

25TH ANNUAL REPORT

2015-2016



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

Nikul Kumar Kantibhai Patel

Practising 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-13, Pannalal Silk Mills Compound,
L.B.S.Marg, Bhandup (West),
Mumbai 400 078
Phone: +91-22-25946970
Fax: +91-22-25946969

Board Committees

Audit Committee
Stakeholder Relationship Committee
Nomination and Remuneration Committee

25th Annual General Meeting

Day : Saturday
Date : 20th August, 2016
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,
Himatnagar, GJ 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 25th Annual General Meeting of the Members of NALIN LEASE FINANCE LIMITED will be held on **Saturday** the 20th day of **AUGUST, 2016** 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 2016, 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 Harsh Dilipkumar Gandhi (DIN: - 03120638) who retires by rotation and being eligible offers himself for reappointment.
3. To Re-appoint 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. Deepak R. Soni, Chartered Accountants (Firm Registration No.102245W.), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 1 years from the conclusion of 25th Annual General Meeting until the conclusion of the 26th 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 Shri Dilipkumar Nalinkant Gandhi (DIN:- 00339595) as a Managing 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 Shri Dilipkumar Nalinkant Gandhi, Managing Director for the period from 01.08.2015 to 31.07.2020 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 Shri Dilipkumar Nalinkant Gandhi."

His existing terms as a managing director of the Company was completed on 31st July, 2015. Therefore his appointment as the managing director of the Company with effect from 01st August, 2015 for a period of five years i.e. up to 31st July, 2020



The remuneration / perquisites/ benefits payable to Shri Dilipkumar Nalinkant Gandhi as a Managing Director of the Company and other terms and conditions set out in the following manner;

A. Tenure of appointment

The Re-appointment of the Managing Director is with effect from 01st August, 2015 to 31st July, 2020.

B. Nature of Duties

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

C. Remuneration

Salary Rs. 110000 per month in the scale of 100000-10000 -200000

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 his 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. 4000/- per month.

CATEGORY B:

1. Contribution to the Provident Fund, Super Annuation Fund, Annuity Fund as per the rules of the Company.

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 him.

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



E. This may be treated as an abstract of the draft agreements between the company and Shri Dilipkumar Nalinkant Gandhi for his remuneration and his appointment as Managing Director pursuant to the provisions of the Companies Act, 2013.

5. Re-appointment of Shri Harsh Dilipkumar Gandhi (DIN:- 03120638) 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 Shri Harsh Dilipkumar Gandhi, Whole Time Director for the period from 01.08.2015 to 31.07.2020 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 Shri Harsh Dilipkumar Gandhi."

His existing terms as a Whole- time director of the Company completed on 31st July, 2015. Therefore his appointment as the Whole-time director of the Company with effect from 01st August, 2015 for a period of five years i.e. up to 31st July, 2020

The remuneration / perquisites/ benefits payable to Shri Harsh 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, 2015 to 31st July, 2020.

B. Nature of Duties

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

A. Remuneration

Salary Rs. 70000 per month in the scale of 70000-10000 -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 his 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 him.

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

E. This may be treated as an abstract of the draft agreements between the company and Shri Harsh Dilipkumar Gandhi for his remuneration and his appointment as Managing Director pursuant to the provisions of the Companies Act, 2013.

Registered Office:-

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

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

Place:- Himatnagar

Date: 25/05/2016

**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-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai 400078, Phone No- 022 - 2594 6970, 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 his 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, 2016
Mr. Dilipkumar Nalinkant Gandhi (DIN:-00339595) (Shares:- 320250)	Promoter	Education Qualification: B.Sc. Experience : 38 Years	<ul style="list-style-type: none"> ➤ Nalin Services Limited ➤ Nalin Consultancy Services Limited ➤ Ameer Finance Limited
Mr. Harsh D. Gandhi (DIN:-03120638) (Shares:- 68117)	Son of Promoter	Education Qualification: B.Com, M.B.A. Experience : 6 Years	<ul style="list-style-type: none"> ➤ Nalin Services Limited ➤ Nalin Consultancy Services Limited ➤ Ameer Finance Limited



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 17th August, 2016 to 20th August, 2016 (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 17th AUGUST, 2016 (9:00 am) till 19th AUGUST, 2016 (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 13th August, 2016.
- 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. 13th August, 2016., may obtain the login ID and password by sending a request at:-
evoting@nsdl.co.in Or nalinlease@yahoo.co.in/santosh.jaiswal@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.nalinfm.com 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. CIN: L65910GJ1990PLC014516
Registrar and Transfer Agent	LINK INTIME INDIA PVT. LIMITED, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai 400 078 Phone: +91-22-25946970 Fax: +91-22-25946969
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 and 5 of the accompanying Notice dated 25th May, 2016.

ITEM NO. 4

Mr. Dilipkumar Nalinkant Gandhi was re-appointed as a Managing Director (Executive Director) by the Board of Directors on 14th October 2015. His re-appointment as the Managing director of the Company with effect from 01st August, 2015 is for a period of five years i.e. up to 31st July, 2020. 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.

Mr. Dilipkumar Nalinkant Gandhi is not disqualified from being re-appointed as a Managing Director in terms of Section 196, 197 and 203 of the Act and has given his consent to act as a Managing Director.

Shri Dilipkumar Nalinkant Gandhi is concerned and interested in the proposed resolution as this agenda item pertains to his reappointment as a managing director of the Company and the payment of remuneration to him.

ITEM NO. 5

Mr. Harsh Dilipkumar Gandhi was re-appointed as a Whole-time Director (Executive Director) by the Board of Directors on 14th October 2015. His re-appointment as the Whole-time director of the Company with effect from 01st August, 2015 is for a period of five years i.e. up to 31st July, 2020. 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.

Mr. Harsh 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 his consent to act as a Whole-time Director.

Shri Harsh Dilipkumar Gandhi is concerned and interested in the proposed resolution as this agenda item pertains to his reappointment as a Whole Time director of the Company and the payment of remuneration to him.

Registered Office:-

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

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

**Place:- Himatnagar
Date: 25/05/2016**

**NARENDRAKUMAR D SHAH
CHAIRMAN
DIN : 00314044**

**DIRECTORS' REPORT 2015-16**

To,

The Members,

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

1. FINANCIAL HIGHLIGHTS

It is based on the financial statements of the company.

Particulars	2015-2016	2014-2015
Net Total Income	24407445	29792082
Less: Operating and Admi. Exps.	12526563	17809438
Profit before Depreciation and taxes	11880882	11982644
Provision for Depreciation	917485	1471003
Net Profit Before Tax	10963397	10511641
Provision for Tax	3865534	3000000
Net Profit After Tax	7097863	7511641
Balance of Profit brought forward	36470876	30470876
Transfer to General Reserve	5500000	6000000
Surplus carried to Balance Sheet	7511641	6535284

2. FINANCIAL SUMMARY

The total revenue of the Company has decreased from Rs. 28615021 to Rs. 23322234. The profit before tax of the Company has increased from Rs.10511641 to Rs.10963397. The net profit after tax has decreased from Rs. 7511641 to Rs. 7097863.

3. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIR

The Company was initially engaged in the business of an Investment Company to perform and undertake the business activities pertaining to leasing giving on hire-purchase all forms of movable and immovable properties and assets and to underwrite. In addition to this, during the year under review, Company has also started to provide personal and business loans secured by gold jewellery. Gold loans are primarily given to individuals who possess gold jewellery, but fail to access formal credit within a reasonable time; or to whom credit may not be available at all to meet unanticipated or other short-term liquidity requirements. The future prospects of the company's working are also bright. The reason for decrease in Net Total Income comparison of the previous year is due to fluctuations in market conditions.

4. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There are no material changes and commitments, that would affect the financial position of the company from the end of the financial year of the company to which the financial statements relate and the date of the directors report.

5. DIVIDEND

No dividend is being recommended by the Directors for the year ending 2016. As the Board of Directors wants to plough back the profit in the business.

**6. RESERVES**

The company has proposed to transfer Rs. 55 Lacs of profit to the General Reserve for this year.

7. BOARD MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year five Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given as under. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

Sr. No.	Date on which Board Meeting was held	Total Strength of Board	No. of Directors Present
1	15 th April, 2015	6	6
2	15 th May, 2015	6	6
3	15 th July, 2015	6	6
4	14 th October, 2015	6	6
5	13 th January, 2016	6	6

Name of Directors	Attendance at Board Meetings				
	15 th April, 2015	15 th May, 2015	15 th July, 2015	14 th October, 2015	13 th January, 2016
Narendrakumar Dalsukhdas Shah	Present	Present	Present	Present	Present
Dilipkumar Nalinkant Gandhi	Present	Present	Present	Present	Present
Harsh Dilipkumar Gandhi	Present	Present	Present	Present	Present
Pallaviben Dilipkumar Gandhi	Present	Present	Present	Present	Present
Navinchandra ChnadulalSoni	Present	Present	Present	Present	Present
Samirkumar Kantilal Shah	Present	Present	Present	Present	Present

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Harsh Dilipkumar Gandhi, Whole-Time Director retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

A brief resume of directors being appointed / re-appointed with the nature of their expertise, their shareholding in the Company as stipulated under as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice of the ensuing Annual General Meeting.

All the directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.



9. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Remuneration and Stakeholder Relationship Committees.

10. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

An independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment for next five years on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

11. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:-

The Independent Directors of your Company, in a separate meeting held on 28/03/2016 without presence of other Directors and management evaluated performance of the Chairman, Managing Director and other Non-Independent Directors along with performance of the Board/Board Committees based on various criteria recommended by Nomination & Remuneration Committee. A report on such evaluation done by Independent Directors was taken on record by the Board and further your Board, in compliance with requirements of Companies Act, 2013, evaluated performance of all Independent Directors based on various parameters including attendance, contribution etc.

12. REMUNERATION POLICY

The Board has, on the recommendation of the Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Details of remuneration of directors have been provided in the Corporate Governance Report.

13. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT- 9** as a part of this Annual Report as **ANNEXURE I**.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of every contract or 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 shall be disclosed in Form No. AOC-2 as **ANNEXURE II**

15. PARTICULARS OF EMPLOYEES

A statement containing the names and other particulars of employees in accordance with the provisions of section 197(12) of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is appended as **ANNEXURE - III** to this report.



No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2015-16.

16. CORPORATE GOVERNANCE:

Corporate Governance Report as **ANNEXURE IV** which as stipulated under the Listing Agreement entered into with the Stock Exchanges forms part of this Directors' Report.

17. CEO/CFO CERTIFICATION:

The Chairman and Managing Director, Chief Financial Officer have issued certificate pursuant to the provisions of Regulation 17(8) as specified in Part B of Schedule II of the SEBI (LODR) Regulation, 2015 certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed as **ANNEXURE-V** and forms part of the Annual Report.

18. DETAILS OF ASSOCIATE COMPANIES

As on 31st March, 2016, your Company has 4 (Four) Associate Companies during the year under review, Nalin Consultancy Services Ltd, Nalin Services Ltd, Ameer Finance Limited, Gandhi Shroff Services Private Limited are Associate Companies of your Company.

19. DELISTING OF EQUITY SHARES

The Company had applied for Voluntary Delisting **under Clause 6(a) of SEBI (Delisting of Equity Shares) Regulations, 2009** from **Ahmedabad Stock Exchange Limited** and submitted the relevant documents for the same along with duly filed application and Demand Draft of requisite amount for Outstanding Annual Listing and De-listing Application Process Charges for the completion of Delisting of Shares on dated **15th June, 2016**. Thus, shares of the Company are now no more listed with said exchange.

20. LISTING AGREEMENT

The Securities and Exchange Board of India (SEBI), on 2nd September, 2015, issued SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the aim to consolidate and streamline the provisions of the listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective 1st December, 2015. Accordingly, all listed entities were required to enter into the New Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited during the February, 2016.

21. AUDITORS

M/s. Deepak R. Soni, Chartered Accountants (Firm Registration No.102245W), the Statutory Auditors of the Company, will retire at the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Your Company has received letter from M/s. Deepak R. Soni, 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 re-appointment of M/s. Deepak R. Soni, Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 26th Annual General Meeting of the Company to be held in the calendar year 2017.

22. AUDITORS' REPORT

The notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

23. DISCLOSURE ABOUT COST AUDIT

Not Applicable

24. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. Amrishi Navinchandra Gandhi, Practising Company Secretary have been appointed Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as **ANNEXURE VI** to this report. The report is self-explanatory and do not call for any further comments.

25. INTERNAL AUDIT & CONTROLS

The Company continues to engage M/S Ajay Shah & Co., Chartered Accountants as its Internal Auditor. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

26. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

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.

27. RISK MANAGEMENT POLICY

A. Risk Management Committee

The Company has not constituted any risk management committee. However the Board as and when required reviews the Risk Management Policy.

B. Major risks affecting the existence of the company

- Business Risk
- Operating Environment



- Ownership Structure
- Competitive position
- Management, Systems and Strategy, governance structure

C. Steps taken to mitigate the risks:

Company has not framed any formal risk management policy. However Board of directors are constantly trying to avoid the risks by way of planning, developing strategies to remain in the market, reviewing government policies and procedures, and doing marketing activities to remain in the market.

28. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

No Material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates.

29. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

NIL

30. DEPOSITS

Our Company is registered as N.B.F.C. with R.B.I. Company has complied with various Guidelines issued by Reserve Bank of India from time to time. During the year under review, the Company has not accepted any Public Deposit.

-Public Deposits held by the Company as on 31-03-2016 Rs. NIL.

-Matured but not Claimed / Unpaid Public Deposits as on 31-03-2016:- NIL.

31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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

32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND 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) Total Foreign Exchange Earned: NIL
Total Foreign Exchange Used: NIL

33. Corporate Social Responsibility (CSR)

The clause is not applicable.

34. Human Resources

Your Company treats its “Human Resources” as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

35. MANAGEMENT DISCUSSION AND ANALYSIS:

➤ **Economic Outlook**

The year 2015 - 16 began with several challenges on the macroeconomic front, including rising inflation and a falling rupee. The frequent issuers such as Non Banking Financial Companies (NBFCs) pulled back from the bond market. In first quarter of 2015, the RBI has cut the repo rate by 50 bps to 7.50% in two tranches as there are signs that inflation is moderating. Overall GDP growth in the fiscal settled at around 7.4%, mostly driven by the industry and services sector. Structural shifts in inflation are due to lower oil prices, deceleration in agriculture prices & wages and improved household inflation expectations. The trading environment is becoming more challenging as the buoyancy of Indian exports has declined with respect to world growth. Fiscal deficit is expected to be contained at 4.1% as per the budget estimates. The vision of the government is pragmatic and of inclusive growth which is apparent from more devolution of tax collections to the states, postponing the achievement of 3% fiscal target to FY -2018 thereby making more space for public investment in the country. Thrust to infrastructure, measures to revive the investment cycle; boost to savings, ‘Make in India’ initiative, ease of doing business and boosting entrepreneurship are major focus areas of the government.

➤ **Industry Developments**

The NBFCs saw moderation in rate of asset growth, rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalization levels and conservative liquidity management, continues to provide comfort to the credit profile of well run NBFCs, in spite of the impact on profitability. The revised regulatory framework released in November, 2014 by the RBI focuses on strengthening the structural profile of the NBFC sector. These changes have to be implemented in a phased manner by March 31, 2018. Some of the key changes are:



I. Classification of loan NPAs for NBFCs has also been brought in line with banks. NPA recognition will change in a phased manner to 90 days overdue from the current 180 days overdue for loans and 360 days for hire purchase assets.

II. Increase in Tier I CAR (core CAR) will increase in a phased manner to 10% for NBFC - D and NBFC - ND - SI, thereby increasing loan absorbing capacity and long term capital requirement.

III. Stringent Corporate governance and disclosure norms for accountability, transparency and trust in NBFC sector

IV. Standard asset provisioning will stand increased from 0.25% to 0.40% NBFCs, which historically have been very reliant on bank borrowings, have now started to diversify their resource raising profile to reduce cost of funds. In the current environment financing through bonds, debentures and commercial papers (CPs) are much cheaper as compared to bank borrowings. The highlights of the reforms introduced by Government of India in their budget for the coming fiscal for the financial sector are as following:

i. Inclusion of NBFCs, having an asset size of Rs 500 crore and above, under the SARFAESI Act and new bankruptcy code will provide a boost to recovery efforts and help rein in asset quality problems over the long run.

ii. Setting up of autonomous bank board bureau marks the initial move towards formalizing a holding company structure for public sector banks. This will improve governance, optimize capital contribution by government, and provide greater functional autonomy.

iii. The new Micro Units Development Refinance Agency (MUDRA) Bank for refinancing of microfinance institutions will support micro credit.

➤ **Opportunities**

The Monetary Policy Framework Agreement between the Government of India and Reserve Bank of India is a vital step to keep inflation below 6%. This is also supported by the steep decline in the international crude oil prices, which controlled food inflation and increased consumption of the basic commodities in rural areas. Growth in agricultural sector output will drive demand from rural areas. In view of the aforesaid initiatives of the Government, NBFCs can also look for growth in asset financing and collateral backed lending activities. The Reserve Bank of India's enhancement of the credit limits through securitization transactions for both banks and NBFCs, shall provide better opportunities to NBFC's to meet their ongoing capital/funding requirements.

➤ **Threats**

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavorable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial services providers, unstable political environment and changes in Government policy / regulatory framework could impact the Company's operations. The Company has continued to focus on diversifying its offerings and expansion of distribution to effectively deliver credit solutions to its market.

➤ **Outlook**

The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2016-17.



➤ **Risk management and portfolio quality:**

The Company recognizes the importance of risk management and has invested in appropriate processes, people and management structure. The asset quality of the Company continues to remain healthy.

➤ **Service Quality Initiatives:**

Your Company has taken various steps to improve the effectiveness of its service delivery and drive consistency of customer experience across its delivery channels. To ensure prompt redressal of customer grievances, the Company has put in place a grievance redressal process. All these initiatives have helped in consistent reduction in the total number of customer complaints.

➤ **Internal Control Systems**

The Company has an Internal Control System which is commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor the efficiency and efficacy of the internal control systems in the Company, compliance with operating systems/accounting procedures and policies of the Company. The Company has adequate systems and procedures to provide assurance of recording transactions in all material respects, during the year M/s Ajay Shah & Co., Chartered Accountants, reviewed the adequacy and operating effectiveness of the internal financial controls as per Section 134 (5) of the Companies Act, 2013

➤ **Internal audit and compliance**

The Company conducts its internal audit and compliance functions within the parameters of regulatory framework which is well commensurate with the size, scale and complexity of operations. The internal controls and compliance functions are installed, evolved, reviewed, and upgraded periodically. The Company has appointed M/s Ajay Shah & Co, Chartered Accountants, to conduct internal audit covering all areas of operations. The reports are placed before the Audit Committee of the Board. The Audit Committee reviews the performance of the audit and compliance functions, the effectiveness of controls and compliance with regulatory guidelines and gives such directions to the Management as necessary / considered appropriate. The Company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.

➤ **Cautionary Note**

Certain statements in this Report may be forward-looking and are stated as may be required by applicable laws and regulations. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of future performance and outlook. Your Company does not undertake to update these statements.

36. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) the directors 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 loss of the company for that period;



(c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors had prepared the annual accounts on a going concern basis; and

(e) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

(f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

37. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

38. REGULATORY GUIDELINES:

There being no non-performing assets, no provision is made for the year. Company has fully complied with prudential norms prescribed by Reserve Bank of India. The Company has also complied with the Directions issued by Reserve Bank of India regarding Capital Adequacy, Assets classification etc. During the year as required by NBFC prudential norms (Reserve Bank) directions, 2007 company has made a general provision @0.30% amounting to Rs. 2, 27,877/- on outstanding standard assets.

39. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

During the year under review, there were no cases filed pursuant to the aforesaid Act.

