



# **Ramchandra Leasing & Finance Limited**

**2013-14**

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**21st Annual Report**

**BOARD OF DIRECTORS**

NAME OF DIRECTORS	DESIGNATION
<b>Pradip Saremal Jain</b>	<b>Whole Time Director</b> (from 8th August, 2014)
<b>Dipesh R Patel</b>	<b>Director</b> (from 8th August, 2014)
<b>Mukeshbhai P Patel</b>	<b>Non-Executive Director</b>
<b>Chandrakant Joshi</b>	<b>Independent Director</b>
<b>Devendrasinh D Umat</b>	<b>Independent Director</b>
<b>Ripul Kotecha</b>	<b>Independent Director</b>
<b>Rameshkumar Patel</b>	<b>Director</b> (upto 7th July, 2014)
<b>Navinbhai Patel</b>	<b>Director</b> (upto 7th July, 2014)

Annual General Meeting Date: 30<sup>th</sup> September, 2014  
Time 11.00 A.M.  
Venue Registered Office 7, 2<sup>nd</sup> Floor, Gayatri  
Complex Station Road, Visnagar 384315

Compliance officer Ms. Asmita S. Purohit  
Website www.ramchandrafinance.com  
Auditors Jayesh Patel & Co.  
Chartered Accountants, Ahmedabad

Registrar & Transfer Purva Sharegistry (India) Pvt. Ltd  
Agent MUMBAI

BANKERS ICICI Bank Ltd

Registered Office 7, 2ND Floor, Gayatri Complex, Station Road,  
Visnagar-384315, Tele-fax: (02765) 288005  
Branch Ashok Stores, Khot Chawl, L T Road, Opp.  
Goyal Shopping Centre, Boriwali (W),  
Mumbai 400 092, Phone: 9892544495



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The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering/ updating their email addresses, in respect of shares held in dematerialised form with their respective Depository participants and in respect of shares held in physical form with the Company or its Transfer Agent.

**NOTICE**

**NOTICE is hereby given that the 21<sup>st</sup> Annual General Meeting of the Members of RAMCHANDRA LEASING AND FINANCE LIMITED will be held on Tuesday, the 30<sup>th</sup> September, 2014 at 11.00 A.M., at registered office of the company at 7, 2<sup>nd</sup> Floor, Gayatri Complex, Station Road, Visnagar 384315 to transact the following businesses:**

**(A) ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Chandrakant Ramchandra Joshi (DIN: 06694293), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration by passing the following resolution as an Ordinary Resolution with or without modification(s): -

**“RESOLVED THAT** pursuant to the provisions of Section 139 & other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Jayesh B. Patel & Co., Chartered Accountants, the retiring Auditors of the Company be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM (subject to ratification by members at every AGM held after this AGM) and that the Board of Directors be and is hereby authorized to fix the remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

**(B) SPECIAL BUSINESS**

4. **Appointment of Mr. Pradip Saremal Jain (DIN: 03363790) as a Whole Time Director of the Company.**

**To Consider and if thought fit to pass with or without modification (s), the following resolution as the ORDINARY RESOLUTION:-**

**“RESOLVED THAT** in accordance with the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the approval of the Company be and is hereby accorded for appointment of Mr. Pradip Saremal Jain (DIN: 03363790) as Whole Time Director of the Company for a period of 3 (three) years with effect from 8<sup>th</sup> August, 2014 whose office shall not be liable to retire by rotation as recommended and approved by the Remuneration Committee and Audit Committee in their respective meetings held on 8<sup>th</sup> August, 2014 on the terms & conditions as mentioned in the Explanatory Statement annexed to this notice.



**RESOLVED FURTHER THAT** Mr. Pradip Saremal Jain (DIN: 03363790) will be paid the salary and perquisites as recommended by Remuneration committee and approved by the Board from time to time based on the financial performance of the company, which will not exceeding the limits specified under Section II of Part II of Schedule V of the Act.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, Instruments as, in its discretion may be considered necessary with the Registrar of Companies”

Registered Office:  
7, 2<sup>nd</sup> Floor, Gayatri Complex  
Station Road  
Visnagar 384315

By Order of the Board  
for Ramchandra Leasing & Finance Ltd

Date: 30<sup>th</sup> August, 2014

(Asmita S. Purohit)  
Company Secretary  
M.No: 34083

**NOTES:**

1. Member entitled to attend and vote at the meeting A is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company. Proxy form duly completed must be deposited at the registered office of the Company, not less than forty-eight hours before the commencement of the Annual General Meeting. Blank proxy form is enclosed. Proxy so appointed shall not have any right to speak at the meeting.
2. As required by clause 49 of Listing Agreement, a brief profile of Shri Chandrakant R. Joshi retiring by rotation and seeking re-appointment under item no. 2 aforesaid in accordance with applicable provisions of the Companies Act, 2013 as well as those Directors who have been appointed since last Annual General Meeting are annexed.
3. The Register of Members and Share Transfer Books of the Company will remain closed from September 26, 2014 to September 30, 2014 (both days inclusive).
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
5. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 21 Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):



**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li> </ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Ramchandra Leasing & Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.



