



**SHRI NIWAS
LEASING AND
FINANCE LIMITED**

2013-2014

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-: CORPORATE INFORMATION:-

BOARD OF DIRECTORS:

Virendra Jain	Managing Director
Surender Kumar Jain	Director
Ramesh Kumar	Director
Babita Jain	Director
Deepu Singh	Director

COMPANY SECRETARY

Upendra Mani Tripathi	Company Secretary
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AUDITORS:

M/S Gaurav Ashok Jain & Associates
Chartered Accountants,
Ghaziabad, U.P.

REGISTERED OFFICE:

22, Rajindra Park,
New Delhi – 110060

CORPORATE OFFICE

16/121-122, Faiz Road Karol Bagh,
New Delhi- 110005

LISTED WITH STOCK EXCHANGE:

Delhi Stock Exchange Limited

DSE House, 3/1 Asaf Ali Road,
New Delhi-110002

BANKERS:

Oriental Bank of Commerce
104, Old Rajinder Nagar
New Delhi-110060

Chairman's Letter for the 30th Annual General Meeting of the Company

Esteemed Shareholders, my colleagues on the Board, distinguished ladies and gentlemen,

Good Morning.

It is with great pleasure that I welcome you all to the 30th Annual General Meeting of your Company "SHRI NIWAS LEASING AND FINANCE LIMITED."

At the outset I am happy to state that you're Company, which has been at the forefront of leading-edge investing in shares bonds debentures serving key finance essential to economic, social and environmental development of India, retained its market leadership Last year in my communication, I had said that your Company was moving into a phase of Melding/ fusion/unification after years of growth

There are welcome signals from the RBI that further monetary easing will ensue.

We take pride in stating that, your Company, a market leader in the Indian Finance sector over years of expertise in building the growth opportunities for the country, is at the forefront in meeting today's challenges in energy and the environment.

We are living in interesting times. Change is no longer sporadic and spaced out but regular and continuous. In this constantly changing world, our investors are focusing revenue growth and enhancing the investing stagiest increasing their profits. The entire Globe is their canvas. They are identifying newer growth opportunities and differentiating

In my view, financing opportunity is going to be the KEY enabler for clients to achieve this dual objective of growth and differentiation as they transform themselves.

To conclude, the energy in our leadership team and the high passion levels in our employees give us the confidence that we are well on our way to building a strong and Sustainable business. I would like to thank each and every one of our Investors, employees, Shareholders, partners and supporters for their continued trust in building SITAL for this Exciting future.

Very Sincerely,

Sd/-
Ramesh Kumar
Chairman

COMPANY POLICIES

Exposure Policy

These exposure norms are intended to align the loan/investment amounts to the repayment capacity/ servicing ability of the borrower, to spread the exposures over a large number of borrowers entities and to contain the impact of market, economic and other movements on the portfolio.

Investment Policy

One of the main objects of Sital Leasing & finance Limited is “to invest in, acquire and hold, buy/sell or otherwise dispose off or deal in any manner in securities of any nature, equity shares, debenture, bonds etc.” To meet this objective, the Board of Directors of the Company has framed the broad guidelines for making investment decisions as well as to inculcate the operational efficiency for investments and have adopted the Investment Policy.

Credit Appraisal Policy

Credit appraisal is a process to ascertain the risks associated with the extension of credit facility. It is necessary to check the viability of the project proposed and to reduce various risk parameters like financial risks, business risk, industrial risk and management risk.

Accurate information about the borrower is a critical input for decision-making by Company in the lending process. Where business owners or managers know more about the prospects for, and risks facing their business than existed, the Company responds by increasing lending margins to levels in excess of that which the inherent risks required. Where the Company did not have the requisite capability to discriminate between good and bad risks. The Company tightens credit terms

Asset Liability Management Policy

The ALCO-RM committee constituted by the Board of Directors shall be responsible for ensuring adherence to various operational limits set by the Board of Directors as well as deciding the business strategy of SLFL (assets and liabilities) in line with overall business objectives. The adherence would also ensure that the statutory compliances set out by the Reserve Bank of India (‘RBI’) are complied with. The ALCO-RM will review, update, and approve the Asset/Liability and Risk Management policy annually.

MISSION & OBJECTIVES OF OUR COMPANY

MISSION

- To facilitate availability of Finance for growth and development.
- To act as a competitive, client-friendly and development oriented organization for financing and promoting.

OBJECTIVES

In furtherance of the Mission, the main objectives to be achieved by the Corporation are listed below:

- To expand and diversify into other related areas and activities like investing in the shares, stocks, bonds and debentures.
- To mobilize funds from various sources including raising of funds from domestic and international agencies and sanction loans to the State
- To optimize the rate of economic and financial returns for its operations while fulfilling the corporate goals.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 30th Annual General Meeting of **M/s SHRI NIWAS LEASING AND FINANCE LIMITED** will be held on Wednesday the 24th September, 2014 at 11:00 AM at the registered office of the company 22, Rajindra Park, New Delhi-110060 of the company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and Statement of Profit and Loss for the year ended on that date and report of the director and auditors.
2. To appoint a director in place of **Mr. Surender Kumar Jain (Holding DIN 00530035)** who retires by rotation and being eligible offers himself for reappointment at the ensuing Annual General Meeting.
3. To appoint Statutory Auditors of the Company and to fix their remuneration.

To consider and, if thought fit, the following resolution, with or without modification as an ordinary resolution:

“Resolved that pursuant to provision of Section 139 & 141 and other applicable provisions of Companies Act, 2013, **M/S Gaurav Ashok Jain & Associates**, Chartered Accountants, (**Membership No. 506695**) be and is hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting subject to ratification by members at each Annual General Meeting to be held hereafter on such remuneration as may be decided by the Board of Directors in consultation with the Auditors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Deepu Singh (holding DIN 06786614), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 3rd February, 2014, in terms of Section 260 of the Companies Act, 1956 [corresponding to Section 161(1) of the Companies Act, 2013] and applicable provisions of the Articles of Association of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, pursuant to section 149, schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder, for a consecutive period of five years from 24th September, 2014 to 23rd September, 2019”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution:-

“RESOLVED THAT pursuant to Section 149, Schedule IV and other applicable provisions of Companies Act, 2013, if any, and the rules thereunder approval be and is hereby given for the appointment of Mr. Ramesh Kumar (DIN- 00537915), Director, in respect of whom the Company has, as required by Section 160 of the Companies Act, 2013 received a notice in writing as an independent Director on the Board of Directors of the Company for a consecutive period of five years from 1st April, 2014 to 31st March, 2019.”

BY ORDER OF THE BOARD

Sd/-

Upendra Mani Tripathi
(Company Secretary)

Date: 26.08.2014

Place: New Delhi

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

2. Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

3. The relevant Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business in the Notice is annexed hereto. Profile of the Directors seeking appointment/ re-appointment, as required in terms of the Listing Agreement entered into with the Stock Exchanges, is furnished below.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution authorizing their representatives to attend and vote at the 30th Annual General Meeting.

5. Members/Proxies/Representatives should bring the enclosed Attendance slip, duly filled in, for attending the Meeting.

6. The Register of Members and Share Transfer Books of the Company shall remain closed from 15th September, 2014 to 18th September, 2014, both days inclusive.

7. Members holding shares in the Dematerialized and Physical mode are requested to intimate all changes pertaining to their Bank details, mandates, nominations, power of attorney, change of address, etc. to the Company's Registrars and Share Transfer Agents - M/s. Skyline Financial Services Pvt. Ltd. D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, NewDelhi-110020 respectively. Changes intimated to the depository participant will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.

8. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days.

Explanatory Statement

As required Section 102 of the Companies Act, 2013, in respect of the items of Special Business mentioned in the Notice.

Item No. 4

The Board recommends the resolution under Item No. 4 to be passed as an ordinary resolution.

Mr. Deepu Singh was appointed as an Additional Director of the Company by the Board of Directors with effect from February 03, 2014. He holds office until the ensuing Annual General Meeting under Section 161(1) of the Companies Act, 2013. It is proposed to appoint Mr. Deepu Singh as an Independent Director of the Company pursuant to Section 149, Schedule IV, and other applicable provisions of Companies Act, 2013. In respect of proposed appointment, the company has, as required by Section 160 of Companies Act, 2013 received a notice in writing regarding his candidature for the office of the Director. Mr. Deepu Singh has submitted the declaration of independence, as required pursuant to section 149(7) of Companies Act, 2013 stating that he meets the criteria of independence as provided in subsection (6) and he is not disqualified from being appointed as a director in terms of section 164 of the Act. In the opinion of the Board, the proposed appointment of Mr. Deepu Singh as independent Director fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Mr. Deepu Singh is independent of the Management.

