

## NOTICE

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Nalin Lease Finance Limited will be held on Tuesday, the 24<sup>th</sup> June, 2014 at 11.00 a.m. at Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar- 383 001, to transact the following businesses:-

### ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2014, Profit & Loss Account for the year ended on that date together with the Report of Board of Director & Auditors thereon.
2. To appoint Shri Dilipkumar Nalinkant Gandhi (DIN: 0039595) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification (s) following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s. Deepak R. Soni & Co., Chartered Accountants (Registration No. 102245W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the company”

### SPECIAL BUSINESS

4. To appoint Shri Narendrakumar Dalsukhbhai Shah (DIN: 00314044) as an independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Narendrakumar Dalsukhbhai Shah (DIN: 00314044), who appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and its respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.
5. To consider and if thought fit to pass with or without modification(s), the following resolution as a Ordinary Resolution To appoint Shri Navinchandra Chandulal Soni (DIN: 03123355) as an independent Director 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 Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and

- qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri Navinchandra Chandulal Soni (DIN: 03123355), who appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an independent Director of the Company to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 28th Annual General Meeting of the Company in the calendar year 2019.
6. To consider and if thought fit to pass with or without modification(s), the following resolution as a 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 to change / revise in the remuneration of of Shri Dilipkumar Nalinkant Gandhi, Managing Director on the following terms and conditions: with usual allowances and benefits, amenities and facilities including staff superannuation fund, retiring gratuity and provident fund benefits as applicable to other employees holding analogous posts in the company:
    - (i) The increased remuneration shall take effect from 1 July, 2014.
    - (ii) Total Remuneration (including all allowances, benefits, amenities, facilities, gratuity, provident funds, superannuation fund, etc) shall not exceed Rs. 16,00,000/- (Sixteen Lacs) per annum for the first year and followed by 10% increment every year.
    - (iii) The remuneration will be governed by the Rules and Regulations of the Company as may be applicable to the other non-relative associates of the Company from time to time including change in designation and responsibilities.
    - (iv) The present increase and any further revision in the above remuneration will be effective only after obtaining all necessary approvals in this regard.””FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts and deeds that are required to give effect to the above resolution.”
  7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution; “RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and such Companies incorporation Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force ) the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company: RESOLVED FURTHER THAT the Board of Directors of the Company be nad is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
  8. To Delist of shares of the Company from the Ahmedabad Stock Exchange (ASE), in this regard to consider and if thought fit, to pass, with or without modification(s), the following

resolution as a Special Resolution; RESOLVED that subject to the provisions of the Companies Act, 2013, Securities Contract (Regulation) Act, 1956 and Securities and Exchange Board of India act, 1992 and the rules framed thereunder, Listing agreement as also Securities, and exchange Board of India (Delisting of Securities) Guidelines, 2003 and all other applicable Laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by Board of Directors of the Company (hereafter referred to as (“the Board”), the consent of the Company be and is hereby accorded to the Board, to delist the company’s Equity Shares from The Stock exchange, Ahmedabad at Ahmedabad.” RESOLVED FRUTHER that the Board be and is hereby authorized to take all such actions as may be required with the view to complying with the legal/procedural formalities in connection with delisting of equity Shares of the Company as aforesaid from The Stock Exchange Ahmedabad at Ahmedabad.

9. To Delist of shares of the Company from the Vadodara Stock Exchange (VSE), in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution; RESOLVED that subject to the provisions of the Companies Act, 2013, Securities Contract (Regulation) Act, 1956 and Securities and Exchange Board of India act, 1992 and the rules framed there under, Listing agreement as also Securities, and exchange Board of India (Delisting of Securities) Guidelines, 2003 and all other applicable Laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications, as may be prescribed or imposed by any authority while granting such approvals, permissions and sanctions which may be agreed to by Board of Directors of the Company (hereafter referred to as (“the Board”), the consent of the Company be and is hereby accorded to the Board, to delist the company’s Equity Shares from The Stock Exchange, Vadodara at Vadodara” RESOLVED FRUTHER that the Board be and is hereby authorized to take all such actions as may be required with the view to complying with the legal/procedural formalities in connection with delisting of equity Shares of the Company as aforesaid from The Stock Exchange, Vadodara at Vadodara.

**Registered Office:**

Ground Floor,  
Gandhi Nursing Home Bldg,  
Dr. Nalinkant Gandhi Road,

Himatnagar-383001.

Date: 20/05/2014

**By order of the Board of Directors**

NARENDRAKUMAR D. SHAH  
(DIN 03123355)

**Chairman**

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**STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013 (“the Act”) ITEM 4 & 5**

Shri Narendrakumar Dalsukhdas Shah and Shri Navinchandra Chandulal Soni are Independent Directors of the Company and have held the positions as such for more than 5 (five) years. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement inter alia stipulating the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint Shri Narendra D Shah and Shri Navinchandra Soni as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (Five) consecutive years for a term up to the conclusion of the 28<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019.

Shri Narendra D Shah and Shri Navinchandra Soni are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Narendra D Shah and Shri Navinchandra Soni for the office of Directors of the Company.

The Company has also received declarations from Shri Narendra D Shah and Shri Navinchandra Soni that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Shri Narendra D Shah and Shri Navinchandra Soni fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri Narendra D Shah and Shri Navinchandra Soni are independent of the management.

Brief resume of Shri Narendra D Shah and Shri Navinchandra Soni, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report. Copy of the draft letters for respective appointments of Shri Narendra D Shah and Shri Navinchandra Soni as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri Narendra D Shah and Shri Navinchandra Soni are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointments. The relatives of Shri Narendra D Shah and Shri Navinchandra Soni may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.



Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the shareholders.

The Board Commends the Ordinary Resolution set out at item no 4 and 5 for the notice for approval by the Share holders.

#### **ITEM 6**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Considering Shri Dilipkumar Gandhi performance, the Board recommended revision of his remuneration with effect from 1<sup>st</sup> July 2014 from Rs. 1140000/- to Rs. 1800000/- per annum for the first year and followed by the 10% increment every year.

The Increase in the remuneration needs the members approval and so the resolution is commended for approval by members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

The Board Commends the Ordinary Resolution set out at item no 4 and 5 for the notice for approval by the Share holders.