40. ACKNOWLEDGEMENTS

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

Your Directors place on record their sincere appreciation for the continued support from shareholders, customers, suppliers, banks and financial institutions and other business associates. A particular note of thanks to all employees of your company, without whose contribution, your company could not have achieved the year's performance.

**For and on behalf of the Board of Directors
For, NALIN LEASE FINANCE LIMITED**

**Place: Himatnagar
Date: 25.05.2016**

**DILIPKUMAR NALINKANT GANDHI
MANAGING DIRECTOR
DIN: 00339595**

**ANNEXURE I****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2016**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS:

1	CIN	L65910GJ1990PLC014516
2	Registration date	11/10/1990
3	Name of the Company	NALIN LEASE FINANCE LIMITED
4	Category / Sub-Category of the Company	Company Limited By Shares
5	Address of the registered office and contact details	GANDHI NURSING HOME BLDG, DR.NALINKANT GANDHI ROAD,HIMATNAGAR,GUJARAT, INDIA - 383001
6	Whether listed company (Yes/No)	Yes
7	Name, address and contact details of Registrar and Transfer Agent, if any	LINKINTIME (INDIA) PRIVATE LIMITED C-13, PANNALAL SILK MILLS COMPOUND, L.B.S.MARG, BHANDUP (WEST), MUMBAI 400 078 Phone: +91-22-25946970 Fax: +91-22-25946969

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	% to total turnover of the Company
1.	Financial leasing companies' activities	8011	90.28%
2.	Loan (Financing) against collateral of Gold Jewellery	64-649	9.72%

**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	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	2(6)
3)	NALIN CONSULTANCY SERVICES LIMITED Address : GROUND FLOOR GANDHI NURSINGHOME BLDG DR NALINKANT GANDHI ROAD HIMATNAGAR,GUJARAT INDIA	U93000GJ1998PLC033695	Associate	2(6)
4)	NALIN SERVICES LIMITED Address : GANDHI NURSING HOME BLDGDR NR GANDHI ROAD HIMATNAGAR,GUJARAT INDIA - 383001	U15118GJ1996PLC030871	Associate	2(6)



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

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held [As on 31-March-2016]				No. of Shares held [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	908588	0	908588	27.85	795368	0	795368	24.38	+3.47
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A)	908588	0	908588	27.85	795368	0	795368	24.38	+3.47
B. Public Shareholding									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds									
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0



Category of Shareholders	No. of Shares held [As on 31-March-2016]				No. of Shares held [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2. Non-Institutions									
a) Bodies Corp.	2600	0	2600	0.08	3250	0	3250	0.10	-0.02
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 2 lakh/1Lakh	221448	182600	404048	12.39	172164	184500	356664	10.93	+1.46
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh/1 lakh	1929500	0	1929500	59.15	2093305	0	2093305	64.17	-5.02
c) Others (specify)									
HUF	2361	0	2361	0.07	0	0	0	0	+0.07
Non Resident Indians/Foreign Individuals	1000	0	1000	0.03	1000	0	1000	0.03	0
Overseas Corporate Bodies									
Clearing Members	11403	0	11403	0.35	12413	0	12413	0.38	-0.03
Trusts									
Foreign Bodies - DR									
Sub-total (B)(2):-	2170812	182600	2353412	72.15	2282132	184500	2466632	75.62	-3.55
Total Public Shareholding (B)=(B)(1)+(B)(2)	2170812	182600	2353412	72.15	2282132	184500	2466632	75.62	-3.55
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	3079400	182600	3262000	100	3077500	184500	3262000	100	0



B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Narendrakumar Dalsukhdas Shah	2500	0.08	0	Exclusion from Promoter's Group*			
2	Bhartiben Mahendrabhai Shah	0	0	0	2500	0.08	0	+0.08
3	Falguniben Krishnakant Shah	10000	0.31	0	10000	0.31	0	0
4	Urviben Dilipkumar Gandhi	15500	0.48	0	15500	0.48	0	0
5	Rupalben Dilipkumar Gandhi	15500	0.48	0	15500	0.48	0	0
6	Dr Nalinkant Gandhi HUF (Dilipkumar Nalinkant Gandhi-Karta)	26500	0.81	0	26500	0.81	0	0
7	Dilipkumar Nalinkant Gandhi HUF	27000	0.83	0	27000	0.83	0	0
8	Manali Harshkumar Gandhi	0	0	0	43221	1.32	0	+1.32
9	Gandhi Harsh Dilipkumar	30,500	0.94	0	68117	2.09	0	+1.15
10	Pallaviben Dilipkumar Gandhi	1,80,000	5.52	0	180000	5.52	0	0
11	Nipurnaben Nalinkant Gandhi	2,00,000	6.13	0	200000	6.13	0	0
12	Dilipkumar Nalinkant Gandhi	2,85,368	8.75	0	320250	9.82	0	+1.07
13	Mahendrakumar Prabhulal Shah & Bhartiben Mahendrabhai Shah	2500	0.08	0	0	0	0	-0.08
	Total	7,95,368	24.38	0	908588	27.85	0	+3.47

*Note: Mr. Narendrakumar Dalsukhdas Shah has been excluded from the category of person "promoter group" of the Company and has been included in "public group".



C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	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	7,95,368	24.38	7,95,368	24.38
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): Dilipkumar Nalinkant Gandhi				
	a) 07.12.2015 (Off Market acquisition)	+1,500	+0.05	7,96,868	24.43
	b) 18.03.2016 (On Market acquisition)	+3,382	+0.10	8,00,250	24.53
	c) 21.03.2016 (On Market Acquisition)	+30,000	+0.92	8,30,250	25.45
→	Harsh Dilipkumar Gandhi				
	21.03.2016 (On Market Acquisition)	+37,617	+1.15	8,67,867	26.60
→	Manali Harshkumar Gandhi				
	23.03.2016 (On market acquisition)	+43,221	+1.33	9,11,088	27.93
→	Narendrakumar Dalsukhdas Shah (Deviation from Promoter Group)	-2,500	-0.08	9,08,588	27.85
→	Bhartiben Mahendrabhai Shah (Second holder of Shares)	2,500	+0.08	9,11,088	27.93
→	Mahendrakumar Prabhulal Shah & Bhartiben Mahendrabhai Shah (Transmission to Bhartiben Shah)	-2,500	-0.08	9,08,588	27.85
3	At the end of the year	908588	27.85	9,08,588	27.85



D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	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>				
	1. Parshottamdas Nathalal Vyas	67927	2.08	67927	2.08
	2. Kartavya Navinchandra Soni	60900	1.87	128827	3.95
	3. Tarunbhai Jayantibhai Prajapati	59400	1.82	188227	5.77
	4. Kishorbhai Shankarbhai Patel	54500	1.67	242727	7.44
	5. Ronakpuri Pankajpuri Goswami	53800	1.65	296527	9.09
	6. Kundan Mukeshbhai Patel	53200	1.63	349727	10.72
	7. Rameshbhai Punjabhai Prajapati	53200	1.63	402927	12.35
	8. Bhaveshbhai Ganpatbhai Patel	52900	1.62	455827	13.97
	9. Narendragiri Govindgiri Goswami	52900	1.62	508727	15.59
	10. Rekha Hemantkumar Patel	53000	1.62	561727	17.21
	11. Gitaben Prakashbhai Prajapati.	52500	1.61	614227	18.82
	12. Kanubhai Ranchhodbhai Prajapati	52000	1.59	666227	20.41
	13. Sunilkumar Kalyansinh Solanki	51800	1.59	718027	22.00
	14. Varshaben Ketanbhai Patel	51900	1.59	769927	23.59
	15. Kalpesh Maganbhai Prajapati	51400	1.59	821327	25.18
	16. Mukeshbhai Ramjibhai Patel	51400	1.58	872727	26.76
	17. Prakashbhai Amichandbhai Prajapati	51400	1.58	924127	28.34
2	<u>Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.):</u> Parshottamdas Nathalal Vyas (Sale)	-67927			



SN	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
3	<u>At the end of the year</u>				
	1. Soni Kartavya Navinchandra	60900	1.87	60900	1.87
	2. Prajapati Tarunkumar	59400	1.82	120300	3.62
	3.Kishorbhai Shankarbhai Patel	54500	1.67	174800	5.29
	4. Goswami Ronakpuri Pankajpuri	53800	1.65	228600	6.94
	5.Patel Kundan Mukeshbhai	53200	1.63	281800	8.57
	6. Prajapati Rameshbhai P	53200	1.63	335000	10.20
	7.Gouswami Narandargiri Govindgiri	52900	1.62	387900	11.82
	8.Patel Bhaveshkumar G	52900	1.62	440800	13.44
	9.Patel Rekhaben Hemantkumar	53000	1.62	493800	15.06
	10.Gitaben Parkashkumar Prajapati	52500	1.61	546300	16.67
	11.Solanki Sunilkumar Kalyan	51800	1.59	598100	18.26
	12. Prajapati Kanubhai R	52000	1.59	650100	19.85
	13. Patel Varshaben Ketankumar	51900	1.59	702000	21.44
	14.Patel Mukeshbhai Ramjibhai	51400	1.58	753400	23.02
	15. Prajapati Kalpeshkumar M	51400	1.58	804800	24.60
	16.Prakashkumar A Prajapati	51400	1.58	856200	26.18
	17.ThakarMayur P	51100	1.57	907300	27.75