**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Thursday, 25<sup>th</sup> September, 2014 at 9.00 a.m. and ends on Saturday, 27<sup>th</sup> September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Friday, 5<sup>th</sup> September, 2014), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) (a) Note that copies of Annual Report will not be distributed at the Annual General Meeting.

6. Members holding shares in multiple folios in physical mode are requested to apply for consolidation to the Company or its Registrar & Share Transfer Agent along with relevant Share Certificates.
7. Members are requested to send all correspondence concerning registration of transfers, transmissions, subdivision, consolidation of shares or any other shares related matter and/or change in address and bank account, to company's Registered Office.
8. Members are requested to notify immediately any change in their addresses to the company. The Securities and Exchange Board of India(SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in the securities market. Members holding shares in electronic form, are therefore requested to submit the PAN to their Depository participants and members holding shares in physical form can submit their PAN details to the Company.
9. Members desirous of getting any information on any items of business of this Meeting are requested to address their queries to Compliance Officer of the Company at the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
10. All documents referred to in the accompanying notice and Statutory Registers are open for inspection at the registered office of the Company on all working days (barring Saturday and Sunday) between 11.00 a.m. to 1.00 p.m. prior to the Annual General Meeting.
11. The entire Annual Report is also available on the Company's website [www.ramchandrafinance.com](http://www.ramchandrafinance.com)





**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out all material facts relating to the special Business mentioned in the accompanying Notice:

ITEM No. 4.

Subject to the necessary approval by the Members of the Company in the General Meeting, the Board of Directors of the Company at its Meeting held on 8<sup>th</sup> August, 2014 appointed Mr. Pradip Saremal Jain (DIN: 03363790) as a Whole-time Director of the Company w.e.f. 8<sup>th</sup> August, 2014 for the period of three years i.e. from 8<sup>th</sup> August, 2014 to 7<sup>th</sup> August, 2017 as per the terms and conditions mentioned in the agreement. On resignation by Mr. Dipesh Patel as whole time director due to his pre-occupancy company in need of sound person who can take control day to day activities and management of the company. Mr. Pradip Jain has professionally joined the Board as independent director a year back and was chairman of the Audit Committee. The Board during the span of his association with the company as independent director and looking into the in-depth knowledge of finance offered him to take full control the affairs of the company. Mr. Jain has accepted the proposal to act as Whole Time Director for a period of three years commencing on 8<sup>th</sup> August, 2014.

Mr. Pradip Jain is M.Com; (Sales Tax & Income Tax Practitioner in Maharashtra). He has in-depth knowledge and practical experience in the area of Capital Market. He has vast knowledge of dealing in shares and securities and fulfils the compliance of SEBI and Exchange formalities. He is known practitioner for VAT and Income Tax in Maharashtra area and is serving around 100 groups. He is regularly papering before the Sales Tax and Income Tax authorities on behalf of his clients. He also worked as a professional director in various companies and presently director in (1) Vandana Knitwear Ltd., and (2) Marvell Capital and Finance (India) Ltd.

The Board of Directors of the Company has in accordance with the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, accorded his appointment as Whole Time Director of the Company for a period of 3 (three) years with effect from 8<sup>th</sup> August, 2014 whose office shall not be liable to retire by rotation as recommended and approved by the Remuneration Committee and Audit Committee in their respective meetings held on 8<sup>th</sup> August, 2014 on the terms & conditions as mentioned.

**TERMS AND CONDITIONS OF APPOINTMENT OF MR.PRADIP JAIN AS A WHOLE TIME DIRECTOR (From August 8, 2014 to August 7, 2017)**

1. The total remuneration payable to Mr. Pradip S. Jain, including any perquisites shall be based on the Income earned and growth of the company during the period of his tenure/ term as whole-time director, subject to the conditions and ceiling provided in the provisions of schedule V of the Companies Act, 2013. The Board will decide about remuneration and perquisites based on the recommendation of remuneration committee who reviews the performance of the company for every quarter and suggests the remuneration payable to Whole-time Director and Board based on such observation and suggestion decided monthly payment to whole time director.



2. Tenure of Appointment: Three (3) years beginning from 8<sup>th</sup> August, 2014 to 7<sup>th</sup> August, 2017.
3. Mr. Pradip Saremal Jain (DIN: 03363790) shall perform such duties as shall from time to time be entrusted upon him by the Board of Directors in accordance with the provisions of Companies Act, 2013 and the Listing Agreement with the Stock Exchanges.
4. In terms of the provision of Articles of Association, Mr. Pradip Jain shall not be subject to retirement by rotation during his tenure as whole time director.