#### **ITEM 7**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

The Existing Articles of Association is based on the Companies Act, 1956 and several regulations in the existing AOA contain reference to the Companies Act 1956 and some regulations in the existing AOA are not in the conformity with the Act.

The Act is now largely in force. The Ministry of corporate affairs has notified almost all the sections for implementation except few remaining sections. However, Substantive sections relating to the general working of the company stands notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to



wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 15 of the Notice.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

### **ITEM 8 & ITEM 9**

Voluntary Delisting of equity shares of the Company from ASE and VSE

The Company wants to delist the shares of form ASE and VSE by offering to acquire the public shareholding, pursuant to and in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (the "SEBI Delisting Regulation").

The promoters of the Company propose to consolidate their shareholding in the Company which will provide increased operational flexibility to support the Company's business. Further, the promoters believe that the Offer is in the interest of all stakeholders.

In terms of Regulation 8 (1) (b) of the SEBI Delisting Regulations, the delisting proposal requires the approval of the shareholders of the Company by way of a special resolution passed through a postal ballot. The special resolution shall be acted upon if and only if the votes cast by public shareholders in favour of the proposal amount to at least two times the number of votes cast by public shareholders against it.

The Board of Directors accordingly recommends the resolution of the accompanying Notice for the approval of the Members. Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 2013 read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2011.

None of the Directors and Key Managerial personnel of the Company or their relatives is, in any way, deemed to be concerned or interested in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board Commends the Special Resolution set out at item no 8 and 9 for the notice for approval by the Share holders.



By order of the Board of Directors

**Registered Office:**

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

**NARENDRAKUMAR D. SHAH**

(DIN 03123355)

**Chairman**

Date:

**Notes :**

1. A member entitle to attend and vote at the meeting is entitle to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the company, proxy in order to be effective must be received by the company not less than 48 hours before the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representative to attend the meeting are required to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under clause 49 of the listing agreement with the Stock exchanges are provided in the Corporate Governance Report forming part of the Annual Report.
4. 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.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of Joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except statudaays during business hours up to the date of the Meeting.



8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository Participants with whom they maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company/Link Intime.
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 e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
11. The Register of Members and the Share Transfer Books will remain closed from Saturday 21<sup>st</sup> June, 2014 to Tuesday 24<sup>th</sup> June, 2014 (Both days inclusive).

**By order of the Board of Directors**

**Registered Office:**

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

Date : 20/05/2014

**NARENDRAKUMAR D. SHAH**

(DIN 03123355)

**Chairman**



## DIRECTORS' REPORT

To,  
The Members,  
Nalin Lease Finance Limited

Your Directors have pleasure in presenting to you the 23<sup>rd</sup> Annual Report together with the audited statement of the Accounts for the year ended 31st March, 2014.

### FINANCIAL RESULTS

	<b>2013-2014</b>	<b>(Rs. in Lacs)</b> <b>2012-2013</b>
Gross Profit (PBDT)	97.71	96.36
Less:-Depreciation	4.36	4.17
Profit Before Tax (PBT)	93.35	92.18
Less:-Provision for Taxation & FBT	28.00	27.76
Net Profit (PAT)	65.35	64.18
Add: Balance in Profit & Loss A/C.	8.31	6.97
Balance Available for Appropriation	73.66	71.15
<b>Appropriations:</b>		
Reserves	0	62.84
Balance carried to Balance Sheet	73.66	8.31

Despite of adverse situation and also competition, your Directors have, by making continuous sincere efforts maintained its advances portfolio in auto two wheelers in the area of its operation.

### DIVIDEND

The Directors do not recommend dividend for the year 2013 - 2014 with a view to accumulate funds for future requirement and also to strengthen the financial position of the company.

### DIRECTORS

In terms of the Articles of Association of the Company and as per the Companies Act, 2013, Shri Dilipkumar N. Gandhi retires by rotation and being eligible for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Clause 49 of the Listing Agreement with the Stock Exchanges.

### FIXED 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 for accepting Public Deposits and the Deposits accepted are within the permissible limits.

- Public Deposits held by the Company as on 31-03-2014 Rs. NIL.
- Matured but not Claimed / Unpaid Public Deposits as on 31-03-2014:- NIL.

**AUDITORS AND AUDITORS REPORT**

M/s. Deepak R. Soni & Co., Auditors of the Company, retire and hold Office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956. The notes to the accounts referred to in the Auditors' Report are self explanatory and therefore do not call for any further comments.

**PERSONNEL**

During the year under review, there was no employee in receipt of any remuneration in excess of the limits prescribed in Section 217 (2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 As amended.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information in accordance with the provisions of Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to your Company.

**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 @ 0.25% amounting to Rs. 145,995/- on outstanding standard assets.

**DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of section 217(2AA) of the companies act, 1956, your director's state:

1. That in the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same,
2. That your directors have 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 profits of the company for that period,
3. That your directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of your company and for preventing and detecting fraud and other irregularities,



4. That your directors have prepared the annual accounts on a going concern basis.
5. Corporate Governance

Pursuant to clause 49 of the listing agreement with stock exchanges, a separate section titled “corporate governance” is attached to this annual report.

#### **ACKNOWLEDGEMENT**

Your Directors would like to put on record their grateful appreciation for the assistance and co-operation received from the Bankers of the Company, valued Customers of the Company, the Ahmedabad Stock Exchange, Vadodara Stock Exchange and the Bombay Stock Exchange and various other Government and Semi Government Authorities, Agencies and Offices.

Your Directors would also like to put on record with thanks their deep sense of appreciation for the assistance, diligence and co-operation of the executives and staff of the Company.