E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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>				
	1.Dilipkumar Nalinkant Gandhi	2,85,368	8.75	2,85,368	8.75
	2.PallavibenDilipkumar Gandhi	1,80,000	5.52	4,65,368	14.27
	3.Harsh Dilipkumar Gandhi	30,500	0.94	4,95,868	15.21
	4.Narendrakumar Dalsukhdas Shah	2,500	0.08	4,98,368	15.29
	5.Navinchandra Chandulal Soni	0	0	0	0
	6. Samirkumar Kantilal Shah	0	0	0	0
2	<u>Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</u>				
	→ Dilipkumar Nalinkant Gandhi				
	a) 07.12.2015 (Off Market acquisition)	+1500	+0.05	+1500	+0.05
	b) 18.03.2016 (On Market acquisition)	+3382	+0.10	+4882	+0.15
	c) 21.03.2016 (On Market Acquisition)	+30000	+0.92	+34482	+1.07
	→ Harsh Dilipkumar Gandhi-				
	21.03.2016 (On Market Acquisition)	+37617	+1.15	+72499	+2.22
3	<u>At the end of the year</u>				
	1.Dilipkumar Nalinkant Gandhi	3,20,250	9.82	3,20,250	9.82
	2.PallavibenDilipkumar Gandhi	1,80,000	5.52	5,00,250	15.34
	3.Harsh Dilipkumar Gandhi	68117	2.09	5,68,367	17.43
	4.Narendrakumar Dalsukhdas Shah	2500	0.08	5,70,867	17.51
	5.Navinchandra Chandulal Soni	0	0	0	0
	6. Samirkumar Kantilal Shah	0	0	0	0



F) **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	24275222	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	24275222	0	0	0
Change in Indebtedness during the financial year				
* Addition	0	0	0	0
* Reduction	14174201	0	0	0
Net Change	14174201	0	0	0
Indebtedness at the end of the financial year	10101021	0	0	0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	10101021	0	0	0



V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager Remuneration			Total Amount
		Dilipkumar Nalinkant Gandhi (Managing Director)	Pallaviben Dilipkumar Gandhi (Whole Time Director)	Harsh Dilipkumar Gandhi (Whole Time Director)	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,20,000	9,20,000	8,00,000	30,40,000
	(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	7,74,000	---	---	7,74,000
	Total (A)	20,94,000	9,20,000	8,00,000	38,14,000

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors					
	Fee for attending board committee meetings	----	----	----	---	----
	Commission	----	----	----	---	----
	Others, please specify	----	----	----	---	----
	Total (1)	----	----	----	---	----
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	----	----	----	---	----
	Commission	----	----	----	---	----
	Others, please specify	----	----	----	---	----
	Total (2)	----	----	----	---	----
	Total (B)=(1+2)	----	----	----	---	----
	Total Managerial Remuneration	----	----	----	---	----



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Mrs. Swati Ajay Shah (Company Secretary)	Mr. Nikulkumar K Patel (CFO)	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-----	1,20,000	1,50,000	2,70,000
	(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	-----	-	-	-
	Total	-----	1,20,000	1,50,000	2,70,000

VI. 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 - II****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 transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	---
b)	Nature of contracts/arrangements/transaction	---
c)	Duration of the contracts/arrangements/transaction	---
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	---
e)	Date of approval by the Board	---
f)	Amount paid as advances, if any	---
g)	Date on which the special resolution was passed in general meeting, and	---
h)	Justification for entering into such contracts, arrangements or transactions	---



2. Details of contracts or arrangements or transactions at Arm's length basis.

A) Name (s) of the related party & nature of relationship	B) Nature of contract s/arrangement s/transaction	C) Duration of the contracts/arrangement s/transaction	D) Salient terms of the contracts or arrangements or transaction including the value, if any	E) Date of approval by the Board	F) Amount paid as advances, if any
DILIPKUMAR NALINKANT GANDHI Key Managerial Personnel	Director Remuneration & Office Rent	for the period of five years with effect from 01.08.2015 to 31.07.2020	Terms and conditions of the said reappointment is in such manner as may be agreed to between the directors and SHRI DILIPKUMAR NALINKANT GANDHI	14.10.2015	---
PALLAVI DILIPKUMAR GANDHI Key Managerial Personnel	Director Remuneration	for the period of five years with effect from 01.08.2012 to 31.07.2017	Terms and conditions of the said reappointment is in such manner as may be agreed to between the directors and SMT. PALLAVI DILIPKUMAR GANDHI	02.06.2012	---
HARSH DILIPKUMAR GANDHI Key Managerial Personnel	Director Remuneration	for the period of five years with effect from 01.08.2015 to 31.07.2020	Terms and conditions of the said reappointment are in such manner as may be agreed to between the directors and Mr. HARSH DILIPKUMAR GANDHI	14.10.2015	---
NIPURNABEN NALINKANT GANDHI Relative	Office Rent	---	Terms and conditions as may be agreed to between the directors and Mrs. NIPURNABEN NALINKANT GANDHI	---	---

For and on behalf of the Board of Directors

DILIPKUMAR NALINKANT GANDHI
MANAGING DIRECTOR
DIN: 00339595

**ANNEXURE- III****PARTICULARS OF EMPLOYEES**

(Pursuant to rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

1. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16.

Sr. No.	Name of Director/KMP	Remuneration for FY 2015-16 (Rs in)	% increase in remuneration in FY 2015-16
1.	Mr.Narendrakumar D Shah Independent Director	NIL	NA
2.	Mr.Dilipkumar N Gandhi Managing Director	13,20,000	11.39%
3.	Mr. Harsh D Gandhi Whole Time Director	8,00,000	11.11%
4..	Mrs.Pallaviben D Gandhi Executive Director	9,20,000	9.52%
5.	Mr.Navinchandra C Soni Independent Director	NIL	NA
6.	Mr.Samirkumar K Shah Additional Director	NIL	NA
7.	Mrs. Swati A Shah Company Secretary	1,20,000	60%
8.	Mr.Nikulkumar K Patel Chief Financial Officer	1,50,000	NA

2. In the financial year, there was an increase of 10.22% in the median remuneration of employees.

3. There were **No** permanent employees on the rolls of Company as on 31st March, 2016.

4. Relationship between average increase in remuneration and company performance:-

The Profit after tax (PAT) of the Company for FY 2015-16 decreased by 5.83% as compared to the FY 2014-15. Increase in median remuneration during the financial year was 9.70%.



5. Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:-

The Profit after tax (PAT) of the Company for FY 2015-16 decreased by 5.83% as compared to the FY 2014-15. The criterion for remuneration of managerial personnel is based on the remuneration policy as approved by the board of directors.

6. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was NIL whereas the increase in the managerial remuneration for the same financial year was 9.64 % (Average)

7. The key parameters for any variable component of remuneration availed by the directors:-

- **Not Applicable**

8. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:-

- **Not Applicable**

9. It is hereby affirmed that the remuneration paid is as per the Remuneration Policy of the Company.

10. **Market Capitalization:-**

Date	Issued Shares	Closing Market Price per Share (Rs)	EPS(Rs)	PE Ratio	Market Capitalization
31.03.2015	3262000	13.70	2.30	5.96	44689400
31.03.2016	3262000	11.25	2.18	5.16	36697500
Increase/(Decrease)	NIL	(27.32%)	(15%)	(10.78%)	(27.32%)
Increase/(Decrease) %	NIL	17.88%	5.50%	13.42%	17.88%

**ANNEXURE IV****CORPORATE GOVERNANCE REPORT****A. MANDATORY REQUIREMENTS:****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company has always been committed to the principles of good corporate governance which inter alia includes protection of shareholders rights, enhancement of shareholder value, equitable treatment of all shareholders, stake holders such as suppliers, customers and employees and to report financial information adequately and transparently. A continuous process of delegation of powers commensurate to accountability, coupled with trust, faith and transparency has been embedded in the day to day functioning. A System to defectively manage risks has been implemented. The Company has been disclosing detailed information on different issues concerned the Company's performance from time to time.

2. BOARD OF DIRECTORS**(I) Composition:**

The Board of Directors comprises of a combination of Executive and Non-Executives who are professionals in their respective fields and bring in a wide range of skills and experience, out of six directors, Three Directors are executive Directors and Three Directors are non-executive Directors. There is no nominee Directors on the Board. The names and occupation of Directors are as under:-

Sr. No.	Name of the Director	Category
1.	NARENDRAKUMAR DALSUKHDAS SHAH	Non-Executive (Chairman)Independent
2.	DILIPKUMAR NALINKANT GANDHI	Executive (Managing Director)
3.	HARSH DILIPKUMAR GANDHI	Executive (Whole time Director)
4.	PALLAVIBEN DILIPKUMAR GANDHI	Executive (Whole time Director)
5.	NAVINCHANDRA CHANDULAL SONI	Non Executive(Independent Director)
6.	SAMIRKUMAR KANTILAL SHAH	Non Executive(Independent Director)

(II) MEETINGS OF BOARD

5 Board Meeting were held during the financial year 2015-2016. These were held on 15.04.2015, 15.05.2015, 15.07.2015, 14.10.2015, 13.01.2016. The details of the attendance of each Director at the Board, last Annual General Meeting and various committees of the Board, during the financial year 2015-2016 are given below:



Directors	No. of Board Meeting Attended During 2015-16	No. of Audit Committee Attended During 2015-16	No. of Stakeholders' Relationship Committee Attended During 2015-16	Last Annual General Meeting Attained Dated 15 th September, 2015
NARENDRAKUMAR DALSUKHDAS SHAH	5	4	4	Yes
DILIPKUMAR NALINKANT GANDHI	5	4	4	Yes
HARSH DILIPKUMAR GANDHI	5	-	-	Yes
PALLAVIBEN DILIPKUMAR GANDHI	5	-	-	Yes
NAVINCHANDRA CHANDULAL SONI	5	4	4	Yes
SAMIRKUMAR KANTILAL SHAH	4	-	-	Yes

(III) OTHER DIRECTORSHIPS

The details of other directorships and chairmanships held by the Directors of the Company are given below:-

Name (s) of Directors	No of Directorship, excluding directorship in Pvt. Companies/firms and Cos. Incorporated u/s 8 of the Companies Act, 2013	Chairman of the Board	No. of other Board Committees in which he/she is a member or chairperson.
NARENDRAKUMAR DALSUKHDAS SHAH	NIL	NIL	NIL
DILIPKUMAR NALINKANT GANDHI	Three	NIL	NIL
HARSH DILIPKUMAR GANDHI	Three	NIL	NIL
PALLAVIBEN DILIPKUMAR GANDHI	Three	NIL	NIL
NAVINCHANDRA CHANDULAL SONI	NIL	NIL	NIL
SAMIRKUMAR KANTILAL SHAH	NIL	NIL	NIL

IV) Re-appointment of Directors (Regulation 36(3) of SEBI (LODR) Regulations, 2015.)