Brief resume of Mr. Deepu Singh is given in the annexure of the Notice. The Board of Director is of the opinion that Mr. Deepu Singh possesses requisite skills, experience, and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as Director.

The Board recommends passing of the Ordinary Resolution set out in item no. 4 of the Notice.

None of the Directors, except Mr. Deepu Singh, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

Item No. 5

Section 149 of the Companies Act, 2013, which came in to effect from 1st April, 2014, requires every listed Company to have one- third of total number of directors as independent Director. As on 31st March, 2014, the board is comprised of Ramesh Kumar and Deepu Singh as independent Directors pursuant to clause 49 of listing agreement. Pursuant to Section 149, Schedule- IV, and other applicable provisions of Companies Act, 2013 Mr. Ramesh Kumar is appointed as an Independent Director for a consecutive period of five years from 1st April, 2014 to 31st March, 2019. The said appointment is subject to approval of members. The company has, as required by Section 160 of Companies Act, 2013 received a notice in writing regarding her candidature for the office of the Director. Mr. Ramesh Kumar has submitted the declaration of independence, as required pursuant to section 149(7) of Companies Act, 2013 stating that he meets the criteria of independence as provided in subsection (6) and he is not disqualified from being appointed as a director in terms of section 164 of the Act. In the opinion of the Board, the proposed appointment of Mr. Ramesh Kumar as an independent Director fulfils the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Mr. Ramesh Kumar is independent of the Management.

Brief resume of Mr. Ramesh Kumar is given in the annexure of the Notice. The Board of Director is of the opinion that Mr. Ramesh Kumar possesses requisite skills, experience, and knowledge relevant to the Company's business and it would be in the interest of the Company to continue to have his association with the Company as Director.

The Board recommends passing of the Ordinary Resolution set out in item no. 4 of the Notice.

None of the Directors, except Mr. Ramesh Kumar, key managerial personnel of the Company and their relatives are, concerned or interested, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

**BY ORDER OF THE BOARD
For Shri Niwas Leasing and
Finance Limited**

**Date: 26.08.2014
Place: New Delhi**

**Sd/-
Upendra Mani Tripathi
(Company Secretary)**

**Details of Directors Retiring by Rotation and Seeking Re-Appointment
(In Pursuance of Clause 49 of the Listing Agreement)**

Particulars	Date of Appointment	Qualifications	Expertise in specific Functional areas	Director of other Companies (excluding foreign Companies)
Mr. Surender Kumar Jain	12.04.2012	Law Graduate	Legal Sector	<ol style="list-style-type: none"> 1. Sunshine Capital Limited 2. Sunali Infrastructures Private Limited 3. Sital Leasing And Finance Limited 4. Sri Amarnath Finance Limited 5. Transnational Growth Fund Limited. 6. RKG Finvest Limited 7. ECHT Finance Limited 8. Shri Niwas Leasing And Finance Limited 9. Euro Asia Laboratories Limited
Mr. Ramesh Kumar	31.01.2011	B. Com	Financial Sector	<ol style="list-style-type: none"> 1. Synergy Finlease Private Limited 2. Desire Hitech Solutions Limited 3. Aasheesh Capital Services Private Limited 4. Virgin Capital Services Private Limited 5. Lunar Gold International Private Limited 6. Excel Tex-Fab Private Limited 7. Sulphur Securities Private Limited

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Mr. Deepu Singh	03.02.2014	Graduate	HR	<ol style="list-style-type: none">1. Dewan Motors Investment And Finance Limited.2. Sunrise Soya Products Limited3. Abhijit Trading Limited4. Nature India Communique Limited5. Mekastar Finlease Limited6. Desire Hitech Solutions Limited7. Utsav Securities Private Limited8. Aasheesh Capital Services Private Limited9. Kdg Properties And Construction Private Limited
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DIRECTORS' REPORT

The Board of Directors of the company take immense pleasure in presenting their **30th Annual Report** together with the Annual Audited Accounts for the financial year ended 31st March, 2014.

FINANCIAL HIGHLIGHTS:

For the financial year ended 31st March, 2014:

Particulars	<i>(in Rs.)</i>	
	Year Ended 31 st March, 2014	Year Ended 31 st March, 2013
Profit/(Loss) after depreciation	2,165,984.54	131,371.00
Less: Current Provision for Standard Assets	(662.00)	95,662.00
Provision for Sub-Standard Assets	-	-
Profit/(Loss) before tax	2,166,646.54	35,709.00
Less: Provision for Taxation	-	-
Current Tax	711,920.00	40,594
Previous Year Tax	(15,561.00)	-
Deferred Tax	(19,265.00)	-
Profit/(Loss) after tax	1,489,522.54	(4,885.00)
Add: Balance brought forward from last year	(1,343,743.00)	(1,338,858.00)
Surplus available for appropriation	-	-
Less: Appropriations	-	-
Dividend on Equity Shares paid	-	-
Tax on Dividend paid	-	-
Transfer to Reserve Fund u/s 45IC of RBI Act, 1934	297,910.00	-
Surplus carried to Balance Sheet	(152,100.46)	(1,343,743.00)

DIVIDEND

As the company kept the profits for investment in better projects it regret not to recommend any dividend. But the directors are hopeful better result in ensuring future.

SHARE CAPITAL

During the financial year 2013-2014, Company has not allotted any kind of shares. As on 31st March, 2014 the paid-up Share Capital of the Company stood at Rs. 39,970,000.00 consisting of 3,997,000 shares of Rs. 10/- each fully paid-up.

GENERAL CORPORATE MATTERS:

The company is currently engaged in financial services, sale & purchase of share & securities. The year under report has been difficult for the Stock Market as the market behaved with great volatility and Market Index showed movement both upward and downward frequently. Moreover, payment problems affecting Stock Market also caused considerable damage to the investor's confidence in the market. It also affected the overall turnover in the Stock Market.

The Stock Market Index as on 31st March 2014 were at low levels as a result of which there was low valuation of stock held by the company at the end of the year. The company also intends to make expansion in providing loans & advances & finance to different persons, firms & corporate bodies.

MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section which forms part of the Annual Report.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company, being a non- banking finance Company, does not have any manufacturing activity. The Directors, therefore, have nothing to report on Conservation Of Energy and Technology Absorption.

FOREIGN EXCHANGE

The Company did not have any expenditure and income in foreign currency during the financial year 2013-2014.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits during the year under review.

RBI GUIDELINES

The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India for the Non Banking Financial Company.

BOARD OF DIRECTORS:

The Board of Shri Niwas Leasing and Finance Limited are dully consisting of Executives & Non Executives Directors. However Mr. Deepu Singh was appointed as additional Directors on 3rd Febreuary, 2014. Necessary resolution is being proposed in the notice of ensuing Annual General Meeting for the approval of members for appointment of Mr. Deepu Singh as independent Director of the Company for a term of Five years with effect from 24th September, 2014 to 23rd September, 2019.

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As per the provisions of Companies Act, 2013 and Article 86 of the Article of Association of the Company at least two- third of total number of Directors (excluding Independent Directors) shall be retire by rotation. Mrs. Priti Jain & Mr. Surender Kumar Jain, Directors of the Company, are liable to retire by rotation.

Mr. Surender Kumar Jain, Directors of the Company, are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Board of Directors recommends their re-appointment.

CORPORATE GOVERNANCE:

Your Company has always striven to incorporate appropriate standard for good corporate governance and has been practicing these principles since inception. Corporate Governance has evolved in the company over the years, not only on account of regulatory requirements but also on account of sound management values for enhancing and meeting stockholder's expectations. The company is taking adequate steps in ensuring that all the mandatory provisions of corporate governance as prescribed under the Listing Agreement of the stock exchange are complied within the time laid down by stock exchange.

LISTING OF SHARES:

The Equity Shares of the Company are listed at the Delhi Stock Exchange Limited. The Annual Listing Fees for the financial year 2013-14 are paid to the Stock Exchange where the shares of the Company are listed.