For and on behalf of the Board of Directors

**Place : Himatnagar**  
**Dated:- 20.05.2014**

**(N. D. SHAH)**  
**CHAIRMAN**

**ANNEXURE TO DIRECTOR'S REPORT  
Report on Corporate Governance**

**A. MANDATORY REQUIREMENTS:**
**1. COMPANY'S PHILOSOPHY ON CODE OF GEVERNANCE:**

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 transparence 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 form 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 five directors Three Directors are executive Directors and two Directors are non-executive Directors. There is no nominee Directors on the Board. The names and occupation of Directors are as under:-

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>Executive / Non - Executive</b>
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 (Executive Director)
5.	Navinchandra Chandulal Soni	Non Executive(Independent Director)

**(ii) MEETINGS OF BOARD**

Five Board Meeting were held during the year ended 31.03.2014. These were held on 15.04.2013, 25.05.2013, 11.07.2013, 07.10.2013, 08.01.2014, 05.03.2014. 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 ended on 31<sup>st</sup> March, 2014 are given below:

<b>Directors</b>	<b>No. of Board Meeting Attended During 2013-14</b>	<b>No. of Audit Committee Attended During 2013-14</b>	<b>No. of Shareholders' Investors Grievance Committee Attended During 2013-14</b>	<b>Last Annual General Meeting Attained 2013-14</b>
Narendrakumar Dalsukh Shah	6	4	4	Yes
Dilipkumar Nalinkant Gandhi	6	4	4	Yes
Harsh Dilipkumar Gandhi	6	-	-	Yes
Pallaviben Dilipkumar Gandhi	6	-	-	Yes
Navinchandra Chandulal Soni	6	4	4	Yes

**(III) OTHER DIRECTORSHIPS**

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

<b>Name (s) of Directors</b>	<b>No of Directorship, excluding directorship in Pvt. Companies/ firms and Cos. Incorporated u/s 25 of the Companies Act, 1956</b>	<b>Chairman of the Board</b>	<b>No. of other Board Committees in which he/she is a member or chairperson.</b>
Narendrakumar Dalsukhdas Shah	Three	Nil	Nil
Dilipkumar Nalinkant Gandhi	Four	Nil	Nil
Harsh Dilipkumar Gandhi	Four	Nil	Nil
Pallaviben Dilipkumar Gandhi	Four	Nil	Nil
Navinchandra Chandulal Soni	Nil	Nil	Nil

**3. AUDIT COMMITTEE**

The Audit 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 audit committee was reconstituted having 2 independent director out of 3 members in the audit committee w.e.f. 1.1.2006 the present audit committee is comprising of the following 3 directors

- (1) Dilipkumar Nalinkant Gandhi

- (2) Narendrakumar Dalsukhdas Shah
- (3) Navinchandra Chandulal Soni

The audit Committees functions include reviewing the Company's internal control system, audit procedures, compliances with statutory and regulatory requirements, financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and correct, it also reviews the half yearly results and the annual financial statements before submission to the Board. The Audit Committee effectively acts as a link among the Board of Directors, Statutory auditor and internal audit functions. During the financial year ended 2014, the audit committee meeting were held on 15.04.2013, 11.07.2013, 07.10.2013 & 08.01.2014.

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

#### **4. GRIEVANCE COMMITTEE**

The Grievance 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 audit committee was reconstituted having 2 independent director out of 3 members in the audit committee w.e.f. 1.1.2006 the present audit committee is comprising of the following 3 directors

- (1) Dilipkumar Nalinkant Gandhi
- (2) Narendrakumar Dalsukhdas Shah
- (3) Navinchandra Chandulal Soni

The Grievance Committees functions include reviewing the Company's internal control system, audit procedures, compliances with statutory and regulatory requirements, financial reporting process and the disclosure of its financial information to ensure that the financial statements are true and correct; it also reviews the half yearly results and the annual financial statements before submission to the Board. The Grievance Committee effectively acts as a link among the Board of Directors, Statutory auditor and internal audit functions. During the financial year ended 2014, the Grievance committee meeting were held on 15.04.2013, 11.07.2013, 07.10.2013 & 08.01.2014

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>No. of Meetings attended</b>
1.	Dilipkumar Nalinkant Gandhi	4
2.	Narendrakumar Dalsukhdas Shah	4
3.	Navinchandra Chandulal Soni	4

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

#### **5. REMUNERATION OF DIRECTORS**

##### **A. Non Executive Directors**

No remuneration paid to non executive directors.

##### **B. 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 198, 309 and the provisions of Schedule XIII of the Companies Act, 1956.

The remuneration paid to the directors for the year 2013-2014 is as follows:

<b>Name</b>	<b>Salary</b>	<b>Perquisites</b>	<b>Commission</b>	<b>Total</b>
Dilipkumar Nalinkant Gandhi	11,20,000	-	-	11,20,000
Pallalviben Dilipkumar Gandhi	8,00,000	-	-	8,00,000
Harsh Dilipkumar Gandhi	6,80,000	-	-	6,80,000
<b>Total</b>	<b>26,00,000</b>			<b>26,00,000</b>

Number of Shares held by non executive directors is as under

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>No. of shares held</b>
1.	Narendrakumar Dalsukhdas Shah	2,500

**6. GENERAL BODY MEETING**

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>
2009-2010 19 <sup>th</sup> AGM	28.07.2010	11.00 A.M.	Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar-383001.
2010-2011 20 <sup>th</sup> AGM	20.07.2011	11.00 A.M.	Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar-383001.
2011-2012 21 <sup>st</sup> AGM	18.07.2012	11.00 A.M.	Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar-383001.
2012-2013 22 <sup>st</sup> AGM	15.07.2013	11.00 A.M.	Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar-383001.

No special resolutions were required to be put through postal ballot last year. No. Special resolutions on matters requiring postal ballot as recommended under clause 49 of the Listing Agreement are placed for shareholders.

**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. 16 of Notes Forming part of accounts for the year ended on 31st March, 2014.

Equity Shares held by Director as on 31st March, 2014.

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>No. of Shares held</b>
1.	Dilipkumar Nalinkant Gandhi	2,85,368
2.	Pallaviben Dilipkumar Gandhi	1,80,000
3.	Harsh Dilipkumar Gandhi	30,500
4.	Narendrakumar Dalsukhdas Shah	2,500



- (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 news papers viz. Western Times English and Gujarati Edition. The Company has not made any presentation to the institutional investors or analysis. The Company does not put up the results on website.

### **9. GENERAL SHAREHOLDERS INFORMATION:**

Annual General Meeting Details:

Date	24.06.2014
Time	11.00 A. M.
Venue	Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar-383001.
Book Closure Date	21.06.2014 to 24.04.2014
Record Date	24.06.2014
Dividend payment date	No Dividend during the year

#### **Address of correspondence:**

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

#### **(I) Listing of equity shares on Stock Exchange at**

<b>Sr. No.</b>	<b>Name (s) of the Stock Exchange</b>	<b>Stock Code</b>
1.	Ahmedabad Stock Exchange Ltd	39092
2.	Bombay Stock Exchange Ltd	531212
3.	Vadodara Stock Exchange Ltd	31212

**(ii) Listing Fees**

The Company has paid Listing fees for the financial year 2013-2014 to all the Stock Exchanges where securities are listed.

