank Loan A/c	17071200	9801821
	<u>19563270</u>	<u>10101021</u>
A) Over Draft facility is secured against Fixed Deposit of Rs. 30 lacs.		
B) The Overdraft Limit Of Rs 250 lacs under mortgage schme is primarily secured against personal commercial property of director situated at F.F. & S.S. Dwarkesh Complex S.No. 23P, Plot no. 6,7,8, Motipura, Himatnagar. Repayment Schdule Of said OD Facility is with 15% Cut back every year on the original sanction limit of Rs 250 lacs in such a way that OD limit stands liquidated at the end of 7 Years		
Notes : 6 .. Other Current Liability		
a	36750	35910
Deepak R. Soni & Co. (Statutory Auditor)		
b	24000	24000
Ajaykumar J. Shah & Co. (Internal Auditor)		
c	9000	0
CIBIL Account		
d	4200	0
Link Intime India Pvt Ltd (Sub registrar)		
e	36750	0
Amrish N Gandhi (C.S)		
	<u>110700</u>	<u>59910</u>
Notes : 7 .. Short Term Provisions		
a	4395143	3865534
Provision for income tax		
b	93500	89000
Salary Conveyance		
c	0	179660
Director Remuneration		
d	17200	15000
Electricity Exp		
e	15600	15000
Telephone Exp		
f	0	31300
Staff Wealfare Payable		
g	600	12000
Postage Payable		
h	0	24700
Marketing Exp Payable		
i	0	108000
Rent payable		
	<u>4522043</u>	<u>4340194</u>
Notes : 9 .. Other Non Current Assets		
Telephone Deposits	6000	6000
Notes : 10 .. Inventories (as taken and valued at cost by Director)		
Sp. Adhesive Stamp	100884	147790
Stationery Stock	48000	56200
	<u>148884</u>	<u>203990</u>
Notes : 11 .. Trade Receivables		
Secured, considered good		
H P Accounts	53286135	75959161
Interest Receivables on HP	20820	31843
Gold Loan Account	75492822	8180240
Vaibhav Auto (Khedbrahma)	0	600000
Accrued interest	0	25742
	<u>128799777</u>	<u>84796986</u>
Unsecured, Considered good		
Business Loan	999460	0
	<u>129799237</u>	<u>84796986</u>



	As at 31.03.2017	As at 31.03.2016
Notes : 12 .. Cash & Bank Balances		
A Cash and cash equivalents		
a Balance with banks		
Axis Bank Collection A/c	0	564902
Axis Bank Payment A/c	0	1326141
Bank of Baroda CBS 0495	0	29310
Bank of India, Himatnagar	980415	313969
Dena Bank, Himatnagar	1462	97660
HDFC Bank, Himatnagar	187188	1783462
Himatnagar Nagarik Sahakari Bank	10255	162151
ICICI Bank 1652	0	573836
IDBI Bank, A/c No. 4558	0	249241
S K Dist Central Coop. Bank Ltd	45213	108994
Paytm Payment Application	17324	0
b Cash on Hand	<u>75328</u>	<u>472776</u>
	1317184	5682443
c Other Bank Balance in Deposit account		
HDFC, HMT FIX A/c	0	3282771
Himatnagar Nagrik Sahakari Bank	<u>3000000</u>	<u>3000000</u>
	3000000	6282771
	<u><u>4317184</u></u>	<u><u>11965214</u></u>
Notes : 13 .. Other Current Assets		
TDS Receivables	39417	53429
Electric Deposit	12489	12489
Advance Tax	3919000	3090000
Prepaid Insurance	22386	26520
Advance AMC	0	17991
Prepaid Postage	<u>59524</u>	<u>0</u>
	4052816	3200429
Notes : 14 .. Revenue from Operations		
Interest Income	15713865	20632454
Interest Receivables on HP	20820	31843
Interest received on Other Loans	40397	0
Late Fee Charges	2000520	2444393
Interest Income (Gold Loan)	<u>7904792</u>	<u>213543</u>
	25680394	23322234
Notes : 15 .. Other income		
Interest on FDs	361824	538659
Cheque Return Charges	191535	171715
Interest (Booking)	315848	139673
Bad Debt Recovered	89552	33708
Postage Exp. Recovered	179454	178878
Advocate Exp Recovered	389800	0
Other Charges Recovered	17240	0
Tax Refund	51848	0
Cash Back Paytm	319	0
Excess provision Written Back	<u>0</u>	<u>22578</u>
	1597420	1085211