PARTICULARS OF EMPLOYEES:

There are no employees in receipt of remuneration in excess of amount specified in section 217(2A) read with Companies (Particular of Employees) Rules 1975 as amended.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements of section 217 (2AA) of the Companies Act, 1956, your Directors confirm that:

In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;

- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year under review;
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;

- The Directors have prepared the accounts for the year ended 31st March, 2014 on a going concern basis.

STATUTORY AUDITORS:

The Statutory Auditors M/s Gaurav Ashok Jain & Associates, Ghaziabad retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment.

The Statutory Auditors M/s Gaurav Ashok Jain & Associates, Ghaziabad, Chartered Accountants, of the Company shall retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

Accordingly, it is proposed to re-appoint them as Statutory Auditors of the Company to hold office until conclusion of the next Annual General Meeting. The retiring auditors have, under section 139(1) of the Companies Act, 2013, furnished certificate of their eligibility for the reappointment, they are not disqualified for reappointment within the meaning of Section 141 of the said Act.

The operations of the Company do not require audit of cost accounts, in terms of the provisions of the Companies Act, 1956 read with the Rules made thereunder.

AUDITORS' REPORT:

The Auditors' Report on the financials of the Company for the year ended 31st March, 2014 does not contain any reservation, qualification or adverse remark.

CORPORATE GOVERNANCE REPORT:

As required by Clause 49 of the Listing Agreement, corporate governance, management decision & analysis and Auditor report on compliance with the corporate governance requirements have been included in this Annual Report as separate section.

NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RBI) DIRECTIONS, 1998 :

Pursuant to the Non-Banking Financial Companies' Auditor's Report (Reserve Bank) directions, 1998, a report from the Statutory Auditors to the board of directors' has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI act, 1934.

NBFC REGISTRATION:

The company has been registered with Reserve Bank of India as Non Banking Finance Company Vide Registration No. B-14.00808 dated 20th May, 1998.

NON ACCEPTANCE OF PUBLIC DEPOSITS:

The Company has not accepted any Public Deposits or any Fixed Deposit during the year 2013-14 and hence there are no defaults in repayment of amount of principle and interest as on the date of Balance Sheet.

EXPOSURE TO REAL ESTATE:

Exposure to Real Estate is NIL.

DISCLOSURES UNDER SEC. 217(1)(e) OF THE COMPANIES ACT, 1956 :

In terms of section 217(1)(e) read with Companies (Disclosure of Particulars in Report of the Board of Directors) Rules, 1988 of the Companies Act, 1956 your Directors furnish the information as below:

- Conservation of Energy: N.A.
- Technology Absorption: N.A.
- Activities relating to exports, N.A.
- Foreign Exchange Earnings&Outgo

	Current Year	Previous Year
Out flow:	NIL	NIL
Inflow:	NIL	NIL

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

GENERAL INFORMATION:

The shares of your company are listed on the Delhi Stock Exchange, Pursuant to the SEBI Guidelines the company's Equity Share has been under process to be converted in to electronic mode. Company's ISIN No. INE201F01015 and the company's shares can be got converted in to electronic form with any of the Depository Participation registered with NSDL or CDSL.

AUDIT COMMITTEE:

Present members of the Audit Committee are Mr. Ramesh Kumar, Mrs. Babita Jain and Mr. Deepu Singh. All the members of the Committee are having financial and accounting knowledge. Mr. Ramesh Kumar is the chairman of the Committee and quorum of the Committee is two members. The role of company terms of reference, the authority and power the committee are in conformity with the requirements of the Companies Act, 1956 (including an statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement.

The Committee met four times during the year under review.

The Committee also met prior to finalization of accounts for the year ended 31st March, 2014.

SHARE TRANSFER COMMITTEE:

Present members of the Share Transfer Committee are Mr. Surender Kumar Jain, Mr. Virendra Kumar Jain and Mrs. Babita Jain. All the members of the Committee are non-executive directors. All the members of the Committee are having financial and accounting knowledge. Mr. Ramesh Kumar is the Chairman of the Committee and quorum of the Committee is two members. The role of company terms of reference, the authority and power the committee are in conformity with the requirements of the Companies Act, 1956 (including an statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement.

The Board has constituted the Share Transfer Committee. The Committee monitors and approves share transfers, issue of duplicate share certificates, transmission, transposition and deletion of names and rematerialisation of shares and matters relating thereto.

APPRECIATIONS:

The Board recognizes that it is accountable to shareholders for the performance of the Company; the Board believes in transparency in its conduct and strives to disseminate the material information to the shareholders and the public.

The Board of Directors would like to convey their appreciation to the Customers, Shareholders, Vendors, Banks, Financial Institutions, various Government Authorities, RBI, SEBI and Stock Exchanges for their cooperation and support throughout the year.

Looking forward to receive continued patronage from all our business partners and associates to become better and strong organization.

The Board of Directors would also place on record the appreciation for the contributions made by the employees at all levels.

FOR SHRI NIWAS LEASING & FINANCE LTD.

Date: 26.08.2014
Place: New Delhi

Sd/-
Virendra Jain
(Director)
DIN - 00530078

CORPORATE GOVERNANCE

REPORT ON CORPORATE GOVERNANCE:

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is “Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders” and your company reiterates its commitment to good Corporate Governance.

COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

MANDATORY REQUIREMENTS

BOARD OF DIRECTORS:

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of five members and it meets the requirement of the Clause 49 of the listing agreement.

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, board meeting are also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting is also dispatched with the notice. The members of board discuss each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

30TH ANNUAL REPORT

The composition and category of Board during the year is as follows:

Name of the Director	Designation	Category
Mr. Surender Kumar Jain	Director	Executive & Non Independent
Mr. Virendra Jain	Director	Executive & Non Independent
Mr. Ramesh Kumar	Director	Non – Executive & Independent
Mrs. Babita Jain	Director	Non – Executive & Non Independent
Mr. Deepu Singh	Additional Director	Non – Executive & Independent

During the year seven Board Meetings have taken place on 13.05.2013, 06.08.2013, 12.08.2013, 13.11.2013, 20.01.2014, 03.02.2014, 13.02.2014.

Details of attendance of each director at various meetings of the company are as follows:

Name of the Director	Designation	Category	No. of Board Meetings	Last AGM attended
Mr. Surender Kumar Jain	Director	Executive & Non Independent	7	Yes
Mr. Virendra Jain	Director	Executive & Non Independent	7	Yes
Mr. Ramesh Kumar	Director	Non – Executive & Independent	7	Yes
Mrs. Babita Jain	Director	Non – Executive & Non Independent	7	Yes
Mr. Deepu Singh	Additional Director	Non – Executive & Independent	1	No

The gap between any two meetings did not exceed four months in compliance with the requirement of listing agreement.

Mr. Surender Kumar Jain is liable to retire by rotation and being eligible, offered himself for re appointment. Information as required under Clause 49(VI) of the Listing Agreement is appended to the Notice for the 30th Annual General Meeting.

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT:

The Board has framed a code of conduct for all Board members and senior management personnel of the Company focusing transparency, accountability and ethical expression in all acts and deeds. A certificate of affirmation in this regard is appended.

COMMITTEE OF DIRECTORS**AUDIT COMMITTEE:**

The Company has an Independent Audit Committee. The composition, role / functions of the committee comply with the requirements of Section 177 of Companies Act, 2013 and Clause 49 (II)(A) of the Listing Agreement. The Committee comprises of experts specializing in accounting/financial management. The Chairman of the Audit Committee is an Independent Director.

i) The Terms of Reference are briefly enumerated hereunder:

- a) Overseeing the Company's financial reporting process and the disclosure of its financial information, to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending the appointment / removal of external auditors, fixing audit fees and approving payments for any other services.
- c) Reviewing with management the periodic financial statements before submission to the Board, focusing primarily on:
 - Any changes in accounting policies and practices;
 - Major accounting entries based on exercise of judgment by management;
 - Qualifications in draft audit report;
 - Significant adjustments arising out of audit;
 - The going concern assumption;
 - Compliance with accounting standards;
 - Compliance with stock exchange and legal requirements concerning financial statements;
 - Any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have a potential conflict with the interests of the Company at large;
- d) Reviewing with the management, external and internal auditors, the adequacy of internal control systems.
- e) Reviewing the adequacy of internal audit function.
- f) Discuss with internal auditor any significant findings and follow-up thereon.
- g) Discussing with external auditors before the audit committees, the nature and scope of audit as well as conduct post-audit discussions to ascertain any area of concern.
- h) Reviewing the Company's financial and risk management policies.

ii) Constitution & Re-constitution of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Ramesh Kumar	Chairman	4	4
Mrs. Babita Jain	Member	4	4
Mr. Deepu Singh	Member	4	1

iii) Meetings of the Committee:

The Committee met 4 times on 13th May, 2013, 12th August, 2013, 15th November, 2013 and 03rd January, 2014 during the financial year ended March 31, 2014.