Mr. Pradip Jain, director of Company, is concerned or interested in this resolution. None of the others directors are interested in the said resolution.

A copy of the draft agreement referred to in the resolution is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. up to and including the date of Annual General Meeting

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ENUSING ANNUAL GENERAL MEETING**

Name of Director	Chandrakant Ramchandra Joshi
Date of Birth	01.02.1952
Nationality	Indian
Date of Appointment	29.09.2011
Expertise & Qualification	<i>Commerce Graduate, Worked with Air India from 1978 -2010</i>
Shareholding in RLFL	Nil
List of outside directorship	Nil

Name of Director	Pradip Jain
Date of Birth	27.12.1972
Nationality	Indian
Date of Appointment	Re-designated as Whole Time Director w.e.f.08.08.2014)
Expertise & Qualification	M.Com, (Sales Tax & Income Tax Practitioner in Maharashtra)
Shareholding in RLFL	Nil
List of outside directorship	1. <i>Vandana knitwear limited</i> 2. <i>Marvel capital and finance (india) limited.</i>



**DIRECTORS' REPORT...**

**To The Members,**

Your Directors present this 21<sup>st</sup> Annual Report of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014.

**Financial Results**

Particulars	(in Rupees)	(in Rupees)
	Current Year 2013-14	Previous Year 2012-13
<b>Total Income</b>	4,141,938	3,678,928
<b>Total Expense</b>	3,789,176	2,274,345
<b>Profit before Finance Cost and Depreciation</b>	352,762	1,404,583
<b>Less : Finance Cost</b>	0	0
<b>Profit before Depreciation</b>	352,762	1,404,583
<b>Less : Depreciation</b>	292,518	334,407
<b>Profit/(Loss) before Tax</b>	60,244	1,070,176
<b>Provision for Tax</b>		
<b>Current Tax</b>	18,073	321,052
<b>Deferred Tax</b>	23,710	28,447
<b>Tax For earlier Years</b>	0	0
<b>Balance of Profit/(Loss) for the year</b>	18,461	720,677
<b>Balance Brought forward from the Previous year</b>	1,174,723	454,046
<b>Amount available for appropriation</b>	1,193,184	1,174,723
<b>Proposed Dividend</b>	0	0
<b>Tax on proposed Dividend</b>	0	0
<b>Balance Profit/(Loss) carried to Balance Sheet</b>	1,193,184	1,174,723



## OPERATIONS

The economic slowdown persisting for last couple of years continued in the year of 2013-2014. Both the economic environment and financial sector remains subdued throughout the year and therefore The Company has taken necessary actions and initiatives to continue its Business Operations without much change to avoid Risk factors for a small gain. The Annual growth in GDP during 2013-14 is estimated at 4.9 per cent as compared to the growth rate of 4.5 per cent in 2012-13. The latest estimate of 4.9 per cent for 2013-14 implies that the pace of economic expansion improved in the second half, given that GDP grew 4.6 per cent in the April-September period. However, in seven of the last eight quarters, India's GDP has grown at less than 5% — hit by a toxic mix of high inflation, costly loan rates and poor services and industrial sector growth. The other important factor, inflation measured by the Wholesale Price Index is around 5.5% for the year 2013-14. Besides, high inflation has prompted the Reserve Bank to raise lending rates.

During the year The company has earned net profit of Rs.18,461/- as compared to Rs.7,20,677/- in previous year. Your directors are taking various initiatives for overall better performance and optimistic for the years to come. The details of financial performance of the Company are appearing in the Balance Sheet and Profit & Loss Account for the year.

## FUTURE OUTLOOK

The Company has taken necessary steps and initiatives on the part of operations of the company depends upon certain factors such as Supply and Demand, Economic Conditions, Market Factors, Governments and Political Factors, Legal Factors, Financial, Risk & Evaluation etc. However, the major focus of the Company remains on Inflation and the twin deficits i.e. Fiscal and Current Account. Therefore, the Company believes with sound Risk management and strong capital adequacy ratio for future growth, new opportunities and to meet the challenges.

## DIVIDEND

No dividend recommended by the Board of directors in view of limited profit for the Financial Year ended 31<sup>st</sup> March, 2014

## DIRECTOR

### 1. Rotation of Director:

In accordance with Section 257 of the Companies Act, 1956 and Section 152 and other applicable provisions of Companies Act, 2013, Mr. Chandrakant Ramchandra Joshi (DIN:06694293), Director of the Company, retires by rotation at this Annual General Meeting and being eligible offer himself for re-appointment.

### 2. Change in Designation of Director

In accordance with the provisions of Section 196,197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the approval of the Company be and is hereby accorded for appointment of Mr. Pradip Saremal Jain (DIN: 03363790) as Whole Time Director of the Company for a period of 3 (three) years with effect from 8<sup>th</sup> August, 2014 whose office shall not be liable to retire by rotation as recommended and approved by the Remuneration Committee and Audit Committee in their



respective meetings held on 8<sup>th</sup> August, 2014 on the terms & conditions as mentioned in the Explanatory Statement annexed to the notice.