	As at 31.03.2017	As at 31.03.2016
Notes : 16 .. Salary & Wages		
Salary & Conveyance	1761000	1255000
Staff Welfare Exp	90000	289680
Director Remuneration	<u>3360000</u>	<u>3040000</u>
	5211000	4584680
Notes : 17 .. Administrative & Other Expenses		
Advertisement & Marketing Exp	491315	298624
Audit Fees Exp	66600	64474
Bad Debts Exp	375522	712328
Kasar & Loan Loss	307487	52181
Bank Commission & Charges	36786	150272
Demate Exp & Stock Exchange Listing Exp	347850	317678
CIBIL Charges Exp.	135955	130562
Electricity Exp	361365	389063
Income-tax Exp	1350	750770
Legal & Professional Fees	432250	532600
Misc. Expenditure		
Office & General Exp	235911	250620
Office Rent	1020000	1440000
Refreshment Exp	0	226351
Repairs & Annual Maintenance Exp	129464	19616
Sp Adhesive Stamp Exp	296906	422720
Stationary, Printing & Postage	849213	1158327
Telephone Exp	197423	270562
Stock Exchange Penalty	0	11400
Insurance Exp.	141451	11555
Vehicle & Travelling Exp.	233205	373112
Excess provision Written Off	58032	0
	<u><u>5718085</u></u>	<u><u>7582816</u></u>
Notes : 18 .. Financial Cost		
Interest on Bank OD	1170372	131190
Interest - Directors	<u>198151</u>	<u>0</u>
	1368523	131190
Notes : 19 .. Remuneration to Auditors		
As Auditors	22500	22500
In other Capacity	12500	12500
Notes : 20 .. Earnings per Share		
i Net Profit after tax as per Statement of Profit & Loss attributable to Equity Share Holder (A)	9264543	7097863
ii Basic No. of Equity Shares (B)	3262000	3262000
iii Basic Earnings per Shares (A/B)	2.84	2.18
iv Face Value Per Equity Shares	10	10



Notes : 8 .. Fixed Assets

	Tangible asset	Gross Value				Depreciation				Closing balance	
		Opening balance	Additions	Deletions	Total	Opening balance	Additions	Deletions	Total	3/31/2017	3/31/2016
a	Office Building	381500	0	0	381500	126783	6043	0	132826	248674	254717
b	Office Equipments	3898531	128447	0	4026978	3050758	380022	0	3430780	596198	847773
c	Vehicles	3164870	0	0	3164870	1934457	204774	0	2139231	1025639	1230413
d	Furniture & Fixtures	2945797.88	0	0	2945797.88	1318730	196279	0	1515009	1430789	1627068
e	Air Conditioner	1043676	0	0	1043676	361029	79177	0	440206	603470	682647
	Total	11434375	128447	0	11562822	6791757	866295	0	7658052	3904770	4642618
	Figures for the previous year	11320058	114317	0	11434375	5874272	917485	0	6791757	4642618	5445786

Notes : 21.. Related Party Disclosures

A List of Related Parties where control exists and related parties with whom transactions have taken place and relationship

Sr. No.	Name of the Related Party	Relationship
i	Dilipkumar Nalinkant Gandhi	Key Management Personnel
ii	Pallaviben Dilipkumar Gandhi	Key Management Personnel
iii	Harsh Dilipkumar Gandhi	Key Management Personnel

B Transactions During the year with related parties

Sr. No.	Name of the Related Party	Nature of Transaction	KMP	Associates
iii	Dilipkumar Nalinkant Gandhi	Director Remuneration	1400000	0
		Office Rent	840000	0
		Interest	191370	0
		Unsecured Loan Taken	13500000	0
iv	Pallaviben Dilipkumar Gandhi	Director Remuneration	1040000	0
		Director Remuneration	920000	0
v	Harsh Dilipkumar Gandhi	Office Rent	180000	0
		Interest	6781	0
		Unsecured Loan Taken	4500000	0