The Minutes of the Meetings of the Audit Committee are discussed and taken note by the board of directors.

The Statutory Auditor, Internal Auditor and Executive Directors/Chief Financial Officer are invited to the meeting as and when required.

SHAREHOLDERS' GRIEVANCE COMMITTEE (SGC):**i) Constitution of Shareholders' Grievance Committee and their attendance at the meetings:**

The composition, number of meeting of the above Committee and the attendance of Directors during the year under review were as follows:

Name of Members	Designation	Category	No. of Meetings	
			Held	Attended
Mr. Ramesh Kumar	Chairman	Independent	4	4
Mr. Babita Jain	Member	Independent	4	4
Mr. Deepu Singh	Member	Independent	4	1

ii) Meetings held during the year: 1

The Investors' Grievance Committee members met once during the year under review on 4th February, 2014.

iii) Terms of Reference:

The Company has formed an Investors' Grievance Committee with the following terms of reference:

- a) To investigate into other investor's complaints and take necessary steps for redressal of same.

30TH ANNUAL REPORT

- b) To deal with various shareholder's queries like non-receipt of annual reports, share certificates duly transferred, dividend payments, issue of duplicate certificates, transmission (with and without legal representation) of shares and other miscellaneous complaints.
- c) To oversee the performance of M/s. Skyline Financial Services Pvt Ltd., the Registrars and Share Transfer Agents of the Company and recommend measures to improve the level of investor related services.
- d) All the share transfer/transmission cases approved by the Registrars are reported to the Committee. The Committee also keeps a close watch on disposal status of all complaints/grievances of shareholders.

iv) Compliance Officer of the Company in terms of Clause 47(a) of the Listing Agreement:

Name, designation and address :	Upendra Mani Tripathi Company Secretary WP- 454/3, Wazirpur Village, Ashok Vihar. New Delhi- 110052
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v) E-mail ID earmarked for redressing investors queries in terms of Clause 47 (f) of the Listing Agreement: shriniwas.limited@gmail.com

vi) Complaints Disposal System:

The Company and Skyline Financial Services Pvt Ltd. (Registrar & Share Transfer Agent) attend to all grievances of the investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. Barring certain cases pending in Courts/Consumer Forums, relating to disputes over the title to shares, in which either the Company has been made a party or necessary intimation thereof has been received by the Company, all the investor grievances/correspondence have been promptly attended to from the date of their receipt. Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors.

SUB-DELEGATION:

In order to expedite the process of shares transfers, the Board has appointed Skyline Financial Services Pvt. Ltd. as Share Transfer Agent and registrar of the Company. The transfer agent will generally attend to the transfer formalities once in a fortnight and operate subject to the overall supervision of the Shareholders/ Investors Grievances Committee.

In compliance with the Listing Guidelines, every six months, the Share Transfer System is audited by a Practicing Company Secretary and a certificate to that effect is issued by them.

CODE OF CONDUCT :

As per Clause 49 (I) (D), the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well. Annual Compliance Report for the year ended 31st March, 2014 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

COMPLIANCE REPORT:

The Board periodically reviews compliance report of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances, if any.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES :

Clause 49 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review

COMPLIANCE OFFICER OF THE COMPANY:

Upendra Mani Tripathi

MARKET PRICE DATA:

There has been no trading in Delhi Stock Exchange, Delhi, during the year 2013-2014.

ADDRESS FOR CORRESPONDENCE:

Shri Niwas Leasing and Finance Limited
22, Rajindra Park,
New Delhi-110060.

GENERAL BODY MEETING :

Annual General Meeting held during the previous financial year

Year	Date	Venue	Time
2013	10.06.2013	22, Rajindra Park, New Delhi-110060.	02:00 P.M.
2012	29.09.2012	22, Rajindra Park, New Delhi-110060.	11:30 A.M.
2011	30.09.2011	22, Rajindra Park, New Delhi-110060.	11:00 A.M.

All resolutions proposed for the above said meetings were duly passed by show of hands.

STATUTORY DISCLOSURES:

No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

The company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

MEANS OF COMMUNICATIONS:

The Company communicates with the shareholders at large through its Annual reports and financial results published therein.

The quarterly results are published in the newspapers.

DISCLOSURES:

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

The details of the Related Party Transactions are placed before and reviewed by the Company's Audit Committee.

RISK MANAGEMENT:

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

MANAGEMENT DISCUSSION AND ANALYSIS :

A statement of management Discussion and Analysis is appearing elsewhere in this Annual report in terms of requirement of the Code of Corporate Governance.

SHAREHOLDERS INFORMATION :

ANNUAL GENERAL MEETING

Date : 24th September, 2014
Time : 11:00 A.M.
Venue: 22, Rajindra Park,
New Delhi-110060.

FINANCIAL CALENDAR (tentative) :

Financial Year- 1st April 2014 to 31st March 2015

Annual General Meeting for the next year ending 31st March 2015: Before 30th September 2015.

DATE OF BOOK CLOSURE :

15th September, 2014 to 18th September, 2014 (both days inclusive)

LISTING ON STOCK EXCHANGE :

Delhi Stock Exchange Limited,
DSE House, 3/1 Asaf Ali Road,
Delhi-110002.

CORPORATE IDENTIFICATION NUMBER :

L65993DL1984PLC019141

SHARE TRANSFER SYSTEMS:

Share transfers are presently registered within a maximum period of 15 (fifteen) days from the date of receipt provided the documents are complete in all respects. The Board of Directors has authorized the Registrar to approve all the share transfers. The Registrar on receipt of Share transfer request, after confirming all details transfer the shares as per law and directly dispatches the same to the transferee.

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2013 TO 31.03.2014:

Complaint received from the shareholders of the company during the year was duly resolved up to the satisfaction of our shareholders & no complaint was pending at the end of financial year.

ADDRESS OF THE REGISTRAR :

Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla Industrial Area,
Phase-I, NewDelhi-110020

SHAREHOLDING PATTERN OF THE COMPANY AS ON BALANCE SHEET SIGNING DATE:

Name of the Shareholder	No. of Shares Held	% Holding
Promoter & Promoter Group	310,800	7.78%
FII's	0	0
NRIs and OBCs	0	0
Mutual Funds	0	0
FIs/Insurance Cos./Banks	0	0
Bodies Corporate	3,686,200	92.22%

DISTRIBUTION OF SHAREHOLDERS AS ON 31.03.2014:

Shareholding of Nominal Value		No. of Shareholder	% of Shareholder	No of Shares held	% of Shareholding
(Rs.)	(Rs.)				
Upto	5000	572	68.67	38448.00	0.96
5001	10000	48	5.76	47800.00	1.20
10001	20000	108	12.97	197700.00	4.95
20001	30000	22	2.64	56100.00	1.40
30001	40000	9	1.08	33500.00	0.84
40001	50000	14	1.68	65400.00	1.64
50001	100000	7	0.84	60000.00	1.50
100001	ABOVE	53	6.36	3498052.00	87.52
TOTAL		833	100	3997000.00	100

DEMATERIALIZATION OF SHARES AND LIQUIDITY :

The company shares are traded in dematerialized form and have to be delivered in the dematerialized form to the stock exchange.

ADDRESS FOR CORRESPONDENCE:

22, Rajindra Park,
New Delhi-110060.

DECLARATION :

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

SECRETARIAL AUDIT :

To reconcile the total admitted capital with NSDL & CDSL and the total issue and listed capital, a secretarial audit is carried out by a Practicing Company Secretary on Quarterly basis.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OUTLOOK:

The long-term fundamentals of the Indian economy continue to be strong due to rising incomes and large investments. These growth drivers are expected to sustain over a long period of time. At the same time, there are some concerns due to uncertain global economic environment and slow recovery in developed markets.