**(iii) Registrar & Share Transfer Agent**

The Company transfers physical and D-mat 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.

**(iv) Share Transfer System:**

The Company transfers Physical and D-mat shares through Link Intime India Pvt. Ltd., Mumbai.

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

**(V) Distribution of Shareholding as on 31.03.2014**

No. Of Equity Shares held	No. of Shareholders	% of shareholders	No. of Shares held	% of shareholding
1-100	162	17.31%	10667	0.33%
101-500	598	63.89%	183228	5.62%
501-1000	59	6.30%	47480	1.46%
1001-5000	57	6.09%	103208	3.16%
5001-10000	06	00.64%	48262	1.48%
10001-100000	51	5.45%	2287155	70.11%
100001-500000	03	00.32%	582000	17.84%
500001 & above	00	00.00%	00	00.00%
<b>Total</b>	<b>936</b>	<b>100.00%</b>	<b>3262000</b>	<b>100.00%</b>

**(Vi) Dematerialization of shares :**

The company is having 3075300 Equity shares in D-materialized format.

**(vii) Plant Location : N.A.**

Shareholders correspondence should be addressed to: Ground Floor, Gandhi Nursing home Bldg., Dr. Nalinkant Gandhi road, Himatnagar-383001.

**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 news paper having good circulation and in a Gujarati News Paper widely circulated in Gujarat the same are not sent to each household of the shareholders.

## Postal Ballot:

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

## Declaration

To

The Members of Nalin Lease Finance Ltd.

I, Dilipkumar Nalinkant Gandhi Managing Director and 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 Nalin Lease Finance Ltd.

Dilipkumar Nalinkant Gandhi

Place : Himatnagar

Date : 20/05/2014

Managing Director &amp;

Chief Executive Officer



**Deepak R. Soni**  
B.Com, F.C.A.

**DEEPAK R. SONI & CO.**  
CHARTERED ACCOUNTANTS  
Dr. Nalinkant Gandhi Road, Himatnagar-383 001.  
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 31<sup>st</sup> March, 2014 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.

Place: **Himatnagar**  
Date: 21.05.2014

**(D.R.Soni)**  
Sole Proprietor  
M.No. 35177

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**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, 2014, 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**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 (“the Act”) read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor’s Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The 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 control relevant to the Company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**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 Diferred 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, 2014;
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and
- c) in the case of 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, 2003 (“the Order”) issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 subsection (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13<sup>th</sup> September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013;*
  - e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For **DEEPAK R SONI & CO.**  
Firm Registration No. – 102245W  
Chartered Accountants

Place : **Himatnagar**  
Date : **21.05.2014**

**(D. R. Soni)**  
Sole Proprietor  
Mem. No. 35177

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**ANNEXURE TO THE AUDITORS' REPORT**

(Referred to in paragraph 3 of our report of even date)

- (i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Majority of the assets has been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) During the year, the company has not disposed off any major part of the Fixed Assets.
- (ii) (a) There are no Companies, firms and parties covered in the register maintained under Section 301 of the Companies Act, 1956 to whom the Company has granted unsecured loans. Hence the provision of this clause (a), (b), (c), and (d) is not applicable.
- (b) The Company had taken unsecured loans from two companies covered in the register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year as Rs.63,91,392/- and the year end balance of loans taken from such parties was Rs. NIL
- (c) In our opinion, the rate of interest and the other terms and conditions on which loans have been taken from parties listed in the register maintained under section 301 of the companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (d) We have been informed that the said loans are repayable on demand. .
- (iii) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of equipments and fixed assets and with regard to the loans and advances made. During the course of our audit, no major weaknesses have been noticed in the internal controls.
- (iv) (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the transactions that need to be entered into the register maintained under Section 301 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contract or arrangement have been made at rates which are reasonable having regard to prevailing market rates at the relevant time.

- (v) In our opinion and according to the information and explanations given to us, the company has taken loans and has complied with the provisions of Sections 58A and 58AA and other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted by filing necessary returns with R.B.I. only. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.
- (vi) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (vii)
  - (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues which may be applicable out of Provident Fund, Employees State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Cess and other Statutory Duties.
  - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Service tax, Excise Duty, and Cess were outstanding, as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they become payable.
  - (c) According to the information and explanations given to us, there are no dues of income tax, sales tax, wealth tax, service tax, customs duty and excise duty which have not been deposited on account of any dispute.
- (viii) The company does not have any accumulated losses. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (ix) Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to the banks.
- (x) The company has not granted any loans against security by way of pledge of shares, debentures and other securities.
- (xi) The company is not a chit fund or a Nidhi mutual benefit fund / society. Therefore, the provisions of this clause of the Companies (Auditor's Report) Order, 2003 are not applicable to the company.
- (xii) The company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of this clause of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.





- (xiii) According to the information & explanation given to us, the company has not given any guarantee hence we do not have any comment under this para.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet of the company, we report that no significant funds raised on short-term basis have been used for long-term investment by the company.
- (xv) According to the information and explanations given to us, the company has not made preferential allotment of shares to parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (xvi) The company has not raised money by public issue hence any specific comments up on the disclosure of end use is not applicable to the company.
- (xvii) To the best of our Knowledge and belief, and according to the information and explanation given to us, no frauds on or by the company was noticed or reported during the year.

Item nos. 4 ii, viii, and xvi of the said order are not applicable in the case of the company for the year under audit.