**Notes: 22. Other Notes on Accounts**

1. In the opinion of the board the current assets, loans and advances are having value at least equal to the amount at which they are stated if realized in the ordinary course of business. Further provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary and no personal expenses have been charged to revenue accounts.
2. Outstanding Debit \ Credit Balances are Subject to Confirmations from the Parties.
3. We have verified the vouchers and documentary evidences wherever made available. Where no documentary evidences were available, we relied on the information/authentication given by the management.
4. Company is registered as NBFC with RBI and mainly engaged in the business of financing against two wheelers. The said advance is generally recoverable in 36 monthly installments. As the advance is realizable in 36 months, the operating cycle, is considered of 36 months (3 years) for classification of current / non current assets and liabilities as required under Revised Schedule III for the Balance sheet as at 31.03.2017.
5. Previous year's figures have been regrouped and/or rearranged wherever considered necessary.

As Per Our Report on Even Date
For Deepak R. Soni & Co.
Chartered Accountant

A.G.Bhatt
Partner

Place: Himantnagar
Date: 29.05.2017

(S.N.Parikh)
Company
Secretaries

(N.K.Patel)
Chief Financial
Officer

For and on behalf of the board
N.D Shah Chariman
D.N.Gandhi Managing Director
H.D.Gandhi Director
P.D.Gandhi Director
N.C.Soni Director
S.K.Shah Director
Place: Himantnagar
Date: 29.05.2017

AUDITORS CERTIFICATE

We have verified the above Cash Flow Statement with the books and records maintained by Nalin Lease Finance Limited and found the same in agreement therewith.

For Deepak R. Soni & Co.
Chartered Accountant

A.G.Bhatt
Partner
M.No. 107312

Place: Himantnagar
Date: 29.05.2017



NALIN LEASE FINANCE LIMITED, HIMATNAGAR

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Pursuant to the Listing Agreement with Stock Exchange)

Particulars		2016-17		2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES:-				
Net Profit Before Tax		136.60		109.63
Adjustment for :				
Depreciation	8.66		9.17	
Taxation Provision, FBT and Differed Tax	-43.95		-38.66	
Contingent provision against standard assets	4.54		2.28	
Loss on sale of asset	0	-30.75	0	-27.20
Operating Profit before working capital changes		105.85		82.43
Adjustment for:				
Trade & Other receivables	-		-	
	458.00		133.82	
Trade payables & Provisions	2.93		10.54	
Deferred Tax Liabilities / (Assets)	0	-455.07	0	-123.28
Net Cash used in operating activities		-349.22		-40.85
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	-1.28		-1.14	
Sales of Fixed Assets	0		0	
Increase / Decrease in Investment	0		0	
Net cash used in Investing Activities		-1.28		-1.14
		-350.50		-41.99
C. CASH FLOW FROM FINANCING ACTIVITIES				
Total proceeds from Borrowings		274.62		-141.74
Net cash used in Financing Activities		274.62		-141.74
NET INCREASE IN CASH & CASH EQUIVALENTS		-75.88		-183.73
OPENING CASH & CASH EQUIVALENTS		119.66		303.39
CLOSING CASH & CASH EQUIVALENTS		43.17		119.66

As Per Our Report on Even Date
For Deepak R. Soni & Co.
Chartered Accountant

A.G.Bhatt
Partner

Place: Himantnagar
Date: 29.05.2017

(S.N.Parikh)
Company
Secretaries

(N.K.Patel)
Chief Financial
Officer

For and on behalf of the board

N.D Shah Chariman
D.N.Gandhi Managing Director
H.D.Gandhi Director
P.D.Gandhi Director
N.C.Soni Director
S.K.Shah Director

Place: Himantnagar
Date: 29.05.2017

**NALIN LEASE FINANCE LTD.**

CIN: L65910GJ1990PLCO14516

GROUND FLOOR, GANDHI NURSING HOME BLDG., DR.NALINKANT GANDHI ROAD,
HIMATNAGAR, SABARKANTHA, GUJARAT – 383001.