In accordance with the applicable provisions of the Companies Act, 2013 Mr. Dipeshbhai Ravjibhai Patel has Re-designated as a Regular Director of the Company instead of Whole Time Director w.e.f 8<sup>th</sup> August, 2014

### 3. Resignation of Directors

As per the provisions of section 168 of the Companies Act, 2013 Mr. Rameshkumar Patel, and Mr. Navinbhai Patel, Director(s) of the Company resigned from the services of the Company effective from 7<sup>th</sup> July, 2014. The Board places on record its appreciation for the Services rendered by Mr. Rameshkumar Patel, and Mr. Navinbhai Patel, to the Board and the Company.

*Based on the confirmations received, none of the Directors are disqualified for appointment under Section 274(1)(g) of the Companies Act, 1956 and Section 164(2) of Companies Act, 2013.*

### DIRECTORS' RESPONSIBILITY STATEMENT:

Your directors' confirm:

- I. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.
- II. That the directors have selected such accounting policies & applied them consistently & made judgment & estimates that are reasonable & prudent so as to give a true & fair view of the state of affairs of the company at the end of the financial year & of the Profit of the company for the year ended on 31<sup>st</sup> march, 2014
- III. That the directors have taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company & for preventing & detecting fraud & other irregularities.
- IV. That the directors have prepared the annual accounts on a going concern basis.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A detailed discussion on the Company's operations is presented in the chapter on Management Discussion and Analysis, which forms part of this Annual Report.

### Reserve Bank of India (RBI) Guidelines

As a systematically important Non Deposit taking Non-Banking Finance Company, your Company always aims to operate in compliance with applicable RBI laws and regulations and employs its best efforts towards achieving the same.

### CORPORATE GOVERNANCE REPORT

The Company has implemented all the provisions of the Corporate Governance as stipulated by Clause 49 of the listing agreements with all the stock exchanges where the Company's securities are listed. It has always been a constant Endeavour of the Company to adopt good corporate governance code through independent Board, transparent disclosures and shareholders empowerment for creating and sustaining shareholder value. A separate section on Corporate Governance along with a certificate from the auditors of the Company



certifying compliance of stipulations of Clause 49 of listing agreements with the stock exchanges with regards to the Corporate Governance code is present elsewhere.

#### **DEPOSITS**

The Company has not invited or accepted any fixed deposit from the public during the year under review.

#### **AUDITORS**

M/s Jayesh B Patel & Co., Chartered Accountants retire at the ensuing Annual General Meeting. They offer for re-appointment. Company has received their eligibility certificate in pursuant to Section 224 (1B) of the Companies Act, 1956 and section 139(2) of the Companies Act, 2013. The explanation given in Auditor's report and notes on accounts are self-explanatory and do not call for any comments.

#### **LISTING AT BSE**

The Company got In Principle Approval for Direct Listing and further trading approval from esteemed stock exchange of India. Trading of company's equity shares are available in BSE, the Symbol of the Company is RLFL and the BSE Code of the Company is 538540.

#### **PARTICULARS OF EMPLOYEES**

None of the Employees of the company was in receipt of the remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act, 1956 and corresponding section 197 of the Companies Act, 2013 as amended, during the year under review.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUT GO**

The Particulars regarding foreign exchange earnings and expenditure is NIL.

Since your company does not own any manufacturing facility, the other particulars in the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are not applicable.

#### **ACKNOWLEDGMENT**

The Board of Directors wishes to place on record its appreciation for the cooperation extended by Banks, Government Authorities, Customers, Shareholders and Employees of the Company and looks forward to a continued mutual support and co-operation.

For and on behalf of the Board

Place: Visnagar

Date: 30<sup>th</sup> August, 2014

Pradip Jain  
(Whole Time Director)

Dipesh Patel  
(Director)



MANAGEMENT DISCUSSION & ANALYSIS REPORT

Your company is registered NBFC Company with all compliant of statutory requirements and maintain highest standard of business ethics.

INDUSTRY STRUCTURE & DEVELOPMENTS

India's GDP growth peaked at 9.3% in the year 2011 and has dropped sequentially in a decade with the economy registering a paltry growth rate of five percent during the 2012-13 financial year due to poor performance of farm, manufacturing and mining sectors. The Annual growth in GDP during 2013-14 is estimated at 4.9 per cent as compared to the growth rate of 4.5 per cent in 2012-13. The latest estimate of 4.9 per cent for 2013-14 implies that the pace of economic expansion improved in the second half, given that GDP grew 4.6 per cent in the April-September period. At this juncture, economic indicators point to a revival of growth as challenges such as the steep current account deficit, tight liquidity and high food inflation have ebbed. Further, measures have been taken by the government to expedite project clearances and boost Capital Expenditure expansion. Sectors that particularly slowed were Trade & Commerce, and Financing & Insurance related businesses. During the year the mainstay of aggregate demand in the economy, stayed low in the face of high inflation that caused discretionary demand to fall. It directly affected sales and margins of manufacturing and service sector and indirectly affected financial sector in terms of lower credit demand from both retail and business segment and higher delinquencies.