**For DEEPAK R SONI & CO.**  
Chartered Accountants

**Place : Himatnagar**  
**Date : 21.05.2014**

**(DEEPAK SONI)**  
Proprietor  
Mem.No. 35177

**NALIN LEASE FINANCE LIMITED**  
**Balance Sheet as at 31st March, 2014**

Particulars	Note No	31.03.2014	31.03.2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	32620000	32620000
(b) Reserves and Surplus	3	42680708	35999429
(c) Money received against share warrants		0	0
<b>(2) Share application money pending allotment</b>		0	0
<b>(3) Non-Current Liabilities</b>			
(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
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	4	3900427	35133053
(b) Trade payables		0	0
(c) Other current liabilities	5	77893	51500
(d) Short-term provisions	6	3081105	3163835
<b>Total</b>		<b>82360133</b>	<b>106967817</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	7	3550453	2877081
(ii) Intangible assets		0	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-current investments	8	7326176	2547126
(c) Deferred tax assets (net)		0	0
(d) Long term loans and advances		0	0
(e) Other non-current assets	9	6000	6000
<b>(2) Current assets</b>			
(a) Current investments	10	0	4220972
(b) Inventories	11	777290	810390
(c) Trade receivables	12	58877787	75570461
(d) Cash and cash equivalents	13	8881023	18358476
(e) Short-term loans and advances		0	0
(f) Other current assets	14	2941404	2577311
<b>Total</b>		<b>82360133</b>	<b>106967817</b>

Significant Accounting Policies  
 Notes on Financial Statements

1  
 2 to 23

As per our Report of Even Date  
 For, **Deepak R. Soni & Co.**  
 Chartered Accountants

**(S. N. PARIKH)**  
 Company Secretaries

D.R.Soni  
 Sole Proprietor  
 Place : Himatnagar  
 Date : 21.05.2014

For and on behalf of the Board  
**N. D. Shah** *Chairman*  
**D.N. Gandhi** *Managing Director*  
**H. D. Gandhi** *Director*  
**P. D. Gandhi** *Director*  
**N. C. Soni** *Director*

Place :Himatnagar  
 Date : 20.05.2014

**NALIN LEASE FINANCE LIMITED**  
**STATEMENT OF PROFIT AND LOSS for the year ended 31.03.2014**

Particulars	Note No	31.03.2014	31.03.2013
I. Revenue from operations	15	29931839	34011772
II. Other Income	16	1662379	1350318
<b>III. Total Revenue (I +II)</b>		<b>31594218</b>	<b>35362090</b>
<i>IV. Expenses:</i>			
Employee Benefits Expenses	17	3837518	3640025
Adminstration expenses	18	15315071	18216480
Financial Cost	19	2182846	3682658
Depreciation	7	436377	417079
Contingent Provision on Std Assets		145995	187015
<b>Total Expenses</b>		<b>21917808</b>	<b>26143257</b>
V. Profit before tax (III - IV)		9676410	9218833
VI. Exceptional Items (Profit ater adjusting loss on sale of fixed asset)		341126	0
VII. Profit before extraordinary items and tax (V - VI)		9335284	9218833
VIII. Extraordinary Items (prior period expenses)		0	25000
<b>IX. Profit before tax (VII - VIII)</b>		<b>9335284</b>	<b>9193833</b>
X. Tax expense:			
(1) Current tax		2800000	2776008
(2) Deferred tax		0	0
XI. Profit(Loss) for the Year (IX - X)		6535284	6417825
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
<b>XV. Profit/(Loss) for the year (XII + XIV)</b>		<b>6535284</b>	<b>6417825</b>
XVI. Earning per equity share:			
(1) Basic		2.00	1.97
(2) Diluted			
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 23		

As per our Report of Even Date  
For, **Deepak R. Soni & Co.**  
Chartered Accountants

**(S. N. PARIKH)**  
Company Secretaries

D.R.Soni  
Sole Proprietor  
Place : Himatnagar  
Date : 21.05.2014

For and on behalf of the Board  
**N. D. Shah** *Chairman*  
**D.N. Gandhi** *Managing Director*  
**H. D. Gandhi** *Director*  
**P. D. Gandhi** *Director*  
**N. C. Soni** *Director*

Place :Himatnagar  
Date : 20.05.2014

**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, 1956.

**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 XIV of the Companies Act on pro-rata 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.

**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 separable segment.

**IX.** During the year under audit, company has seized /repossessed the assets of the borrowers in default. The entries of profit (if any) is made on sale which is credited to other income and the entries of loss (if any) is made on sale which is debited to Bad Debts./ Loss on sale of repossessed assets. Further the assets which are not sold they are shown as repossessed assets at outstanding balance of respective borrower's account.

As per our report of even date.  
**For Deepak R. Soni & Co.,**  
Chartered Accountants.

Company Secretary  
(S.N.Parikh)

For and on behalf of the Board

**N. D. Shah**      *Chairman*  
**D. N. Gandhi**    *Managing Director*  
**H. D. Gandhi**    *Director*  
**P. D. Gandhi**    *Director*  
**N. C. Soni**       *Director*

**(D.R.Soni)**  
Sole Proprietor  
Place :- Himatnagar  
Dated:- 21.05.2014

Place : Himatnagar  
Dated:- 20.05.2014

**NOTES TO THE FINANCIAL STATEMENTS**

	As at 31.03.2014	As at 31.03.2013
<b>Notes : 2 .. Share Capital</b>		
<b>a</b>	<b>Authorised Share Capital:</b>	
37,50,000 Equity shares of Rs. 10/- each	37500000	37500000
<b>b</b>	<b>Issued, Subscribed and Fully Paid up Share Capital:</b>	
32,62,000 Equity shares of Rs. 10/- each	32620000	32620000
<b>c</b>	<b>Par Value per Share</b>	
Rs.	10	10
<b>d</b>	Number of equity shares at the beginning of the year	
	3262000	3262000
Add: Rights issue	0	0
Bonus issue	0	0
Less: Buy back	0	0
Number of equity shares at the end of the year	3262000	3262000
<b>e</b>	<b>Number of shares held by share holders more 5% of total shares</b>	
Dilipkumar Nalinkant Gandhi	285368	263368
Nipurnaben Nalinkant Gandhi	200000	200000
Pallaviben Dilipkumar Gandhi	180000	180000
<b>Notes 3 .. Reserves and Surplus</b>		
<b>A</b>	<b>General Reserve</b>	
Opening Balance	25470876	20470876
Add: Transfer from Profit & Loss Account	5000000	5000000
Closing balance	30470876	25470876
<b>B</b>	<b>Statutory Reserve (U/s 45 IC of RBI Act)</b>	
Opening Balance	9117426	7833426
Add: Transfer from Profit & Loss Account	1307060	1284000
Closing balance	10424486	9117426
<b>C</b>	<b>Surplus from Profit &amp; Loss account</b>	
Opening balance	830912	697087
Add: Current year surplus	6535284	6417825
Less: Transfer to general reserve	5000000	5000000
Less: Transfer to Compulsory Reserve	1307060	1284000
Less: Dividend Tax Provisions	0	0
Closing balance	1059136	830912
<b>D</b>	<b>Contingent Provision on Std Assets</b>	
Opening Balance	580215	393200
Add: Transfer from Profit & Loss Account	145995	187015
Closing balance	726210	580215
	42680708	35999429