TEL NO.: +91 2772 241264, 242264

Web: nalinfin.com, E-mail: nalinlease@yahoo.co.in**ANNEXURE TO THE NOTICE FOR THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY
TO BE HELD ON 11TH DAY OF AUGUST, 2017**

1	Name of the sole/first named member:	
2	Address of sole/first named member:	
3	Name (s) of joint member(s) if any:	
4	Registered folio no. /DP ID No. /Client ID NO.	
5	Number of shares held:	

Subject: - Process and manner for availing E-voting facility

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and **Clause 31(1)(B) of SEBI (LODR) Regulations, 2015**, the business to be transacted at the Annual General Meeting of the company to be held on Friday, August 11, 2017 at 4.00 may be transacted through electronic voting system and the company is providing facility for voting by electronic means. The Company has engaged the services of National Securities Depository limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>

The electronic voting particulars are set out below:

EVEN E-VOTING EVENT NUMBER	USER ID	PASSWORD / PIN
106478		

The e-voting facility will be available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
08 th August, 2017 (9.00 a.m. onwards)	10 th August, 2017 (5.00 p.m. onwards)

E-voting shall not be allowed beyond 5:00 p.m. of 10th August, 2017. During the e-voting period, shareholders of the company holding shares either in physical form or in dematerializes form, as on cut – off date may cast their vote electronically. The Company has fixed 04th August, 2017 as the cut-off date for determining voting rights of shareholders entitled to participating in the e-voting process.

Please read the instructions mentioned in the Notice of Annual General Meeting.

These details and instructions form internal part of the Notice for the Annual General Meeting to be held on 11th August, 2017.

**NALIN LEASE FINANCE LTD.**

CIN: L65910GJ1990PLCO14516

GROUND FLOOR, GANDHI NURSING HOME BLDG., DR.NALINKANT GANDHI ROAD,
HIMATNAGAR, SABARKANTHA, GUJARAT – 383001.

TEL NO.: +91 2772 241264, 242264

Web: nalinfin.com, E-mail: nalinlease@yahoo.co.in**ATTENDANCE SLIP**

(To be handed over at the entrance of the meeting hall)

26th Annual General Meeting on 11th Day of August, 2017

Full name of the members attending _____

(In block capitals)

Ledger Folio No/Client ID No _____ No. of shares held: _____

Name of Proxy _____

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 26th Annual General Meeting of the Nalin Lease Finance Limited, Gandhi Nursing Home Bldg Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India-380001, on day, the 11th August'17

(Member's /Proxy's Signature)

.....

NALIN LEASE FINANCE LTD.

CIN: L65910GJ1990PLCO14516

GROUND FLOOR, GANDHI NURSING HOME BLDG., DR.NALINKANT GANDHI ROAD,
HIMATNAGAR, SABARKANTHA, GUJARAT – 383001.

TEL NO.: +91 2772 241264, 242264

Web: nalinfin.com, E-mail: nalinlease@yahoo.co.in**Form No. MGT-11****Proxy form****[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

Name of the Member(s)

Registered Address

E-mail Id _____ Folio No /Client ID _____ DP ID _____

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

Name : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

Name : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the company, to be held on the 11th Day of August, 2017 at 04: 00 p.m. at **Nalin Lease Finance Limited, Gandhi Nursing Home Bldg Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat, India-380001** and at any adjournment thereof in respect of such resolutions as are indicated below: -

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

**Resolution No.**

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31 st March, 2017		
2.	To appoint a Director in place of Dilipkumar Nalinknat Gandhi who retires by rotation and being eligible offers himself for reappointment		
3.	Appointment of M/s. Paresh Thothawala & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Re-appointment of Smt. Pallaviben Dilipkumar Gandhi as Whole time Director for a period of five years with effect from 01-08-2017		

Signed this _____ day of _____ 20____

Affix
Revenue
Stamps

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
-across Revenue Stamp**Note:**

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

BOOK POST

TO,

If undelivered please return to :

NALIN LEASE FINANCE LIMITED

Ground Floor, Dr. Nalinkant Gandhi Road, Himatnagar, Sabarkantha, Gujarat (INDIA) - 383001