The brief particulars of the directors of the company, retiring by rotation and proposed to be re-appointed at the ensuing Annual General Meeting are as under :-



Mr. Harsh Dilipkumar Gandhi joined the Board of the Company since last many years. He looks after overall management of the company he normally sits at the registered office of the Company.

3. AUDIT COMMITTEE

The Audit Committee of the Board was formed on 25.10.2002 and it comprises of 2(Two) non-executive (Independent Directors) & 1 (One) executive Director However to comply the requirement of revised clause 49 of the listing agreement, the audit committee was reconstituted having 2 independent director out of 3 members in the audit committee i.e. 1.1.2006. The present audit committee comprises of the following 3 directors.(As per Regulation 18 of SEBI (LODR) Reg, 2015)

Sr. No.	Name of the Director	Designation	Category
1.	NAVINCHANDRA CHANDULAL SONI	Chairman	Non-Executive (Independent Director)
2.	NARENDRAKUMAR DALSUKHDAS SHAH	Member	Non-Executive (Independent Director)
3.	DILIPKUMAR NALINKANT GANDHI	Member	Executive (Managing Director)

Keeping in view the provisions of section 177 of the Act, and the provisions of the SEBI (LODR) Regulations, 2015, the terms of reference of the Audit Committee include the following:-

- a. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- b. Recommending the appointment and removal of auditor, fixation of audit fee and also approval for payment for any other services.
- c. Reviewing with management the annual financial statements before submission to the Board, focusing primarily on:-
 - i. Major accounting entries based on exercise of judgment by management;
 - ii. Qualifications in draft audit report;
 - iii. Significant adjustments arising out of audit; and
 - iv. Disclosure of any related party transactions.
 - v. Modified opinion(s) in the draft audit report
- d. reviewing, with the management, the quarterly financial statements before submission to the board for approval;



- e. Reviewing with the management, performance of statutory and internal auditors, external and internal auditors, the adequacy of internal control systems, risk management systems.
- f. scrutiny of inter-corporate loans and investments;
- g. Reviewing the adequacy of internal audit function including the structure of the internal audit department, reporting structure coverage and frequency of internal audit.
- h. Discussion with internal auditors on any significant findings and follow up thereon.
- i. Reviewing the findings of any internal investigations by the internal auditors and external consultants into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- j. discussion with internal auditors of any significant findings and follow up there on;
- k. Discussion with statutory auditors before the audit commences, nature and scope of audit as well as post- audit discussions to ascertain any area of concern.
- l. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- m. To review the functioning of the whistle blower mechanism.

→during the year 2015-2016, the audit committee meeting was held on 15.04.2015, 15.07.2015, 14.10.2015 & 13.01.2016. The details of the Audit Committee meetings attended by the Directors during the year 2015-16, are given below:-

Sr. No.	Name of the Director	No. of Meetings attended
1.	NAVINCHANDRA CHANDULAL SONI	4
2.	NARENDRAKUMAR DALSUKHDAS SHAH	4
3.	DILIPKUMAR NALINKANT GANDHI	4

The minutes of the Audit Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

4. STAKEHOLDER RELATIONSHIP COMMITTEE (erstwhile Grievance Committee):-

The Stakeholder Relationship Committee of the Board was formed on 25.10.2002 and it comprises of 2 (Two) non-executive Directors & 1 (One) executive Director However to comply the requirement of revised clause 49 of the listing agreement, the Stakeholder Relationship Committee was reconstituted having 3 members out of Chairman is a Non-Executive Director and the present Stakeholder Relationship committee is comprising of the following 3 directors.



Sr. No.	Name of the Director	Designation	Category
1.	NAVINCHANDRA CHANDULAL SONI	Chairman	Non-Executive (Independent Director)
2.	NARENDRAKUMAR DALSUKHDAS SHAH	Member	Non-Executive (Independent Director)
3.	DILIPKUMAR NALINKANT GANDHI	Member	Executive (Managing Director)

Keeping in view the provisions of section 178 of the Act, and the provisions of the SEBI (LODR) Regulations the terms of reference of the Stakeholders Relationship Committee are as follows :-

1. Review the redressal of shareholders and depositors or any other security holders' grievances/complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, non- receipt of interest warrants, etc., and ensure cordial relation with the Stakeholders.
2. Review the adherence to service standards relating to the various services rendered by the Company and Company's Registrars & Transfer Agents.
3. Review matters relating to transfer of unclaimed and unpaid dividend, matured deposits, interest accrued on the matured deposits etc., to the Investor Education and Protection Fund as specified under the Act.
4. Review the status of claims received for unclaimed shares and dividend on unclaimed shares.

In all, 4 meetings of the Stakeholder Relationship Committee were held during the year 2015-2016 on 15.04.2015, 15.07.2015, 14.10.2015 & 13.01.2016. The details of the Stakeholders Relationship Committee meetings attended by the Directors during the year 2015-16, are given below:-

Sr. No.	Name of the Director	No. of Meetings attended
1	DILIPKUMAR NALINKANT GANDHI	4
2.	NARENDRAKUMAR DALSUKHDAS SHAH	4
3	NAVINCHANDRA CHANDULAL SONI	4

The minutes of the Stakeholder Relationship Committee Meetings are noted by the Board of Directors at the subsequent Board Meeting.

Investor Grievance Redressal:-

Details of complaints received and redressed during the year:-

Number of complaints received and resolved during the year under review and their breakup are as under:-



Nature of Complaint	Complaint Received	Complaint Resolved
NIL	NIL	NIL

5. NOMINATION AND REMUNERATION COMMITTEE

A. The composition of the Nomination and Remuneration Committee as on 31.03.2016 and the details of the meetings attended by the Directors are given below:

Name of the Member	Designation	Category	Committee Meeting attended
NAVINCHANDRA CHANDULAL SONI	Chairman	Non-Executive (Independent Director)	1
NARENDRAKUMAR DALSUKHDAS SHAH	Member	Non-Executive (Independent Director)	1
SAMIRKUMAR KANTILAL SHAH	Member	Non-Executive (Independent Director)	1

One Meeting of Remuneration Committee was held on 14/10/2015.

B. Non Executive Directors

No remuneration paid to non executive directors.

C. Executive Directors

The Company pays remuneration by way of salary, perquisites, allowances and commission to the directors.

The salary paid during the year to the directors of the company is within the ceiling prescribed by section 197 and the provisions of Schedule V of the Companies Act, 2013.

The details of remuneration paid to the directors for the year 2015-2016 is as follows:-

Name	Salary	Perquisites	Commission	Total
DILIPKUMAR N.GANDHI	13,20,000	-	-	13,20,000
PALLALVIBEN D.GANDHI	9,20,000	-	-	9,20,000
HARSH DILIPKUMAR GANDHI	8,00,000	-	-	8,00,000
Total	30,40,000			30,40,000



- D. Keeping in view the provisions of section 178 of the Act and the provisions of the SEBI (LODR) Regulations, the terms of reference of the NOMINATION AND REMUNERATION COMMITTEE's include the following.
- i. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - ii. formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - iii. devising a policy on diversity of board of directors;
 - iv. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
 - v. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Details of shares of the Company held by Directors as on 31st March, 2016 are as under:-

Sr. No.	Name of the Director	No. of Shares held
1.	DILIPKUMAR NALINKANT GANDHI	3,20,250
2.	PALLAVIBEN DILIPKUMAR GANDHI	1,80,000
3.	HARSH DILIPKUMAR GANDHI	68,117
4.	NARENDRAKUMAR DALSUKHDAS SHAH	2,500
5.	SAMIRKUMAR KANTILAL SHAH	NIL
6.	NAVINCHANDRA CHANDULAL SONI	NIL

6. GENERAL BODY MEETING

Financial Year	Date	Time	Venue	No. of Special Resolution Passed
2012-2013 22 nd AGM	15.07.2013	11.00 A.M.	GROUND FLOOR, GANDHI NURSING HOME BLDG., DR. NALINKANT GANDHI ROAD, HIMATNAGAR-383001.	-



Financial Year	Date	Time	Venue	No. of Special Resolution Passed
2013-2014 23 rd AGM	14.06.2014	11.00 A.M.	GROUND FLOOR, GANDHI NURSING, HOME BLDG., DR. NALINKANT GANDHI ROAD, HIMATNAGAR-383001.	3
2014-15 24 th AGM	15.09.2015	04:00 P.M.	GROUND FLOOR, GANDHI NURSING HOME BLDG., DR. NALINKANT GANDHI ROAD, HIMATNAGAR-383001.	-

7. DISCLOSURES:

(a) Disclosure on materially significant related party transactions:

Full disclosure of related party transactions as per accounting standard -18 issued by The Institute of Chartered Accountants of India is given under Note No. 20 of Notes Forming part of accounts for the year ended on 31st March, 2016.

(b) There were no transactions of material nature with its promoters, the Directors or The management or their subsidiaries or relatives of the Directors during the year, There were no instances of non-compliance on any matter related to the capital Markets, during the last three years

(c) No. penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital Markets

8. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. These results are published in prominent daily newspapers viz. Western Times English and Gujarati Edition. The Company has not made any presentation to the institutional investors or analysis. The Company puts up the results on website www.nalinfin.com.

**9. GENERAL SHAREHOLDERS INFORMATION:****a) Annual General Meeting Details:**

Date	20 th August, 2016
Time	4.00 P. M.
Venue	Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi road, Himatnagar-383001.
Book Closure Date	17 th August, 2016 to 20 th August, 2016
Cut of Date	13 th August, 2016
Dividend payment date	No Dividend during the year

Address of correspondence:

GROUND FLOOR, GANDHI NURSING HOME BLDG., DR. NALINKANT GANDHI ROAD, HIMATNAGAR-383001.

b) Financial Year:

The financial year of the Company is 1st April to 31st March and financial results will be declared as per the following schedule.