**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 non performing assets. Accordingly Company has make a provision of 0.25% of its outstanding HP Advance.  
[DNBS.PD.CC.No.207/03.02.002/2010-11 dated 17.01.2011]



	As at	As at
	31.03.2014	31.03.2013
<b>Notes : 4 .. Short Term Borrowings</b>		
<b>A Loans Repayable on Demand</b>		
Himatnagar Nagrik Sahakari Bank Ltd OD 319	2570214	0
Bank of India OD A/c.	1330213	0
<b>B Deposits</b>		
F D Accounts	0	28139813.00
<b>C Inter Corporate Deposits</b>		
Nalin Consultancy Services Limited	0	6391392
Nalin Services Limited	0	601848
	<u>3900427</u>	<u>35133053</u>
<b>Additional Disclosure</b>		
A) Over Draft facility is secured against Fixed Deposit of Rs. 30 lacs.		
B) Public Deposits and Inter Corporate Deposits are unsecured.		
<b>Notes : 5 .. Other Current Liability</b>		
a Excess Interest Refundable		
Hemraj Banamal Bhavnani	0	0
Vinodbhai Banamal Bhavnani	0	0
b Deepak R. Soni & Co.	31393	31500
c Ajaykumar J. Shah & Co. (Internal Auditor)	20000	20000
d CIBIL Account	22500	0
	<u>77893</u>	<u>51500</u>
<b>Notes : 6 .. Short Term Provisions</b>		
a Provision for income tax	2800000	2776008
b Salary Conveyance	69000	69000
c Director Remuneration	177105	138200
d Postage Payable	0	15000
e Travelling Exp.	0	64000
f Refreshment exp	0	27000
g Staff Welfare	0	14000
h Advertisement Exp	0	16000
i Electricity Exp	20000	12000
j Cibil subscription payable	0	24627
k Telephone Exp	15000	8000
	<u>3081105</u>	<u>3163835</u>
<b>Notes : 8 .. Non Current Investment</b>		
Excess Investment in Government Securities ( See Notes 9)	7326176	2547126
<b>Notes : 9 .. Other Non Current Assets</b>		
Telephone Deposits	6000	6000

**Notes : 7 .. Fixed Assets**

	Tangible asset	Gross Value				Depreciation				Closing balance	
		Opening Balance	Additions	Deletions	Total	Opening Balance	Additions	Deletions	Total	31-03-14	31-03-13
a	Office Building	381500	0	0	381500	108471	6226	0	114697	266803	273029
b	Office Equipments	2448846	397961	16250	2830557	1609258	186865	8418	1787705	1042852	839588
c	Vehicles	2910830	1724414	1470374	3164870	1774170	151957	445080	1481047	1683823	1136660
d	Furniture & Fixtures	1322635	20500	0	1343135	733583	83303	0	816886	526249	589052
e	Air Conditioner	233660	0	0	233660	194908	8026	0	202934	30726	38752
	<b>Total</b>	<b>7297471</b>	<b>2142875</b>	<b>1486624</b>	<b>7953722</b>	<b>4420390</b>	<b>436377</b>	<b>453498</b>	<b>4403269</b>	<b>3550453</b>	<b>2877081</b>
	<b>Figures for the previous year</b>	6834495	462976	0	7297471	4003311	417079	0	4420390	2877081	2831184





	As at		As at	
	31.03.2014		31.03.2013	
<b>Notes : 10 .. Current Investment</b>				
Investment in Government Securities for SLR		0		4220972
In view of repayment of public deposit in full before 31st march 2014 investment in SLR is not required As per RBI Norms, Company Has to Invest 15% of its Public Deposits in Specified Securities for SLR(FY 2012-13). Our Company has made investmnet in following Governement Securities which is in excess of required 15%. Hence as per requirement of Revised Schedule VI we have classified 15% of Public Deposits in Current Assets and excess investment in Non Current Assets				
<b>Unquoted, at Cost</b>				
Investment in GOI 2023	2115000		2115000	
Investment in GOI 20-12	1958000		1958000	
Bank of India FIX A/c	2953176		2695098	
Bank of India SLR FIX A/c.	300000		0	
<b>Notes : 11 .. Inventories (as taken and valued at cost by Director)</b>				
Sp. Adhesive Stamp	277290		510390	
Stationery Stock	500000		300000	
		<u>777290</u>		<u>810390</u>
<b>Notes : 12 .. Trade Receivables</b>				
<b>Secured, considered good</b>				
H P Accounts	58172291		74805534	
Interest Receivables on HP	370176		413125	
Bharati Axa Gen. Insurance	335320		0	
Gujarat Motors, Meghraj	0		351802	
		<u>58877787</u>		<u>75570461</u>
<b>Notes : 13 .. Cash &amp; Bank Balances</b>				
<b>A Cash and cash equivalents</b>				
a Balance with banks				
Axis Bank Collection A/c	439679		102615.35	
Axis Bank OD A/c	10000		27145.00	
Axis Bank Payment A/c	1722528		115361.20	
Axis Bank Realisation	-672490		0	
Bank of Baroda CBS 0495	136349		130025.80	
Bank of India, Himatnagar	261049		348809.33	
Dena Bank, Himatnagar	254342		664299.00	
HDFC Bank, Himatnagar	-1654927		160246.56	
Himatnagar Nagarik Sahakari Bank	280979		2738821.11	
Himatnagar Nagrik Sahakari				
Bank Realisation	-3330		-255375.00	
ICICI Bank 1652	137255		4960000.48	
IDBI Bank, A/c No. 028	30336		45239.10	
IDBI Bank, A/c No. 4558	115927		2483152.99	
IDBI Realisation	-69860		-1070911.00	
S K Dist Central Coop. Bank Ltd	38019		10234.00	
State Bank of India	0		0.00	
Himatnagar Nagrik Sahakari Bank OD 319	0		74288.96	
b Cash on Hand	124907	1150762	386559.08	10920512