The Reserve Bank of India reduced the policy repo rate under the liquidity adjustment facility (LAF) by 25 basis points from 7.5 per cent to 7.25 per cent. Consequently, the reverse repo rate revised to 6.25 per cent. The moderation in WPI inflation, deceleration in GDP growth momentum, and government's move towards fiscal consolidation enabled RBI to gradually ease monetary policy in 2013-14. After cutting the repo rate by 25 basis points, WPI inflation of 6.0 per cent in March 2013, the lowest in the last three years. Even as WPI inflation eased, retail inflation, as measured by the new consumer price index, averaged 10.2 per cent during 2012-13. Even after excluding food and fuel groups, CPI inflation remained sticky, averaging 8.7 per cent. WPI inflation is expected to be range-bound around 5.5 per cent during 2013-14. Reserve Bank will endeavour to condition the evolution of inflation to a level of 5.0 per cent by March 2014.

The consumer credit market in India has undergone tremendous transformation in last decade. The credit growth in personal loan sector for the financial year 2013-14 Stand at 14.6% in June 2014 as compared to 14% in May, 2014 which stands below 15% which is lower as compare to previous years. NBFCs have emerged as an important financial intermediary especially in the small scale, retail sector and sectors where Banks are constrained to meet requirements of sectors like realty developers/promoters.

OUTLOOK ON OPPORTUNITIES

With the new Government, the growth of Agriculture Sector at 4.6% in FY 2013-14, thanks to timely and well-distributed monsoon, as compared to 1.4% in FY 2012-13. Moreover, The Growth in agricultural sector output will drive demand from rural areas. With the new Government in power around three months ago, it struggled with various challenges on



economic front. . With the government's initiative to boost infrastructure projects and resumption of mining activity, NBFCs can also look for growth in asset financing. There also has been huge demand for short term/long term financing in respect of consumer goods and infrastructure sectors as compared to other markets. Leasing may be a useful source of financing, since access to capital markets or bank loans is difficult for small and medium size companies with unproven track records.

Our Company aims that Union Budget 2014 will help the NBFC sector serve Indians better. The Company is confident & cautiously optimistic in its outlook for the year 2014-15.

#### OUTLOOK ON THREATS, RISKS AND CONCERNS

Stake-holders are aware that financial services business has its own typical risks. The Company through its risk management system has clearly identified the external and internal risk affecting its business operations. These risks can have a serious impact on the operations of the Company as well as its profitability. Some of the common risks for finance sector - in the current environment are as under:

- Risk of Bad Debts (Non-Performing Assets) The risk of NPA is always a pertinent part of the lending business. There is always a chance that accounts become bad due to fall or collapse in the value of the asset against which funds have been advanced due to a variety of reasons. However, in our case, the Company has put in place strong asset verification and valuation processes.
- Interest Rates The RBI had resorted to increasing the interest rates many times over the last eighteen months in order to control Inflation. The volatility in interest rate and high interest rate leads to default in re-payment and thus increase of interest rates would certainly affect the business of the Company.
- Risk of Competition With globalization and continuous flow of private as well as international institution in the finance market the risk of competition in any business, and the finance business is no different. We believe that competition spurs our team to innovate without losing sight of the customer needs, the need for safety of funds deployed and the need to ensure commensurate returns.
- Global Economic Uncertainties The international events affect all financial markets of the world, and India is also affected. The affect was clearly felt in the previous year as the Indian Rupee continued to remain weak due to the crisis in Euro-zone. This may results into to stay-away attitude by foreign investors, volatility in crude price, inflation which may turned into further stress on finance market. Company there for focusing on investing its funds in assets that are fully secured and that will have least impact of global uncertainty.

The Company has put in place a Risk Management Committee as per the Guidelines on Corporate Governance issued by the Reserve Bank of India to monitor Risk Management Systems so as to ensure that the risk parameters are within the defined limits.

#### SEGMENT WISE FINANCIAL PERFORMANCE

The Company presently operate only in one business segment. The investment in shares and stocks is limited with consideration of risk management system. The focus is stand on secured advances having highest liquidity. The company's total income has increased from 36,78,928 lacs to 41,41,938 lacs and consequently Net Profit/ (Loss) stood 18,461 lacs for the year ended 31<sup>st</sup> March, 2014 after depreciation of Rs. 2,92,518 lacs.





The current approach of the company is highly cautious, there is no un-secured or secured loan and company is debt free. The Board is now felt that time has come that company should start thinking beyond and must take small risk to identify other business opportunities.