Particulars	Tentative Schedule
Quarterly Unaudited Result	
Quarter Ending 30 th June, 2016	On or before 14 th August, 2016
Quarter Ending 30 th September, 2016	On or before 14 th November, 2016
Quarter Ending 31 st December, 2016	On or before 14 th February, 2016
Annual Audited Result	
Year ending 31 st March, 2017	Within 60 days from 31 March, 2017

c) Listing of equity shares on Stock Exchange at

Sr. No.	Name (s) of the Stock Exchange	Stock Code
1.	Bombay Stock Exchange Ltd.	531212
2.	Vadodara Stock Exchange Ltd.	31212

The shares of the Company have been delisted from Ahmedabad Stock Exchange Limited (ASEL) vide Application filed on dated 15.06.2015.

**d) Market Price Data:-**

The Stock Market Price Data of Trading of Equity Shares of the Company at Bombay Stock Exchange for the period from 1st April, 2015 to 31st March, 2016:-

Month	High Price	Low Price	Close Price
April-15	--	--	--
May-15	--	--	--
Jun-15	13.8	13.8	13.8
Jul-15	14	14	14
Aug-15	--	--	--
Sep-15	--	--	--
Oct-15	13.8	13.8	13.8
Nov-15	--	--	--
Dec-15	--	--	--
Jan-16	--	--	--
Feb-16	--	--	--
Mar-16	11.25	11.25	11.25

e) Listing Fees

The Company has paid Listing fees for the financial year 2015-2016 to all the Stock Exchanges where securities are listed.

f) Registrar & Share Transfer Agent

The Company transfers physical and DMAT shares through LINK INTIME INDIA PVT. Ltd., Mumbai. The Company accepts, deals with and resolves complaints of shareholders. Shareholder complaints are given top priority by the Company and replied promptly by the office of the Company Secretary. The Company had attended to all of the investor grievances Correspondences with speed.

Name and Address: - **LINK INTIME INDIA PVT. LIMITED,**

C-13, PANNALAL SILK MILLS COMPOUND,

L.B.S.MARG, BHANDUP (WEST),

MUMBAI 400078

WWW.LINKINTIME.CO.IN

RNT.HELPDESK@LINKINTIME.CO.IN



g) **Name of Compliance Officer :** SWATI A. SHAH

h) **Share Transfer System:**

The Company transfers Physical and DMAT shares through LINK INTIME INDIA PVT. LTD., Mumbai.

Stock Code: D-mat ISIN Number: INE 606C01012.

i) **SHARE HOLDING PATTERN AS ON 31ST MARCH, 2016 :**

Sr. No.	Category	No. of Shares held	% of Share Holding
1	Promoters	9,11,088	27.93
2	Mutual Fund and UTI	-	-
3	Bank, Financial Institution, Insurance Companies (Central/State Government Institution)	-	-
4	Foreign Institutional Investors	-	-
5	Private Corporate Bodies	2600	0.08
6	Indian Public	2333548	71.54
7	NRIs/OCBs	1000	0.03
8	GDR	-	-
9	Clearing Member	11403	0.35
10	HUF (Others)	2361	0.07
	Grand Total :	3262000	100%

j) **Distribution of Shareholding as on 31.03.2016**

No. Of Equity Shares held	No. of Shareholders	% of shareholders	No. of Shares held	% of shareholding
1-500	755	81.0086	191077	5.8577
501-1000	65	6.9742	52979	1.6241
1001-2000	39	4.1845	57659	1.7676
2001-3000	12	1.2876	30146	0.9242
3001-5000	2	0.2146	7275	0.2230



5001-10000	06	0.6438	47766	1.4643
10001 & above	53	5.6867	2875098	88.1391
Total	932	100.00%	3262000	100.00%

k) Dematerialization of shares:

The Company's Shares are available for dematerialization on both the Depositories Viz. National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). Equity shares of the Company representing 94.40% of the Equity share capital are dematerialized as on 31st March, 2016.

l) Plant Location: N.A.

Registered officer Address or Shareholders correspondence should be addressed to: GROUND FLOOR, GANDHI NURSING HOME BLDG., DR. NALINKANT GANDHI ROAD; HIMATNAGAR-383001.

m) Outstanding GDR/ADRs/ Warrant or any convertible instrument, conversion and likely impact on equity:-

NIL

n) Income Tax PAN mandatory for Transfer of securities

As per Regulation 40(7) read with Schedule VII of the Listing Regulations, for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the listed entity for registration of transfer of securities.

B. Non Mandatory Requirements:**(A) Chairman of the Board**

At present the chairman does not have separate office in the Company. The Corporate office of the Company supports the Chairman in discharging the responsibilities as & when the visits the Company.

(B) Shareholders' rights:

As the Company's half yearly results are published in an English newspaper having good circulation and in a Gujarati News Paper widely circulated in Gujarat the same are not sent to each household of the shareholders.

(c) Postal Ballot:

The Provisions relating to Postal ballot will be complied with in respect of matters where applicable.



Declaration

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

I, Dilipkumar Nalinkant Gandhi, Managing Director of the Company, to hereby declare that the Directors and Senior Officers of the Company have exercised their authorities and powers and discharged their duties and functions in accordance with the requirement of the Code of Conduct as prescribed by the Company and have adhered to the provisions of the same.

**For and on behalf of the Board of Directors
For, NALIN LEASE FINANCE LIMITED**

**Place: Himatnagar
Date: 25.05.2016**

**DILIPKUMAR NALINKANT GANDHI
MANAGING DIRECTOR
DIN: 00339595**



ANNEXURE-V

Chief Executive Officer (CEO) / Chief Financial Officer (CFO) Certification under Regulation 17(8) of the (LODR) Reg, 2015

The Board of Directors
Nalin Lease Finance Limited
Himatnagar

Mr. Dilipkumar Nalinkant Gandhi, Managing Director in terms of Companies Act, 2013 and **Mr. Nikulkumar Kantibhai Patel, Chief Financial Officer** of the Company hereby certify to the Board that:

- A.** We have reviewed financial statements and the cash flow statement of Nalin Lease Finance Limited for the year ended 31st March, 2016 and to the best of their knowledge and belief :
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B.** There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C.** They accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D.** They have indicated to the auditors and the Audit committee:
1. that there are no significant changes in internal control over financial reporting during the year;
 2. that there are no significant changes in accounting policies during the year; and
 3. That there are no instances of significant fraud of which we have become aware.

Himatnagar

**Mr. Dilipkumar Nalinkant
Gandhi**

**Mr. Nikulkumar Kantibhai
Patel**

Date:- 25/05/2016

Managing Director

Chief Financial officer



AMRISH GANDHI & ASSOCIATES

Company Secretary

504, Shivalik Abaise, Opp. Shell Petrol Pump,
Anandnagar Road, Satellite, Ahmedabad - 380015

E-mail : amrishgandhi72@gmail.com

Phone : 079 - 40323014

ANNEXURE-VI

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
NALIN LEASE FINANCE LIMITED
GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD
HIMATNAGAR, GUJARAT
INDIA - 383001

I, Amrish Navinchandra Gandhi, Proprietor of Amrish Gandhi & Associates, Practising Company Secretary, have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **NALIN LEASE FINANCE LIMITED (CIN: L65910GJ1990PLC014516)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **NALIN LEASE FINANCE LIMITED** (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016, 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: -

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **NALIN LEASE FINANCE LIMITED** ("The Company") for the financial year ended on **31st March, 2016** according to the provisions of:-

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (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 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective 15th May, 2015);
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)**;
- d) 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; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**;

VI. As informed to me the following other Laws specifically applicable to the Company as under:

- a) Non-Banking Financial Companies (NBFCs);
- b) Reserve Bank of India Act, 1934.

I have also examined compliance with the applicable clauses of the following:-

- a) Secretarial Standards with respect to General and Board Meetings Minutes issued by The Institute of Company Secretaries of India (effective from 1st July, 2015);
- b) The Listing Agreements entered into by the Company with BSE Limited, Vadodara Stock Exchange Limited for the period upto 30th November 2015;
- c) The Listing Agreements entered into by the Company with BSE Limited and Vadodara Stock Exchange Limited pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 w.e.f 1st December 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:-



- I. During the year under review, Two E-Forms of MR-1 and E-form MGT-14 for re-appointment of Managing Director & Whole-Time Director; have not been filed within stipulated time.
- II. E-Form DIR-12 for regularisation of Additional Director into Independent Director and E-Form MGT-14 for approval of Directors' Report; have not been filed within stipulated time.
- III. E-form MGT-14 for Appointment of Secretarial Auditor was not filed within stipulated time.

I 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.

All decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

I 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.

I 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

Amrish N. Gandhi
Company Secretary
CP No: 5656 FCS: 8193

Place: Ahmedabad
Date: 25th May, 2016

*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
GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD
HIMATNAGAR, GUJARAT
INDIA - 383001

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 processes 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 processes 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. Where ever 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 procedures 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

**Amrish N. Gandhi
Company Secretary
CP No: 5656 FCS: 8193**

**Place: Ahmedabad
Date: 25th May, 2016**



**DEEPAK R. SONI & CO.
CHARTERED ACCOUNTANTS**

Dr. Nalinkant Gandhi Road,
Himatnagar – 383001
Phone : (02772) 242780
E-mail : drsoniandco@yahoo.com

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, 2016 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 Accountants

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

Place: Himatnagar
Date: 25.05.2016



INDEPENDENT AUDITOR'S REPORT

To the Members
NALIN LEASE FINANCE LTD.
Himatnagar

Report on Financial Statement

We have audited the accompanying financial statements of Nalin Lease Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibilities for the Financial Statement

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting 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 adequate internal financial controls, 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 there under.

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 the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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, *except for the effects of non provision of Differed Tax as per "Significant Accounting Policy - Notes 1(VI)"*, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) in the case of the Profit and Loss Account, of the profits 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 & 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 statement on the matters specified in paragraphs 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 purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) *except for the effects of non provision of Differed Tax as per "Significant Accounting Policy - Notes 1(VI)"* in our opinion, the Balance Sheet, Statement



of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Companies Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e) on the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164 (2) of the Act; and
- f) With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,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.