	As at		As at	
	31.03.2014		31.03.2013	
c Other Bank Balance				
in Deposit account				
Axis Bank FD A/c	1424286		1318743.00	
HDFC, HMT FIX A/c	2805975		2619221.42	
Himatnagar Nagrik Sahakari Bank	3000000		3000000.00	
IDBI FD A/c	500000	7730261	500000.00	7437964
		<b>8881023</b>		<b>18358476</b>
<b>Additional information</b>				
a OD has been Taken against security of Fixed Deposits of Himatnagar Nagrik Sahakari Bank Ltd. and Bank of India.				
<b>Notes : 14 .. Other Current Assets</b>				
TDS Receivables	100692		63770	
Electric Deposit	12489		12489	
Advance Tax	2781000		2472000	
Advance Subscription	19762		16013	
Advance Insurance	14036		13039	
CDRC Deposit Court A'bad	9500		0	
Advance AMC	3925		0	
		<b>2941404</b>		<b>2577311</b>
<b>Notes : 15 .. Revenue from Operations</b>				
Interest Income	24914466		26138323.09	
Interest Receivables on HP	370176		413125.00	
Late Fee Charges	4647197	<b>29931839</b>	7460324.00	<b>34011772</b>
<b>Notes : 16 .. Other income</b>				
Interest on FDs	965448		840231	
Cheque Return Charges	0		16165	
Insurance Commission	372578		0	
Interest From Govt Securities	282600		263075	
Interest (Booking)	41753		48395	
Excess provision Written Back	0	<b>1662379</b>	182452.00	<b>1350318</b>
<b>Notes : 17 .. Salary &amp; Wages</b>				
Salary & Conveyance	1020000		1140000	
Staff Welfare Exp	217518		200025	
Director Remuneration	2600000	<b>3837518</b>	2300000	<b>3640025</b>
<b>Notes : 18 .. Administrative &amp; Other Expenses</b>				
Advertisement Exp	226960		238080	
Audit Fees Exp	65652		57000	
Bad Debts Exp	60387		9534	
Bank Commission & Charges	116140		212023	
Books, Periodicals & Subscription	20338		53821	
Demate Exp	41572		41572	
Annual Maintenance Charge	1693		0	
CIBIL Charges Exp.	345151		0	
Electricity Exp	157207		142688	
Godown Rent Exp	0		100000	
Income-tax Exp	1850		0	
IT Provision Directly dr in P & L	0		0	

	As at <b>31.03.2014</b>	As at <b>31.03.2013</b>
<b>Legal &amp; Professional Fees</b>		
Advocate Fees Expenses	230273	1096970
Professional Fees	21050	26050
ROC Return Filing Fees	1500	3000
Loss on Sale of Investment	0	164000
Loss on Sale of Vehicles	0	0
<b>Misc. Expenditure</b>		
Annual General Meeting Exp	37000	38000
Computer Consultatating	25000	1600
General Exp	20516	28053
Office Rent	420000	420000
Professional Tax	1000	1000
Refreshment Exp	619652	588658
Repairs & Maintenance	22970	45593
Seizing & Collection Expenses	8301013	9582487
Sp Adhesive Stamp Exp	733100	995100
Stationary, Printing & Postage	2578508	3109495
Stock Exchange Listing Fees	37220	37220
Telephone Exp	209825	186372
Travelling & Conveyance	748375	764600
Comission Expenses	5231	2632
Vehicle Exp.	265878	269976
Excess provision Written Off	12	955
	<b><u>15315071</u></b>	<b><u>18216480</u></b>
<b>Notes : 19 .. Financial Cost</b>		
Interest on Public Deposits	1389456	2923798
Interest on Inter Corporate Advances	786090	757390
Interest on Bank OD	7300	1470
	<b>2182846</b>	<b>3682658</b>
<b>Notes : 20 .. Remuneration to Auditors</b>		
As Auditors	22500	20000
In other Capacity	12500	12000
<b>Notes : 21 .. Earnings per Share</b>		
i Net Profit after tax as per Statement of Profit & Loss attributable to Equity Share Holder (A)	6535284	6417825
ii Basic No. of Equity Shares (B)	3262000	3262000
iii Basic Earnings per Shares (A/B)	2.00	1.97
iv Face Value Per Equity Shares	10	10

	As at 31.03.2014	As at 31.03.2013
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**Notes : 22 .. Related Party Disclosures**
**A List of Related Parties where control exists and related parties with whom transactions have taken place and relationship**

Sr. No.	Name of the Related Party	Relationship
i	Nalin Consultancy Services Ltd	Associates
ii	Nalin Services Ltd	Associates
iii	Dilipkumar Nalinkant Gandhi	Key Management Personnel
iv	Pallaviben Dilipkumar Gandhi	Key Management Personnel
v	Harsh Dilipkumar Gandhi	Key Management Personnel
vi	Nipurnaben Nalinkant Gandhi	Relative

**B Transactions During the year with related parties**

Sr. No.	Name of the Related Party	Nature of Transaction	Associates	Key Mgt Personnel
i	Nalin Consultancy Services Ltd	Bal 31-3-14	0	0
		Interest	707820	0
ii	Nalin Services Ltd	Bal 31-3-14	0	0
		Interest	78271	0
iii	Dilipkumar Nalinkant Gandhi	Director Remuneration	0	1120000
		Office Rent	0	210000
iv	Pallaviben Dilipkumar Gandhi	Director Remuneration	0	800000
v	Harsh Dilipkumar Gandhi	Director Remuneration	0	680000
vi	Nipurnaben Nalinkant Gandhi	Office Rent	0	210000

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**Notes: 23 .. 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 VI for the Balance sheet as at 31.03.2014.
5. Previous year's figures have been regrouped and/or rearranged wherever considered necessary.

Additional information pursuant to para 3, 4C, and 4D, of part II of schedule VI of Companies Act, 1956 are not applicable in the case of the Company.

As per our report of even date  
**For Deepak R. Soni & Co.,**  
Chartered Accountants..