The leasing business having tough competition from banks and other private sector players was well examined. The Leasing Industry grew despite several constraints. The tough competition, tailor-made product and professional management is necessity to sustain in current leasing market. Your company has started working very hard on the said business and may give positive results in the years to come.

#### INTERNAL CONTROL SYSTEM

The Company has established its internal control system commensurate with the requirement of its size. The Company has proper and adequate system of internal controls to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition of assets and that the transactions are recorded and reported. The Finance Department of the company is well staffed with experienced and qualified personnel who will play an important role in implementing and monitoring the internal control environment and compliance with statutory requirements.

The Internal Control Systems and the procedures have been repeatedly fine-tuned and improved upon in line with business changes. The Company has also established Standard Operating Procedures for all its functional areas. The internal controls and audit systems are being reviewed periodically by the management and Audit Committee and steps are taken as part of continuous improvement.

#### HUMAN RESOURCE MANAGEMENT

Human resources are a valuable asset for any organization. The company is constantly endeavouring to source and develop skilled manpower at all levels. This is in keeping with its policy of enhancing the individual's growth potential within the framework of corporate goals. Total number of employees as on 31st March, 2014 stood at 8.

The Company is managed by a professional team under the guidance of the Whole time Director. Frequent meetings are arranged to upgrade the knowledge of the employees and to strengthen their managerial capabilities. There are no material financial and commercial transactions in which the management have personal interest that may represent a potential conflict of interest.

#### CAUTIONARY STATEMENT

Certain statements described in the Management Discussion and Analysis are describing company's objectives, predictions and forward-looking. Therefore actual results may vary from the forward looking statement in the Management Discussion and Analysis.

For and on behalf of the Board

Place: Visnagar

Date: 30<sup>th</sup> August, 2014

Pradip Jain  
(Whole Time Director)

Dipesh Patel  
(Director)



## CORPORATE GOVERNANCE REPORT

Your company is furnishing the report on Corporate Governance for Financial years in succession. The Board of Directors are happy to state that your Company has been conforming to all applicable mandatory requirements stipulated in the Listing Agreement from time to time. Your Company has always endeavoured to implement and maintain high standards of Corporate Governance norms and has been practicing the principles of good Corporate Governance.

A report in line with the requirements of the Listing Agreement and Guidelines on the Corporate Governance is given below as a part of the Director's Report.

### 1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation. Good Corporate Governance leads to long-term shareholder value and enhances interests of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and shareholder value.

The Company's essential character is shaped by the values of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavours to improve on these aspects. The Board views Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of integrity and consciousness. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on Corporate Governance is guided by the Company's philosophy of Knowledge,

#### **Action and Care**

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in Clause 49 of the Listing Agreement as applicable from time to time.

### 2. BOARD OF DIRECTORS

#### (A) COMPOSITION

The composition of Board of Directors of the company is in conformity with the requirements of clause 49 of the Listing Agreement. The Board of Directors of the company has an optimum combination of Executive and Non-Executive Independent Directors to maintain the independence of the Board. The Board further consist of learned and experienced members.

The composition: The Board Consist of Eight Members out of which 4 are independent Directors, 2 Executive Director and 2 Non-Executive Directors. The company has a non-executive Chairman.

#### **Non-Executive directors' compensation and disclosures:**

Except sitting fees within the limits prescribed under the Companies Act, 2013 no other compensation/fees has been paid to non-executive directors



**(B)** Directors' attendance at the Board Meetings during the year and also at the last Annual General Meeting, number of directorships in other companies and Membership/ Chairmanship in other committees etc. are as follows:

Name and Designation	Board Meeting Held during the tenure	Board Meeting Attended	No. of other Directorship 31.03.14	No. of other Membership In Committee As Member	No. of other Membersh ip In Committee As Chairman	Attendan ce at the Last AGM held on 30.09.13
Rameshkumar Patel Chairman (Promoter)	4	4	Nil	Nil	Nil	Present
Navin Patel Executive Director	4	4	Nil	Nil	Nil	Present
Mukesh Patel Non-Executive Director	4	4	Nil	Nil	Nil	Present
Devendrasinh Umat Independent Director	4	4	Nil	Nil	Nil	Present
Chandrakant Joshi Independent Director	4	4	Nil	Nil	Nil	Present
Ripul Kotecha Independent Director	4	4	Nil	Nil	Nil	Present
Dipesh Patel Director	4	4	Nil	Nil	Nil	Present
Pradip Jain Whole Time Director	4	4	1.Vandana Knitwear Limited  2.Marvell Capital & Finance (India) Limited	Nil	Nil	Present

**(C) Number of Board Meetings held with dates :**

During the year ended March 31, 2014, Four (4) Board Meetings were held:

- (i) 15<sup>th</sup> May, 2013      (ii) 25<sup>th</sup> July, 2013      (iii) 24<sup>th</sup> October, 2013  
(iv) 28<sup>th</sup> January, 2014

The time gap between any two meetings did not exceed four months. The compliance report in respect of laws applicable to the Company has been periodically reviewed by the Board of Directors of the Company.