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, Deepak R. Soni & Co.
Chartered Accountants

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

Place: Himatnagar
Date: 25.05.2016

**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 2016, 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. 01.00242under Section 45IA of the Reserve bank of India Act 1934.

For, Deepak R. Soni & Co.
Chartered Accountants

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

Place: Himatnagar
Date: 25.05.2016



NALIN LEASE FINANCE LIMITED			
Balance Sheet as at 31st March, 2016			
Particulars	Note	31.03.2016	31.03.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	32620000	32620000
(b) Reserves and Surplus	3	57694111	50368371
(c) Money received against share warrants		0	0
(2) Share application money pending allotment		0	0
(3) Non-Current Liabilities			
(a) Long-term borrowings		0	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	4	10101021	24275222
(b) Trade payables		0	0
(c) Other current liabilities	5	59910	83393
(d) Short-term provisions	6	4340194	3262930
Total		104815236	110609916
II.Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	7	4642618	5445786
(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	8	6000	6000
(2) Current assets			
(a) Current investments		0	0
(b) Inventories	9	203990	310290
(c) Trade receivables	10	84796986	71474634
(d) Cash and cash equivalents	11	11965214	30338681
(e) Short-term loans and advances		0	0
(f) Other current assets	12	3200429	3034525
Total		104815236	110609916
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 21		

As per Our Report on Even Date
For Deepak R. Soni & Co.
 Chartered Accountants

A.G.Bhatt
 Partner

Place: Himatnagar
 Date: 25.05.2016

(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: Himatnagar
 Date: 25.05.2016



NALIN LEASE FINANCE LIMITED
STATEMENT OF PROFIT AND LOSS for the year ended 31.03.2016

Particulars	Note No	31.03.2016	31.03.2015
I. Revenue from operations	13	23322234	28615021
II. Other Income	14	1085211	1177062
III. Total Revenue (I +II)		24407445	29792082
<i>IV. Expenses:</i>			
Employee Benefits Expenses	15	4584680	3982150
Adminstration expenses	16	7582816	13314965
Financial Cost	17	131190	336301
Depreciation	7	917485	1471003
Contingent Provision on Std Assets		227877	176022
Total Expenses		13444048	19280441
V. Profit before tax (III - IV)		10963397	10511641
VI. Exceptional Items (Profit after adjusting loss on sale of fixed asset)		0	0
VII. Profit before extraordinary items and tax (V - VI)		10963397	10511641
VIII. Extraordinary Items (prior period expenses)		0	0
IX. Profit before tax (VII - VIII)		10963397	10511641
X. Tax expense:			
(1) Current tax		3865534	3000000
(2) Deferred tax		0	0
XI. Profit(Loss) for the Year (IX - X)		7097863	7511641
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)		7097863	7511641
XVI. Earning per equity share:			
(1) Basic		2.18	2.30
(2) Diluted			
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 21		

As per Our Report on Even Date

For Deepak R. Soni & Co.
Chartered Accountants

(S.N.Parikh)
Company Secretaries

A.G.Bhatt
Partner

(N.K.Patel)
Chief Financial Officer

Place: Himatnagar
Date: 25.05.2016

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: Himatnagar
Date: 25.05.2016



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 is not strictly made as per criteria for NPA prescribed for NBFC by the RBI. However, Company has debited bed debts written off which were considered bad by the management.

X Provision of Accrued Interest on Gold Loan

During the year under audit, Company has started giving Gold Loan Finance. No interest income is provided on installments not become due on or before 31.03.2016 though gold finance has already been given.

As per Our Report on Even Date
For Deepak R. Soni & Co.
Chartered Accountants

(S.N.Parikh)
Company Secretaries

A.G.Bhatt
Partner

(N.K.Patel)
Chief Financial Officer

Place: Himatnagar
Date: 25.05.2016

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: Himatnagar
Date: 25.05.2016



NOTES TO FINANCIAL STATEMENTS

Notes: 2.. Share Capital

Particulars	As On 31/03/2016	As On 31/03/2015
a. Authorised Share Capital 37,50,000 Equity Shares of Rs. 10 Each	<u>37500000</u>	<u>37500000</u>
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/-	Rs.10/-
d. Number of equity shares at the beginning of the year	3262000	3262000
Add: Right issue	0	0
Bonus issue	0	0
Less: Buy Back	0	0
Number of Equity Shares at the end of the Year	3262000	3262000
e. Number of shares held by shareholders more 5% of total shares		
Dilipkumar Nalinkant Gandhi	320250 (9.82%)	285368(8.75%)
Nipurnaben Nalinkant Gandhi	200000(6.13%)	200000(6.13%)
Pallaviben Dilipkumar Gandhi	180000 (5.52%)	180000 (5.52%)

Notes: 3. Reserves and Surplus

Particulars	As On 31/03/2016	As On 31/03/2015
A. General Reserve		
Opening Balance	36470876	30470876
Add: Transfer from Profit & Loss Account	5500000	6000000
Closing balance	41970876	36470876
B. Statutory Reserve (U/s 45 IC of RBI Act)		
Opening Balance	11926814	10424486
Add: Transfer from Profit & Loss Account	1419573	1502328
Closing balance	13346387	11926814
C. Surplus from Profit & Loss account		
Opening balance	1068449	1059136
Add: Current year surplus	7097863	7511641
Less: Transfer to general reserve	5500000	6000000
Less: Transfer to Compulsory Reserve	1419573	1502328
Less: Dividend Tax Provisions	0	0
Closing balance	1246739	1068449
D. Contingent Provision on Std Assets		
Opening Balance	902232	726210
Add: Transfer from Profit & Loss Account	227877	176022
Closing balance	1130109	902232
	<u>57694111</u>	<u>50368371</u>

**Additional Disclosure**

i. As required by Section 45 IC of Reserve bank of India Act, 1934, Company has appropriated 20% of its Profits to Special 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% of its outstanding HP Advance.

[DNBR (PD) CC.No.002/03.10.001/2014-15 Dated 10.11.2014]

Notes : 4 .. Short Term Borrowings

Particulars	As On 31/03/2016	As On 31/03/2015
A. Loans Repayable on Demand		
HimatnagarNagrikSahakari Bank Ltd OD 319*	299200	-251818
Dena Bank Loan A/c	9801821	24527040
	<u>10101021</u>	<u>24275222</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: 5 Other Current Liability

Particulars	As On 31/03/2016	As On 31/03/2015
a. Deepak R. Soni & Co.	35910	35393
b. Ajaykumar J. Shah & Co. (Internal Auditor)	24000	24000
c. CIBIL Account	0	24000
	<u>59910</u>	<u>83393</u>

Notes: 6 Short Term Provisions

Particulars	As On 31/03/2016	As On 31/03/2015
a. Provision for income tax	3865534	3000000
b. Salary Conveyance	89000	69000
c. Director Remuneration	179660	158930
d. Electricity Exp	15000	18000
e. Telephone Exp	15000	17000
f. Staff Welfare Payable	31300	0
g. Postage Payable	12000	0
h. Marketing Exp Payable	24700	0
i. Rent payable	108000	0
	<u>4340194</u>	<u>3262930</u>

Notes: 7 Tangible Assets Schedule:

Tangible asset	Gross Value			Depreciation			Closing balance			
	Opening balance	Additions	Deletions	Total	Opening balance	Additions	Deletions	Total	31/03/2016	31/03/2015
a Office Building	381500	0	0	381500	120740	6043	0	126783	254717	260760
b Office Equipments	3784214	114317	0	3898531	2648862	401896	0	3050758	847773	1135352
c Vehicles	3164870	0	0	3164870	1707752	226705	0	1934457	1230413	1457118
d Furniture & Fixtures	2945797.88	0	0	2945797.88	1114933	203797	0	1318730	1627068	1830864.88
e Air Conditioner	1043676	0	0	1043676	281985	79044	0	361029	682647	761691
Total	11320058	114317	0	11434375	5874272	917485	0	6791757	4642618	5445786
Figures for the previous year	7953722	3366336	0	11320058	4403269	1471003	0	5874272	5445786	3550453

Notes: 8 Other Non Current Assets

Other Current Assets includes Telephone Deposit of Rs. 6000 for current year as well as Previous Year

Notes: 9. Inventories (as taken and valued at cost by Director)

Particulars	As on 31/03/2016	As on 31/03/2015
Sp.AdhesiveStamp	147790	60290
StationeryStock	56200	250000
	<u>203990</u>	<u>310290</u>



Notes : 10 .. Trade Receivables

Particulars	As On 31/03/2016	As On 31/03/2015
Secured, considered good		
H P Accounts	75959161	70408935
Interest Receivables on HP	31843	32974
Gold Loan Account	8180240	0
Vaibhav Auto (khedbrahma)	600000	1000000
Accrued interest	25742	32725
	84796986	71474634

Notes: 11.. Cash & Bank Balance

Particulars	As On 31/03/2016	As On 31/03/2015
A. Cash and cash equivalents		
a. Balance with banks		
Axis Bank Collection A/c	564902	5612714
Axis Bank Payment A/c	1326141	496597
Bank of Baroda CBS 0495	29310	28861
Bank of India, Himatnagar	313969	166339
Dena Bank, Himatnagar	97660	4304094
HDFC Bank, Himatnagar	1783462	2915548
HDFC Bank realization	0	-61700
Himatnagar Nagarik Sahakari	162151	314584
Himatnagar Nagrik Sahakari - Realisation	0	-88960
ICICI Bank 1652	573836	5173697
IDBI Bank, A/c No. 4558	249241	5320688
S K Dist Central Coop. Bank Ltd	108994	65269
b. Cash on Hand	472776	57392
c. Other Bank Balance in Deposit account		
Axis Bank FD A/c	0	0
HDFC, HMT FIX A/c	3282771	3033558
Himatnagar Nagrik Sahakari Bank	3000000	3000000
IDBI FD A/c	0	0
	11965214	30338681

Additional information

A OD has been Taken against security of Fixed Deposits of Himatnagar Nagrik Sahakari Bank Ltd.