OVERVIEW :

The company is engaged in trading in shares, financial services and investment activities where the outlook of the business seems to be encouraging over and above we have been diversified into different businesses ranging from third party product distributions (lowest balance sheet risk) to originating unsecured personal loans, corporate loans (highest balance sheet risk). We believe that we are well placed to leverage on the growth opportunities in the economy.

FINANCIAL PERFORMANCE :

The Company has achieved a turnover of **Rs. 4,560,000.00** during the year with net profitability of **Rs. 1,489,552.54**. The company's income from operations primarily includes income from trading and distributions of financial products such as Interest income from Inter-Corporate Loan and Long Term Investments.

FUTURE OUTLOOK:

The future outlook of the Company is very prospective and it urges to diversify the various areas related to financial markets. Besides continuing aggressively in the existing growth areas, there are certain specific initiatives that we would like to highlight which the company would be undertaking in the financial year 2014-15. The Company is effectively putting together a growth strategy in the area of Debt Syndication, Private Placement, Corporate/Personal Loan, Advisory Services, Arranger and Distributions of Mutual Fund & Liaison for Financial Products.

SEGMENT REPORTING:

Accounting Standard 17 regarding Segment-wise Reporting does not apply to the Company since revenues are derived from only one Segment i.e. Finance Activity.

OPPORTUNITIES & THREATS:

Opportunities

- Increase in Income levels will aid greater penetration of financial products.
- Positive regulatory reforms.
- Increase in corporate growth & risk appetite.

- Greater efficiency in debt market operations which will also help greater penetration.
- Increased securitization.
- Focus on selling new product/services.

Threats

- Inflation could trigger increase in consumer price inflation, which would dampen growth.
- Increased competition in both local & overseas markets.
- Unfavorable economic development.
- Market risk arising from changes in the value of financial instruments as a result of changes in market variables like interest rate and exchange rates.

RISK MANAGEMENT:

Your company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY :

The company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly.

The Company has effective system in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws. The board has also constituted an Audit Committee which meets periodically inter-alia to review the financial results, and the accuracy of financial records.

HUMAN RESOURCES / INDUSTRIAL RELATIONS :

The company believes that the success of an organization largely depends on the quality of its workforce. Employee relations remained cordial and peaceful throughout the year.

CAUTIONARY STATEMENT :

Any statement made in this report relating to company's perception of future outlook, objectives, expectations etc. may be considered as forward looking statements within the meaning of applicable securities laws and regulations which may differ from the actual results.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Whole-time director. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

I confirm that the Company has in respect of the year ended March 31, 2014, received from the Senior Management Team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

I further confirm that the rules of Insider Trading Regulation has been duly complied with.

For the purpose of this declaration, Senior Management Team means the employees in the Executive cadre and the Company Secretary as on March 31, 2014. The said Code of Conduct has also been uploaded by the Company in its website www.shriniwasleasingfinance.com

FOR SHRI NIWAS LEASING & FINANCE LIMITED

Date: 26.08.2014

Place: New Delhi

**Sd/-
Virendra Jain
(Director)
DIN - 00530078**

DIRECTOR CERTIFICATION

I, VIRENDRA JAIN, Managing Director, of SHRI NIWAS LEASING & FINANCE LIM ITED, to the best of my knowledge and belief hereby certify that:-

- (a) I have reviewed the financial statements and the cash flow statements for the year ended 31-03-2014 and that the best of my knowledge and belief:-
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading:
 - (ii) 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 my knowledge and belief, no transactions entered into by the company during the year that are fraudulent, illegal or violative of the company's Code of conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit committee deficiencies in the design and operations of such internal controls, if may, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
 - (i) Significant changes in the internal control over financial reporting during the year under reference.
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) I further declare that the board members and senior managerial personnel have affirmed compliance with the code of conduct under Clause 49 of the Listing Agreement, for the Current Year.

FOR SHRI NIWAS LEASING & FINANCE LIM ITED

Date: 26.08.2014
Place: New Delhi

Sd/-
Virendra Jain
(Director)
DIN - 00530078



Gaurav Ashok Jain & Associates
Chartered Accountants

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of

SHRI NIWAS LEASING & FINANCE LIMITED

1. We have examined the compliance of the conditions of Corporate Governance by Sunshine Capital Limited for the year ended 31st March 2014 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges in India.
2. The compliance condition of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.
3. In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that in respect of Investor Grievances received during the year ended 31st March 2014, no investor grievance was received against the company as per the record maintained by the companies which are presented to Investor Grievance Committee.

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

For GUARAV ASHOK JAIN & ASSOCIATES
Chartered Accountants



Date: 12.04.2014
Place: New Delhi

M. NO. 506695

Auditors' Report to the members of
SHRI NIWAS LEASING & FINANCE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SHRI NIWAS LEASING & FINANCE LIMITED** which comprise the Balance Sheet as at March 31, 2014, 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 Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance 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"). 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. 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, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
 - (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date;
 - (c) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.
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) 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;
 - e) The provisions of section 58A of the Companies Act, 1956 are not applicable to the company. Further, as required by NBFC auditor's report (RBI) directions, 1998 we report that: -
 - f) 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.
 - g) 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
- a) The Company has applied for registration as provided in section 45 IA of the RBI Act, 1934 and it has received registration certificate bearing No. B – 14.00808 dated 20.05.1998
 - b) The Board of Directors has passed a resolution for non-acceptance of any public deposit.
 - c) The company has not accepted any public deposit during the relevant year.
 - d) The company has complied with the prudential norms relating to income recognition, accounting standards, asset classification and provisioning for bad and doubtful debts as applicable to it.

For **Gaurav Ashok Jain & Associates**
Chartered Accountants
FRN – 023419N

Sd/-
CA. Gaurav Jain
Partner
M.No. 506695

Delhi, April 12th 2014

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph (3) of our report of even date of SHRI NIWAS LEASING & FINANCE LIMITED, for the year ended 31st March 2014;

1. (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) According to the information & explanations given to me, the fixed assets of the company have been physically verified by the management at reasonable intervals during the year which in my opinion are reasonable having regard to the size of the company and the nature of its business. No material discrepancies were noticed on such verification.

(c) The company has not disposed off any fixed assets during the year.
2. The company does not have any inventories as at the date of the Balance Sheet because all its purchases of shares etc. have been treated as Investments.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act:-
 - (a) The company has neither granted nor taken any unsecured loan from such parties during the year.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to the purchase and sale of Shares.
5. (a) Based on the audit procedures applied by us and according to the information and explanations given to us, we are of opinion that the transactions that need to be entered into a register maintained under section 301 of the Companies Act, 1956 are being so entered.

(b) As per the audit procedures applied by us, and according to the information and explanations given to us, with respect to the transaction as entered in the register maintained under section 301, exceeding the value of five lac rupees in respect to any party during the financial year, the prices at which these have been made are reasonable having regard to the market prices prevailing at the time of the transaction.
6. The company has not accepted deposits from the public as defined in section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) rules, 1975.
7. In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
8. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the year under review.
9. (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax and any other statutory dues with the Appropriate Authorities.

(b) According to information and explanation given to us and as per the books and records examined by us, there are no dues of income tax, custom duty, excise duty, sale tax, wealth tax and cess which have not been deposited on account of any dispute.
10. There are no accumulated losses in the company. The company has neither incurred cash loss in the current financial year nor in the immediately preceding financial year.

11. According to the information and explanations given to us and as per the books and records examined by us, the company has not defaulted in repayment of dues to the financial institutions and banks.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, during the year under audit.
13. In our opinion, the company is not a chit fund or nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) (Amended) Order 2004 are not applicable to the company.
14. The Company has maintained proper records of the transactions and contracts regarding dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the company in its own name except to the extent of the exemption granted under section 49 of the Act.
15. On the basis of information and explanation provided, the company has not given any guarantee for loans taken by others from the banks during the year.
16. On the basis of records available and information and explanation given to us, during the year the company has not taken any terms loan.
17. On the basis of information and explanation given to us and an overall examination of the balance sheet, we report that no funds raised on short-term basis have been used for long-term investments.
18. The company has not made any preferential allotment of shares during the year.
19. During the period covered by our audit report, the company has not issued any debentures.
20. The company has not raised any money by public issues during the year.
21. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or report during the year, nor have we been informed of such case by the management.