Company Secretary  
(S.N.Parikh)

(Directors)

<b>N. D. Shah</b>	<i>Chairman</i>
<b>D. N. Gandhi</b>	<i>Managing Director</i>
<b>H. D. Gandhi</b>	<i>Director</i>
<b>P. D. Gandhi</b>	<i>Director</i>
<b>N. C. Soni</b>	<i>Director</i>

**(D.R.Soni)**  
Sole Proprietor

Place :- Himatnagar  
Dated:- 20.05.2014

Place :- Himatnagar  
Dated:- 21.05.2014



## NALIN LEASE FINANCE LIMITED, HIMATNAGAR

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

(Pursuant to the Listing Agreement with Stock Exchange)

## A. CASH FLOW FROM OPERATING ACTIVITIES :-

		2012-2013		2013-2014
Net Profit Before Tax		91.94		93.35
Adjustment for :				
Depreciation	4.17		4.36	
Taxation Provision & FBT	-27.76		-28.00	
Contingent provision against standard assets	1.87		1.46	
Loss on sale of asset	0.00	-21.72	0	-22.18
Operating Profit before working capital changes		70.22		71.17
Adjustment for:				
Trade & Other receivables	1.76		205.83	
Trade payables & Provisions	18.43	20.19	-0.56	205.27
Net Cash used in operating activities		90.41		276.44
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	-4.63		-21.43	
Sales of Fixed Assets	0	0	10.33	
Increase / Decrease in Investment	-9.85		-47.79	
Net cash used in Investing Activities		-14.48		-58.89
		75.93		217.55
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Total proceeds from Borrowings		-81.29		-312.32
Net cash used in Financing Activities		-5.36		-94.77
NET INCREASE IN CASH & CASH EQUIVALENTS		-5.36		-94.77
CASH & CASH EQUIVALENTS AS AT 1.4.2012 (Opening Balance)		188.94		183.58
CASH & CASH EQUIVALENTS AS AT 31.03.2013 (Closing Balance)		188.94		88.81

As per our report of even date.  
**For Deepak R. Soni & Co.,**  
Chartered Accountants.

**(D.R.Soni)**  
Sole Proprietor

Place :- Himatnagar  
Dated:- 21.05.2014

Company Secretary  
(S.N.Parikh)

For and on behalf of the Board  
**N. D. Shah** Chairman  
**D. N. Gandhi** Managing Director  
**H. D. Gandhi** Director  
**P. D. Gandhi** Director  
**N. C. Soni** Director

Place : Himatnagar  
Dated:- 20.05.2014



**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.

Himmatnagar

Dated: - 21.05.2014

**For Deepak R. Soni & Co.,**

Chartered Accountants

**(D.R.Soni)**

Sole Proprietor











(8) Other Information		
	Particulars	Amount
(i)	Gross Non Performing Assets	
	(a) Related Parties	0.00
	(b) Other than Related Parties	0.00
(ii)	Net Non Performing Assets	
	(a) Related Parties	0.00
	(b) Other than Related Parties	
(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 othe 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 shoud be disclosed irrespective of whether they are classified as long term of current in column (5) above.



	<b>NALIN LEASE FINANCE LIMITED</b> <b>Regd. Off. :</b> Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road,HIMATNAGAR - 383 001.
<b>ATTENDANCE SLIP</b>	
<b>(To Be handed over, duly filled in, at the Entrance of the Meeting Place)</b>	
Name of the attending Member / Proxy (in block letters) :	
Member's Folio No. :	
No. of Shares held :	
I hereby record by presence at the 23 <sup>rd</sup> ANNUAL GENERAL MEETING of the Company to be held at Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383 001 on Tuesday 24th June 2014 at 11-00 A.M.	
Place : Himatnagar	_____ Member's / Proxy's Signature





	<b>NALIN LEASE FINANCE LIMITED</b> <b>Regd. Off. :</b> Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road,HIMATNAGAR - 383 001.	
<b>PROXY FORM</b>		
DP ID*	Client ID*	Regd. Folio No.
I / We _____ of _____ being a member / members of the abobe named Company hereby appoint _____ of failing him _____ of _____ as my / our proxy to vote for me / us and on my / our behalf at the 23 <sup>th</sup> ANNUAL GENERAL MEETING of the Company at Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383 001 on Tuesday 24 June 2014 at 11-00 A.M. Signed this _____ day of _____		
<b>Note :-</b> 1. The form should be signed across the stamp as per the specimen signature regis- tered with the company. 2. This proxy must be deposited at the Registered Office of the Company at Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar-383 001 not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. * Applicable for members holding shares in electronic form.		
		<div style="border: 1px solid black; width: 60px; height: 60px; margin: 0 auto; display: flex; align-items: center; justify-content: center;">                 Revenue Stamp             </div>



# NALIN LEASE FINANCE LTD.

## FORM A (Clause 31 (a) of Listing Agreement)

Format of covering letter of the annual audit report to be filed with the stock exchange





1.	Name of the Company	Nalin Lease Finance Ltd.
2.	Annual financial statement for the year ended	31 <sup>st</sup> March 2014
3.	Type of Audit observation	Non-Qualified
4.	Frequently of observation	N.A.
5.	To be signed by –	
	• CEO/MANAGING DIRECTOR	 ( Dilipkumar N.Gandhi )
	• CFO	The company does not have CFO.
	• Auditor of the company	For, Deepak R.Soni & Co. Chartered Accountants   D.R.Soni Sole Proprietor
• Audit committee chairman	 ( Dilipkumar N.Gandhi )	



SM  
**NALIN LEASE FINANCE LTD.**

**FORM B**  
(Clause 31 (a) of Listing Agreement)

Format of covering letter of the annual audit report to be filed with the stock exchange

1.	Name of the Company	Nalin Lease Finance Ltd.
2.	Annual financial statement for the year ended	31 <sup>st</sup> March 2014
3.	Type of Audit qualification	Non-Qualified
4.	Frequently of qualification	N.A.
5.	Draw attention to relevant notes in the annual financial statement and management response to the qualification in the director report :	N.A.
6.	Additional comments from the board/audit committee chair :	N.A.
7.	To be signed by –	
	• CEO/MANAGING DIRECTOR	 ( Dilipkumar N.Gandhi )
	• CFO	The company does not have CFO.
	• Auditor of the company	For, Deepak R.Soni & Co. Chartered Accountants   D.R.Soni Sole Proprietor
• Audit committee chairman	 ( Dilipkumar N.Gandhi )	