Notes : 12 .. Other Current Assets

Particulars	As On 31/03/2016	As On 31/03/2015
TDS Receivables	53429	41769
Electric Deposit	12489	12489
Advance Tax	3090000	2935653
Advance Subscription	0	1398
Advance Insurance	26520	35622
Advance AMC	17991	7594
	3200429	3034525

Notes : 13 .. Revenue from Operations

Particulars	As On 31/03/2016	As On 31/03/2015
Interest Income	20632454	23772371
Interest Receivables on HP	31843	32974
Late Fee Charges	2444393	4809675
Interest Income (Gold Loan)	213543	0
	23322234	28615021



Notes : 14 .. Other income

Particulars	As On 31/03/2016	As On 31/03/2015
Interest on FDs	538659	701138
Cheque Return Charges	171715	148777
Interest From Govt Securities	0	141300
Interest (Booking)	139673	185315
Interest (other)	0	532
Bad Debt Recovered	33708	0
Postage Exp. Recovered	178878	0
Excess provision Written Back	22578	0
	1085211	1177062

Notes : 15 .. Salary & Wages

Particulars	As On 31/03/2016	As On 31/03/2015
Salary & Conveyance	1255000	1025000
Staff Welfare Exp	289680	212150
Director Remuneration	3040000	2745000
	4584680	3982150

Notes : 16 .. Administrative & Other Expenses

Particulars	As On 31/03/2016	As On 31/03/2015
Advertisement Exp	180424	210020
Audit Fees Exp	64474	67326
Bad Debts Exp	712328	309993
Bank Commission & Charges	150272	92787
Books, Periodicals & Subscription	5270	26039
Demate Exp	70858	48616
Annual Maintenance Charges	15366	6141
CIBIL Charges Exp.	130562	254357
Electricity Exp	389063	202685
Income-tax Exp	750770	0
Legal & Professional Fees		
Net Advocate Fees Expense	485200	500846
Professional Fees	47400	22250
ROC Return Filing Fees	26400	20400
Loss on Sale of Investment	0	450660
Misc. Expenditure		
Annual General Meeting Ex	41500	39900
Computer Consulating	31750	25000
General Exp	1200	3880
Office Rent	1440000	420000
Professional Tax	1000	1000
Refreshment Exp	226351	518195
Office Exps	0	25842
Repairs & Maintenance	4250	5000
Seizing & Collection Expense	0	6461597
Sp Adhesive Stamp Exp	422720	467600
Stationary, Printing & Postag	1158327	1791218
Stock Exchange Listing Fees	246820	132726
Telephone Exp	270562	208344
Travelling & Conveyance	190500	769500
Stock Exchange Penalty	11400	0
Out source Exp	143500	0
Insurance Exp.	11555	0
Marketing Exp.	118200	0
Discount Exp	52181	0
Vehicle Exp.	182612	203003



Excess provision Written Off	0 7582816	30040 13314964
------------------------------	---------------------	--------------------------

Notes : 17 .. Financial Cost

Particulars	As On 31/03/2016	As On 31/03/2015
Loan Processing Charges	0	296630
Interest on Bank OD	131190 131190	39671 336301

Notes : 18 .. Remuneration to Auditors

Particulars	As On 31/03/2016	As On 31/03/2015
As Auditors	22500	22500
In other Capacity	12500 35000	12500 35000

Notes : 19 .. Earnings per Share

Particulars	As On 31/03/2016	As On 31/03/2015
i Net Profit after tax as per Statement of Profit & Loss attributable to Equity Share(A)	7097863	7511641
ii Basic No. of Equity Shares (B)	3262000	3262000
iii Basic Earnings per Shares (A/B)	2.18	2.30
iv Face Value Per Equity Shares	10	10

Notes : 20.. 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 Related Party	Relationship
1	Dilipkumar Nalinkant Gandhi	Key Management Personnel
2	Pallaviben Dilipkumar Gandhi	Key Management Personnel
3	Harsh Dilipkumar Gandhi	Key Management Personnel
4	Nipurnaben Nalinkant Gandhi	Relative

B Transactions During the year with related parties

Sr. No.	Name Of Related Party	Nature of Related Party Transaction	KMP	Associates
1	Dilipkumar Nalinkant Gandhi	Director Remuneration	1320000	0
2	Dilipkumar Nalinkant Gandhi	Office Rent	774000	0
3	Pallaviben Dilipkumar Gandhi	Director Remuneration	920000	0
4	Harsh Dilipkumar Gandhi	Director Remuneration	800000	0
5	Nipurnaben Nalinkant Gandhi	Office Rent	666000	0

**Notes: 21 .. 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 31.03.2016.
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 Accountants

(S.N.Parikh)
Company Secretaries

A.G.Bhatt
Partner

(N.K.Patel)
Chief Financial Officer

Place: Himatnagar
Date: 25.05.2016

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: Himatnagar
Date: 25.05.2016



NALIN LEASE FINANCE LIMITED, HIMATNAGAR
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Pursuant to the Listing Agreement with Stock Exchange)

A. CASH FLOW FROM OPERATING ACTIVITIES:-

		2014-15		2015-16
Net Profit Before Tax		105.12		109.63
Adjustment for :				
Depreciation	14.71		9.17	
Taxation Provision, FBT and Differed Tax	-30.00		-38.66	
Contingent provision against standard assets	1.76		2.28	
Loss on sale of asset	0	-13.53	0	-27.21
Operating Profit before working capital changes		91.59		82.42
Adjustment for:				
Trade & Other receivables	-122.23		-133.82	
Trade payables & Provisions	1.87		10.54	
Deferred Tax Liabilities / (Assets)	0	-120.36	0	-123.28
Net Cash used in operating activities		-28.77		-40.86
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	-33.66		-1.14	
Sales of Fixed Assets	0		0	
Increase / Decrease in Investment	73.26		0	
Net cash used in Investing Activities		39.60		-1.14
		10.83		-42.00
C. CASH FLOW FROM FINANCING ACTIVITIES				
Total proceeds from Borrowings		203.75		-141.74
Net cash used in Financing Activities		203.75		-141.74
NET INCREASE IN CASH & CASH EQUIVALENTS		214.58		-183.74
OPENING CASH & CASH EQUIVALENTS		88.81		303.39
CLOSING CASH & CASH EQUIVALENTS		303.39		58.12

As per Our Report on Even Date

For Deepak R. Soni & Co.

Chartered Accountants

(S.N.Parikh)

Company Secretaries

A.G.Bhatt

Partner

(N.K.Patel)

Chief Financial Officer

Place: Himatnagar

Date: 25.05.2016

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: Himatnagar

Date: 25.05.2016



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 Accountants

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

Place: Himatnagar
Date: 25.05.2016



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

Company Name : NALIN LEAS FINANCE LIMITED, Financial Year : 2015-16

(Amt. In Rs.)

Particulars			
Liabilities side :			
(1)	Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid; (a) Debentures : Secured : Unsecured (Other than falling within the meaning of public deposits*) (b) Deferred Credits (c) Term Loans (d) Inter Corporate loans and borrowing (e) Commercial Paper (f) Public Deposits* (g) Other Loans (Specify nature) Loan against FD *please see Note 1 below	Amount outstanding	Amount overdue
		0.00	
		0.00	
		0.00	
(2)	Break up of (1) (f) above (outstanding public deposits inclusive of interest accrued thereon but not paid) : (a) In the form of Unsecured debentures (b) In the form of party secured debentures i.e. debentures where there is a shortfall in the value of security (c) Other public deposits *please see Note 1 below		
		0.00	
Assets Side:		Amount outstanding	
(3)	Break up of Loans and Advances including bills receivables (other than those including in (4) below) : (a) Secured (b) Unsecured		
		3200429.00	
(4)	Break up Leased Assets and stock on hire and hypothecation loans counting toward EL/HP activities (i) Lease assets including lease rentals under sundry debtors (a) Financial lease (b) Operating lease (ii) Stock on hire including hire charges under sundry debtors : (a) Assets on hire (b) Repossessed Assets (iii) Hypothecation loans counting towards EL/HP activities (iv) (a) Loans where assets have been repossessed (v) (b) Loans other than (a) above		
		75959161.00	
		0.00	
(5)	Break up of Investments : Current Investments : 1. Quoted : (i) Shares : (a) Equity (b) Preference (ii) Debentures and Bonds (iii) Units of Mutual Funds (iv) Government Securities (v) Others (Please specify)		



	(a) Related Parties	
	(b) Other than Related Parties	0.00
	(iii) Assets acquired in satisfaction of debt	0.00

Notes :

1. as defined in Paragraph 2(1) (xii) of the Non Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998
2. Provisioning norma shall be application as prescribed the Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998
3. All accounting standards and Guidance Notes issued by ICAI are application including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However market value in respect of uoted investments and break up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term of current in column (5) above.

**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 25TH ANNUAL GENERAL MEETING OF THE
 COMPANY TO BE HELD ON 20TH DAY OF AUGUST, 2016**

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 Saturday, August 20, 2016 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
104372		

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

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
17 th August, 2016 (9.00 a.m. onwards)	19 th August, 2016 (5.00 p.m. onwards)

E-voting shall not be allowed beyond 5:00 p.m. of 19th August, 2016. 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 13th August, 2016 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 20th August, 2016.



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

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)
 25th Annual General Meeting on 20th Day of August, 2016

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 25th Annual General Meeting of the Nalin Lease Finance Limited, Gandhi Nursing Home Bldg Dr.Nalinkant Gandhi Road, Himatnagar, Gujarat, India-380001, on day, the 20th August'16

(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: www.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 25th Annual General Meeting of the company, to be held on the 20th Day of August, 2016 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, 2016		
2.	To appoint a Director in place of Harsh Dilipkumar Gandhi who retires by rotation and being eligible offers himself for reappointment		
3.	Re-appointment of M/s. Deepak R. Soni, Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	Re-appointment of Mr. Dilipkumar Nalinkant Gandhi as Managing Director for a period of five years		
5.	Re-appointment of Mr. Harsh Dilipkumar Gandhi as Whole-time Director for a period of five years		

Signed this ____ day of 2016.

Signature of Shareholder _____

Signature of Proxy holder _____

Signature of the shareholder
-across Revenue StampAffix
Revenue
Stamps**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