For Gaurav Ashok Jain & Associates
Chartered Accountants
FRN – 023419N

Sd/-
CA. Gaurav Jain
Partner
M.No. 506695

Delhi, April, 12th 2014

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

BALANCE SHEET AS AT 31-03-2014

(IN RUPEES)

S. NO.	PARTICULARS	NOTE NO.	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
I	<u>EQUITY AND LIABILITIES</u>			
1	<u>Shareholders Funds</u>			
	(A) Share Capital	A	39,970,000.00	39,970,000.00
	(B) Reserves And Surplus	B	145,809.54	(1,343,743.00)
2	<u>Current Liabilities</u>			
	(A) Other Current Liabilities	C	81,769.00	54,248.00
	(B) Short-term Provisions	D	839,420.00	136,256.00
	TOTAL(1+2)		41,036,998.54	38,816,761.00
II	<u>ASSETS</u>			
1	<u>Non Current Assets</u>			
	(A) Fixed Assets	E	1,259,279.00	-
	(B) Long-Term Loans And Advances	F	38,000,000.00	38,264,822.00
	(C) Deferred Tax Asset		19,265.00	-
	(D) Other Non-Current Assets	G	4,800.00	9,600.00
2	<u>Current Assets</u>			
	(A) Cash And Cash Equivalent	H	1,293,262.54	512,914.00
	(B) Short-Term Loans And Advances	I	460,392.00	29,425.00
	TOTAL(1+2)		41,036,998.54	38,816,761.00

Schedules referred to above and notes attached there to form an integral part of Balance Sheet

In Terms Of Our Report Of Even Date Annexed

**FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)**

FRN : 023419N

FOR SHRI NIWAS LEASING & FINANCE LTD.

**Sd/-
CA. GAURAV JAIN
(PARTNER)
M.NO. 506695**

**Sd/-
VIRENDRA JAIN
(DIRECTOR)
DIN : 00530078**

**Sd/-
BABITA JAIN
(DIRECTOR)
DIN : 00560562**

**Place: New Delhi
Date: 12.04.2014**

**Sd/-
RICHA HINGLE
(COMPANY SECRETARY)**

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2014

(IN RUPEES)

NOTE NO.	PARTICULARS	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD	FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD
A	<u>Share Capital:</u>		
1	<u>Authorised:</u> 40,00,000 (Last Year 40,00,000) Equity Shares Of Rs.10/- Each	40,000,000.00	40,000,000.00
2	<u>Issued, Subscribed & Paid Up:</u> Shares At The Beginning of the Accounting Period 39,97,000 (L.Y 39,97,000) equity shares of Rs. 10/- each Addition During the Year Shares At The End of the Accounting Period 10/- each	39,970,000.00 - <u>39,970,000.00</u>	39,970,000.00 - <u>39,970,000.00</u>
B	<u>Reserve & Surplus:</u>		
1	<u>Special Reserve u/s 45IC of RBI Act</u> At The Beginning Of The Accounting Period Additions During The Year At The End Of The Accounting Period	- 297,910.00 <u>297,910.00</u>	- - <u>-</u>
2	<u>Surplus</u> At The Beginning Of The Accounting Period Additions During The Year (Balance In Statement Of Profit & Loss) Transfer To Reserves At The End of The Accounting Period	(1,343,743.00) 1,489,552.54 (297,910.00) <u>(152,100.46)</u>	(1,338,858.00) (4,885.00) - <u>(1,343,743.00)</u>
	Grand Total	<u>145,809.54</u>	<u>(1,343,743.00)</u>
C	<u>Other Current Liabilities:</u>		
1	Audit Fees Payable	16,854.00	16,854.00
2	Compliance Certificate Charges Payable	1,100.00	1,100.00
3	Expense Payable	-	17,979.00
4	Registrar Charges Payable	18,315.00	18,315.00
5	Director's Remunration Payable	45,500.00	-
		<u>81,769.00</u>	<u>54,248.00</u>
D	<u>Short-Term Provisions</u>		
	Contigent Provision for Standard Asset	95,000.00	95,662.00
	TDS Payable	32,500.00	-
	Provision for Taxation	711,920.00	40,594.00
		<u>839,420.00</u>	<u>136,256.00</u>

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2014

Note : E Fixed Asset as per Companies Act, 1956

(IN RUPEES)

S. No	Particulars	Rate	Gross Block				Depreciaton				Net Block	
			Value at the beginning	Addition during the year	Deductio n during the year	Value at the end	Value at the beginning	Addition during the year	Deductio n during the year	Value at the end	WDV as on 31.03.2014	WDV as on 31.03.2013
I	Tangible Assets											
1	Vehicles (Cars)											
	- Mahindra XUV	25.89%	-	1,554,850.00	-	1,554,850.00	-	295,571.00	-	295,571.00	1,259,279.00	-
	SUB TOTAL		-	1,554,850.00	-	1,554,850.00	-	295,571.00	-	295,571.00	1,259,279.00	-
	Total (Current Year)		-	1,554,850.00	-	1,554,850.00	-	295,571.00	-	295,571.00	1,259,279.00	-
	(Previous Year)		-	-	-	-	-	-	-	-	-	-

**FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN : 023419N**

**Sd/-
CA. GAURAV JAIN
(PARTNER)
M.NO. 506695**

**Place: New Delhi
Date: 12.04.2014**

FOR SHRI NIWAS LEASING & FINANCE LTD.

**Sd/-
VIRENDRA JAIN
(DIRECTOR)
(00530078)**

**Sd/-
BABITA JAIN
(DIRECTOR)
(00560562)**

**Sd/-
RICHA HINGLE
(COMPANY SECRETARY)**

F	<u>Long Term Loans And Advances:</u>		
	Suncity Project Pvt. Ltd.	38,000,000.00	38,264,822.00
		38,000,000.00	38,264,822.00
G	<u>Other Non-Current Assets:</u>		
	<u>Misc . Expenditure</u>		
	(To The Extent Not Written Off Or Adjusted)		
	<u>Preliminary & Pre Operative Expenses</u>		
	Opening Balance/Addition	9,600.00	14,400.00
Less: Written Off During The Year	4,800.00	4,800.00	
	4,800.00	9,600.00	
H	<u>Cash & Cash Equivalents:</u>		
	(A) Balance With Banks		
	Oriental Bank Of Commerce	1,099,484.54	108,167.00
	(B) Cash in Hand	193,778.00	404,747.00
	1,293,262.54	512,914.00	
I	<u>Short Term Loans & Advances:</u>		
	Tax Deducted At Source -F.Y 2013-14	456,000.00	29,425.00
	Refund A.Y.13-14	4,392.00	-
		460,392.00	29,425.00

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN : 023419N

Sd/-
CA. GAURAV JAIN
(PARTNER)
M.NO. 506695

FOR SHRI NIWAS LEASING & FINANCE LTD.

Sd/-
VIRENDRA JAIN
(DIRECTOR)
DIN : 00530078

Sd/-
BABITA JAIN
(DIRECTOR)
DIN : 00560562

Place: New Delhi
Date: 12.04.2014

Sd/-
RICHA HINGLE
(COMPANY SECRETARY)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

ADDITIONAL INFORMATIONS- NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2014

NOTE NO.	PARTICULARS	FIGURES AS AT THE END OF CURRENT REPORTING PERIOD		FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD	
		% of Holding	No. of Shares	% of Holding	No. of Shares
A	SHARE CAPITAL:				
1	Shares In The Company Held By Each Shareholder Holding More Than 2 % Shares.(Equity Shares In Nos. Of Rs. 10)				
	AMITABH SWAROOP	-	-	4.46	178,400
	S. J . CAPITAL LTD.	3.51	140,500	3.51	140,500
	ELBEE PORTFOLIO PVT LTD.	3.45	138,000	3.45	138,000
	SURYA UDYOG LTD	-	-	2.50	100,000
	TANITA LEASING & FINANCE LTD	-	-	2.50	100,000
	LABHTRONICS OVERSEAS PVT LTD	-	-	2.50	100,000
	SINGHAL FIN STOCK PVT LTD	2.50	100,000	2.50	100,000
	SHASHI SALES & MARKETING PVT LTD	-	-	2.00	80,000
			378,500		936,900

In Terms Of Our Report Of Even Date Annexed

**FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)**

FRN : 023419N

FOR SHRI NIWAS LEASING & FINANCE LTD.