- None of the director is a member of more than 10 committees or act as chairman of more than five committees.
- No independent director is resigned or removed from the board during the period under review.



**(ii) Board Functions & Procedure**

Detailed Agenda Notes with necessary information were circulated in advance to the Board during the year, all the relevant information as mentioned in Clause 49 of the Listing Agreement was placed before the Board for its consideration. The Board plays pivotal role in insuring good governance, therefore it is always policy of the company that Board Members are free to give any suggestion to enhance capability of the company and effective good governance. The major information regularly supplied to Board includes:

- ✓ Annual plans, budgets and any updates therein.
- ✓ Capital budgets and any updates therein.
- ✓ Quarterly results for the Company
- ✓ Minutes of meetings of Audit Committee and other Committees of the board.
- ✓ Material show cause, demand, prosecution notices and penalty notices, if any.
- ✓ Fatal or serious accidents, dangerous occurrences, any.
- ✓ Any material default in financial obligations
- ✓ Any significant development in human resources.
- ✓ Sale of material nature, of investments, subsidiaries, assets which is not in the normal course of business.

**Directors with materially significant related party transactions, pecuniary or business relationship with the Company**

There have been no materially significant related party transactions, pecuniary transactions or relationships between the Company and its Directors that may have potential conflict with the interests of the Company at large.

**CODE OF CONDUCT**

In accordance with the amended clause 49 of the Listing Agreement, the company has adopted a code of conduct for his directors and senior executives. The details code of conduct is available at company's website at: [www.ramchandrafinance.com](http://www.ramchandrafinance.com)

**Declaration as required under clause 49 of listing agreement:**

All Board members and senior management personnel have affirmed their compliance with the code of conduct for the year 2013-14.

Pradip Jain  
Whole Time Director

**COMMITTEES OF THE BOARD**

In accordance with the Listing Agreement of the stock exchanges on Corporate Governance, the following committees, comprising highly experienced and professional board members, were in operation:

1. Audit Committee
2. Share Transfer / Investor Grievances Committee
3. Remuneration Committee



### 3. AUDIT COMMITTEE

The role and terms of reference of Audit Committee is in line with the requirements of Section 292A of the Companies Act, 1956 and Section 177 of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement

Preliminary responsibility of audit committee:

- Oversight of the Company's financial reporting process.
- Auditing and accounting matters, including recommending the appointment of our independent auditors to the shareholders.
- Compliance with legal and statutory requirements
- Integrity of Company's financial statements, discussing with the independent auditors the scope of the annual audits, and fees to be paid to the independent auditors.
- Performance of Company's Internal Audit function, Independent Auditors and accounting practices.
- Review of related party transactions, functioning of Whistle Blower Mechanism
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
- Carrying out such other function as may be specifically referred to the Committee by the Board of Directors and / or other Committee(s) of Directors of the company.

The terms of reference of the Audit Committee includes the following:

- To seek information from any employee.
- To obtain legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it is considered necessary.
- Oversight of the company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and creditable.
- Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- Reviewing with management the annual financial statement before submission to the Board, focusing primarily on: - Any change in accounting policy and practices, Qualification in draft audit report.
- Significant adjustment arising out of audit.
- Compliance with accounting standard.
- Compliance with Stock Exchange and Legal requirement concerning financial statement.
- Any related party transaction i.e. transaction of the Company of material nature, with promoters or the management, their subsidiary or relatives etc.
- Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956 and clause (5) of Section 134 of the Companies Act, 2013
- Reviewing with management, external and internal auditor, the adequacy of internal control system and suggestion for implementation for the same.
- Reviewing the adequacy of internal audit function including the structure of internal audit department,
- Staffing and seniority of the officials heading the departments, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditor and significant finding and follow up thereon.



**As on March 31, 2014, the Audit Committee comprised of the following members:**

1. Shri Chandrakant Joshi Chairman, Independent & Non-Executive Director
2. Shri Devendrasinh Umat Member, Independent & Non-Executive Director
3. Shri Navin Patel Member, Executive Director

During the financial year 2013-14 FOUR (4) meetings of the Audit Committee were held:

(1) 15th May, 2013 (2) 25th July, 2013 (3) 24th October, 2013 (4) 28th January, 2014

**The details of the meetings attended by members during the year 2013-14 are as follows:**

<u>Name of Member</u>	<u>Designation</u>	<u>No. of Meeting held during tenure</u>	<u>No. of meeting attended</u>
Chandrakant Joshi	Chairman	4	4
Devendrasinh Umat	Member	4	4
Navin Patel	Member	4	4

Senior functional executives are also invited as and when required to provide necessary inputs to the committee. The Minutes of the Audit committee Meetings were noted by the Board of Directors of the Company at the subsequent Board Meetings.