Sd/-
CA. GAURAV JAIN
(PARTNER)
M.NO. 506695

Sd/-
VIRENDRA JAIN
(DIRECTOR)
DIN : 00530078

Sd/-
BABITA JAIN
(DIRECTOR)
DIN : 00560562

Place: New Delhi
Date: 12.04.2014

Sd/-
RICHA HINGLE
(COMPANY SECRETARY)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2014

(IN RUPEES)

S. NO.	PARTICULARS	NOTE NO.	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
I	Revenue From Operations	J	4,560,000.00	307,342.00
II	Other Income		-	-
III	Total Revenue (I+II)		4,560,000.00	307,342.00
	Expenses			
a	Depreciation & Amortization Expenses	K	300,371.00	4,800.00
b	Other Expenses	L	2,093,644.46	171,171.00
IV	Total Expenses		2,394,015.46	175,971.00
V	Profit Before Tax (IV-III)		2,165,984.54	131,371.00
	Less: Contingent Provision For Std. Assets		(662.00)	95,662.00
VI	Tax Expense			
a	Current Tax		711,920.00	40,594.00
b	Earlier Years Tax		(15,561.00)	-
c	Deferred Tax		(19,265.00)	-
VII	Profit (Loss) For The Period (V-VI)		1,489,552.54	(4,885.00)
VIII	Earning Per Equity Share			
a	Basic		0.37	-
b	Diluted		-	-

Schedules referred to above and notes attached there to form an integral part of Statement of Profit & Loss.

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)

FRN : 023419N

Sd/-

CA. GAURAV JAIN

(PARTNER)

M.NO. 506695

FOR SHRI NIWAS LEASING & FINANCE LTD.

Sd/-

VIRENDRA JAIN

(DIRECTOR)

DIN : 00530078

Sd/-

BABITA JAIN

(DIRECTOR)

DIN : 00560562

Sd/-

RICHA HINGLE

(COMPANY SECRETARY)

Place: New Delhi

Date: 12.04.2014

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS

(IN RUPEES)

NOTE NO.	PARTICULARS	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
J	<u>Revenue From Operation :</u> Profit On Sale Of Investments Interest on Loan	- 4,560,000.00 <u>4,560,000.00</u>	13,095.00 294,247.00 <u>307,342.00</u>
K	<u>Depreciation & Amortization Expenses:</u> Depreciation Preliminary & Pre-Operative Exp.Written Off	295,571.00 4,800.00 <u>300,371.00</u>	- 4,800.00 <u>4,800.00</u>
L	<u>Other Expenses:</u> <u>Administrative Expenses</u> Advertisement & Publicity Expenses <u>Listing Fees</u> Annual Listing Fees Other Fees Audit Fees Bank Charges Car Insurance CDSL Custodial Fees Compliance Certificate Charges Computer Repair & Maintainence Conveyance Expenses Demat Account Charges Director Remuneration Filing Fees Interest On TDS Legal & Professional Charges Miscellaneous Expenses NSDL Custodial Fees Office Repair & Maintainence Photocopy Expense Postage & Telegram Printing & Stationery Prior Year Expenses Registrar Charges SEBI Consent Application Fees Tour & Travelling Expense Vehicle Running & Maintainence	62,439.00 51,834.00 16854 34980 16,854.00 916.00 39,207.46 30,438.00 1,100.00 1,700.00 4,655.00 983.15 600,000.00 2,500.00 - 571,700.00 1,565.00 14,224.00 370,478.00 14,172.00 11,340.00 15,691.00 - 18,315.00 5,022.00 120,699.00 137,811.85 <u>2,093,644.46</u>	73,567.00 16,854.00 1,032.00 - - 1,100.00 - 2,984.00 1,000.00 5,500.00 25.00 28,750.00 2,635.00 - - - 467.00 963.00 17,979.00 18,315.00 - - - <u>171,171.00</u>

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN : 023419N

FOR SHRI NIWAS LEASING & FINANCE LTD.

Sd/-
CA. GAURAV JAIN
(PARTNER)
M.NO. 506695

Sd/-
VIRENDRA JAIN
(DIRECTOR)
DIN : 00530078

Sd/-
BABITA JAIN
(DIRECTOR)
DIN : 00560562

Place: New Delhi
Date: 12.04.2014

Sd/-
RICHA HINGLE
(COMPANY SECRETARY)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

ADDITIONAL INFORMATIONS TO AND FORMING PART OF STATEMENT OF

(IN RUPEES)

NOTE NO.	PARTICULARS	FIGURES FOR THE CURRENT REPORTING PERIOD	FIGURES FOR THE PREVIOUS REPORTING PERIOD
	<u>PAYMENT TO THE AUDITORS AS</u>		
	Audit	16,854.00	16,854.00
	For Taxation Matters	-	-
	For Company Law Matters	-	-
	For Management Services	-	-
	For Other Services	-	-
	For Reimbursement Of Expenses	-	-
	Total	16,854.00	16,854.00

In Terms Of Our Report Of Even Date Annexed

**FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)**

FRN : 023419N

FOR SHRI NIWAS LEASING & FINANCE LTD.

**Sd/-
CA. GAURAV JAIN
(PARTNER)
M.NO. 506695**

**Sd/-
VIRENDRA JAIN
(DIRECTOR)
DIN : 00530078**

**Sd/-
BABITA JAIN
(DIRECTOR)
DIN : 00560562**

**Place: New Delhi
Date: 12.04.2014**

**Sd/-
RICHA HINGLE
(COMPANY SECRETARY)**

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2014

(IN RUPEES)

S. NO.	PARTICULARS	2013-2014	2012-2013
A.	CASH FLOWS FROM OPERATION ACTIVITIES :		
	Net Profit Before Tax And Extraordinary Items	2,165,984.54	131,371.00
	Adjustments For :		
	Depriciation	295,571.00	
	Preliminary Expenditure Written Off	4,800.00	4,800.00
	Operating Profit Before Working Capital Changes	2,466,355.54	136,171.00
	Adjustments For :		
	Increase in Trade Receivables	264,822.00	(29,023.00)
	Increase/(Decrease) In Current Liabilities	60,021.00	37,846.00
	Cash Generated From Operations	2,791,198.54	144,994.00
	Direct Tax Paid	(456,000.00)	-
	Net Cash From Operating Activities	2,335,198.54	144,994.00
B.	CASH FLOWS FROM INVESTING ACTIVITIES		
	Sale Proceeds from Investments	-	38,558,265.00
	Purchases of fixed assts	(1,554,850.00)	-
	Net Cash Used In Investment Activites	(1,554,850.00)	38,558,265.00
C.	CASH FLOWS FROM FINANCING ACTIVITIES		
	Loans & Advances Given	-	(38,264,822.00)
	Net Cash From In Financing Activities	-	(38,264,822.00)
	NET INCREASE IN CASH & CASH EQUIVALENTS	780,348.54	438,437.00
	CASH & CASH EQUIVALENTS (Opening Balance)	512,914.00	74,477.00
	CASH & CASH EQUIVALENTS (Closing Balance)	1,293,262.54	512,914.00

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES

(CHARTERED ACCOUNTANTS)

FRN : 023419N

FOR SHRI NIWAS LEASING & FINANCE LTD.

Sd/-

CA. GAURAV JAIN

(PARTNER)

M.NO. 506695

Sd/-

VIRENDRA JAIN

(DIRECTOR)

DIN : 00530078

Sd/-

BABITA JAIN

(DIRECTOR)

DIN : 00560562

Place: New Delhi

Date: 12.04.2014

Sd/-

RICHA HINGLE

(COMPANY SECRETARY)

Notes to the Financial Statements

Note1 : SIGNIFICANT ACCOUNTING POLICIES

(a) Basis for preparation of Accounts:

The financial Statement have been prepared in conformity with generally accepted accounting principle to comply in all material respect with the notified accounting standards ('AS') under companies accounting standards Rules, 2006, as amended, the relevant provisions of the companies Act, 1956 ('the Act') and the guidelines issued by the Reserve Bank of India (;RBI') as applicable to an Non - Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year. The company adopts accrual system of accounting unless otherwise stated.

(b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the result of operations during the reporting year end. Although these estimates are based upon management's best knowledge of current events and actions, actual result could differ from these estimates. Any revisions to the accounting estimates are recognized prospectively in the current and future years.

(C) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Intangible Assets expected to provide future enduring economic benefits are carried at cost less accumulated amortization and impairment losses, if any. Cost comprise of purchase price and directly attributable expenditure on making the assets ready for its intended use.

Notes to the Financial Statements

(D) Depreciation & Impairment of Assets

Depreciation on fixed assets is provided on written down value method, at the rates and in the manner prescribed in Schedule-XIV to the companies Act, 1956.

(E) Revenue Recognition

(i) Loan Income

In respect of loan agreements, the income is accrued by applying the impact rate in the transaction on declining balance on the amount financed for the period of the agreement.

(ii) No income is recognized in respect of Non- performing assets, if any, as per the prudential norms for income recognition introduced for Non-Banking Financial Corporation by Reserve Bank of India vide its notification o.DFC.NO.119/DG/(SPT)-98 date 31-01-1998 and revised notification no. DNBS.192/DG(VL)-2007 dated 22-02-2007.

(F) Expense Accounting

All expenditure including the interest costs are accounted for on accrual basis.

(G) Provisions of Assets

The company makes provisions for standard and Non-performing Assets as per the Non-Banking Financial (Non-Deposit Accepting of Holding Companies prudential Norms Reserve Bank) Directions, 2007, as amended from time to time. The company also makes additional provisions towards loan assets, to the extent considered necessary, based on the management's best estimate.

Loan assets which as per the management are not likely to be recovered, are considered as bad debts and written off.

Notes to the Financial Statements

Provisions on standards assets are made as per the notification DNBS.PD.CC.No. 207/03.02.002/2010-11 issued by Reserve Bank of India.

(H) Provisions, contingents Liabilities and contingent Assets

(i) A Provision is recognized when the company has present obligation as a result of past event and it is probable that outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value nad are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

(ii) Contingent Liabilities are are disclosed separately by way of note to financial statements after careful evaluation by the managements of the facts and legal aspects of the matter involved in case of:

(a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.

(b) a possible obligation, unless the probability of outflow of resources is remote.

(iii) Contingent Assets are neither recognized, nor disclosed in the financial statements.

(I) Taxation

(i) Provisions for current tax is made in accordance with and at the rates specified under the Income Tax Act, 1961.

(ii) In accordance with Accounting Standard 22- 'Accounting for taxes on Income', issued by the Institute of Chartered Accountant of India.

(J) Earning per share

Basic earning per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting attributable taxes) by the weighted averages number of equity shares outstanding during the year.

Notes to the Financial Statements

For the purpose of calculating diluted earning per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all diluted potential equity shares.

(K) Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statements comprise cash at bank and in hand and highly liquid investments that are readily convertible into known amount of cash.

Note 2: NOTES TO ACCOUNTS

- a) Previous years figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.
- b) In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.
- c) There is no employee drawing remuneration in excess of Rs. 60,00,000 during the year ending 31st march , 2013 or Rs. 5,00,000 per month.(previous Year Nil).
- d) Any provision no longer required written back.
- e) Statutory Reserve represents the Reserve Fund created u/s 45-IC of the Reserve Bank of India Act, 1934. An amount of Rs. 297910. (previous Year Nil) representing 20% of net Profit is transferred to the fund for the year.
- f) Provision for Standard & Nonperforming Assets:
The company has made provision towards loan Assets , based on the management's best estimates. Provision of 0.25% on Standard Assets has been made during the year, as per stipulation of RBI on standard assets. Company has made provision for standard Assets as per table below:

Particulars	2013-14	2012-13
Standard Assets	38,000,000	38,264,822
Provision For the Year	95000	95662

Notes to the Financial Statements

g) Auditor's remuneration :

Name of the Auditor	Particulars	2013-14	2012-13
Gaurav Ashok Jain & Ass.	For Statutory Audit	16,854	16,854

h) The company's business activity falls within single primary/ Secondary business segment viz.. Finance Activity. The disclosure requirement of Accounting standard (AS) -17 " Segment Reporting " issued by the Institute of chartered Accountants of India, therefore is not applicable.

i) Related Party disclosure:

As per Accounting Standard 18 on related Party disclosure issued by the Institute of chartered Accountants of India, the nature and volume of transaction of the company during the year with the related parties were as follows:

Name of the Related Party	Relationship	Nature of transaction	Number of Transaction	Amount of Transaction
Babita jain	Director	Operating	Monthly	6,00,000

j) Earning per Share "AS-20" issued by the Institute of chartered Accountants of India:

Particulars	Year ended March 31, 2014
(A) Profit after taxation as Statement of Profit and Loss (in Rupees)	14,89,552
(B) Weight Average number of equity Shares outstanding during the year	39,97,000
(C) Nominal value of Equity shares (in rupees)	10.00
(D) Basic Earning per Share	0.37
(E) Diluted Earning per share	Nil

Notes to the Financial Statements

- k) Information as required by Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007 is Furnished vide Annexure -1 Attached Herewith.
- l) The Company has Outstanding Loan to the Suncity Projects Pvt. Ltd. of Rs. 38,000,000 as on 31-03-2014, the borrower company is involved in the business of Real estate .
- m) The Company estimates the deffered tax created /(credit) using the applicable rate of Taxation based on the impact of timing Difference s between financial Statements and Estimated taxable income for the current Year.

Detail of Deffered Tax Assets (Liabilities) are As follows:

Calaculation of Deffered Tax Assets	
WDV as per Companies Act	1259279
WDV as per Income Tax act	1321622
Timing Difference	62343
Deffered Tax Assets	19265

- n) There are no micro , Small and Medium Enterprises, to Whom the Company owes dues which outstanding for more than 45 days as at 31st March 2014. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

In terms of Our Report of even date annexed.

FOR GAURAV ASHOK JAIN & ASSOCIATES

(Chartered Accountants)

FRN : 023419N

FOR SHRI NIWAS LEASING & FINANCE LIMITED

Sd/-

CA. GAURAV JAIN

(Partner)

M. No. 506695

Place : New Delhi

Date : 12.04.2014

Sd/-

VIRENDRA JAIN

(Director)

DIN : 00530078

Sd/-

BABITA JAIN

(Director)

DIN: 00560562

SHRI NIWAS LEASING AND FINANCE LIMITED

Regd. Office - 22, Rajindra Park, New Delhi – 110060.

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management & Administration) Rule, 2014)

Name of the Member(s):

Registered Address:

Email ID:.....

Folio No. / Client Id:.....

I/We being the member(s) of _____ shares of the above named company hereby appoint:

- 1) Name:.....
- 2) Address.....
- 3) Email ID.....
- 4) Signature.....

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on Wednesday, 24th September, 2014 at 11.00 a.m. at 22, Rajindra Park, New Delhi- 110060 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions
1.	Adoption of Audited Financial Statements for the year ended March 31, 2014
2.	Appointment of a Director in place of Mr. Surender Kumar Jain, who retires by rotation and being eligible, seeks reappointment
3.	Appointment of M/S Gaurav Ashok Jain & Associates, Chartered Accountants, (Membership No. 506695) and fix their remuneration
4.	Appointment of Mr. Deepu Singh as Independent Director
5.	Appointment of Mr. Ramesh Kumar as Independent Director

Signed this _____ day of _____ 2014.

Signature of the shareholder..... Signature of the Proxy
Holder(s).....

Affix Revenue Stamp not less than Re` 0.15

Notes:

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. A person can act as a proxy on behalf of members up to and not exceeding Fifty and holding in the aggregate no more than ten percent of total share capital of the company
3. Please complete all details including details of member(s) in the above box before submission

SHRI NIWAS LEASING AND FINANCE LIMITED

Regd. Office - 22, Rajindra Park, New Delhi – 110060.

ATTENDANCE SLIP

Regd. Folio No. _____
DP. Id. No.* _____
Client Id No.* _____
Mr./Ms. _____
Father's/Husband's Name _____

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at 22, Rajindra Park, New Delhi - 110060, on Wednesday the 24th September, 2014

Members'/Proxy's Name in BLOCK Letters

Members'/Proxy's Signature

Note: 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.

2) Member's Signature should be in accordance with the specimen signature registered with the Company.

3) Please bring your copy of the Annual Report for reference at the Meeting.

* Applicable for investors holding shares in electronic form.