The Chairman of the Audit Committee was present at the Annual General Meeting held on September 30, 2013.

The Compliance Officer of the Company acts as the Secretary to the Committee.

**4. SHARE HOLDERS' / INVESTORS' GRIEVANCE COMMITTEE**

The Shareholders'/Investors' Grievance Committee, inter alia, oversees and reviews all matters connected with the investor services in connection with applications received and shares allotted in the Initial Public Offer, status of refund account, conversion of partly paid shares into fully paid shares, Issue of Split/ Consolidated shares and transfer of shares of the Company.

The Committee recommends measures for overall improvement in the quality of investor services. The Board has delegated the power of approving transfer of securities to the officers of the Company.

During the financial year 2013-14 Four (4) meetings of the Shareholders'/ Investors' Grievance Committee was held:

(1) 15th May, 2013 (2) 25th July, 2013 (3) 24th October, 2013 (4) 28th January, 2014

**As on March 31, 2014, the Shareholders'/ Investors' Grievance Committee comprised of the following members:**

1. Shri Devendrasinh Umat Member & Chairman
2. Ripul Kotecha Member
3. Shri Rameshkumar Patel Member



The details of the meetings attended by members during the year 2013-14 are as follows:

Name of Member	Designation	No. of Meeting held during tenure	No. of meeting attended
Devendrasinh Umat*	Chairman	4	4
Ripul Kotecha	Member	4	4
Rameshkumar Patel	Member	4	4

### Complaints from Investors

No. of complaints pending at the beginning of the year:	Nil
No. of complaints received during the year ended 31.03.2014	Nil
No. of complaints received for Refund during the year	Nil
No. of complaints received from Stock Exchanges during the year	Nil
No. of complaints received from SEBI during the year	Nil
No. of complaints resolved / replied during the year	Nil
No. of Investors complaints pending at the ending of the year 31.03.2014:	Nil

We confirm that No complaints remained unattended / pending for more than 30 days.

There were no share transfers pending for registration for more than 15 days as on the said date.

## 5. REMUNERATION COMMITTEE

The Remuneration Committee has constituted by the Board to evaluate performance and remuneration of directors and approving remuneration payable to whole time Director.

During the year under review no remuneration is paid to Non-Executive Directors. On 25<sup>th</sup> July, 2013 the Remuneration committee recommended to the Board about remuneration payable to Mr. Dipesh R. Patel, a Whole Time Director of the Company.

The constitution and details of meeting held and attended is as under:

Name of Member	Designation	No. of Meeting held during tenure	No. of meeting attended
Devendrasinh Umat*	Chairman (Independent)	1	1
Ripul Kotecha	Member (Independent)	1	1
Chandrakant Joshi	Member (Independent)	1	1

Remuneration to whole time director:

Company has paid total Rs. 1,44,000/- (One Lac Forty Four Thousand) as lump-sum remuneration to Whole Time Director. Besides above no commission or any other prerequisites were paid to whole time director for the year under review.

**Details of shares held by Non-Executive Directors are as under:**

None of the Non-Executive directors holding any shares (Holding NIL Shares) of the company

**6. GENERAL BODY MEETINGS**

Annual General Meeting for the year 2013-14 is scheduled on Tuesday, 30<sup>th</sup> September, 2014, 11.00 A.M. The meeting will be conducted at the Registered Office of the company at 7, 2<sup>nd</sup> Floor, Gayatri Complex, Station Road, Visnagar 384315.

For those of you, who cannot make it to the meeting, please remember that you can appoint a proxy to represent you in a meeting. For this you need to fill in a proxy form enclosed with the notice for the meeting and send it to us. The last date for receipt of proxy forms by us is September 28, 2014 before 11.00 A.M.

**Annual General Meeting for Last Three Years:**

18th Annual General Meeting	29th September, 2011 At 11.00 A.M.	2nd Floor, Gayatri Complex, Station Road, Visnagar.
19th Annual General Meeting	28th September, 2012 At 11.00 A.M.	2nd Floor, Gayatri Complex, Station Road, Visnagar.
20 <sup>th</sup> Annual General Meeting	30 <sup>th</sup> September, 2013 At 11.00 A.M.	2nd Floor, Gayatri Complex, Station Road, Visnagar.

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- No special resolution was proposed at the aforesaid annual general meetings.
- No Extra ordinary General Meeting of the Members was held during the year under review.
- No Postal Ballot was conducted during the year 2013-14.

**Subsidiary Companies**

Company does not have any subsidiary company.

**7. DISCLOSURES**

The Company has fully complied with all the mandatory requirements prescribed under Clause 49 of the Listing Agreement and has adopted all suggested items to be included in the Report on Corporate Governance.

**Related Party Transaction**

There are no materially significant transactions with related parties i.e., promoters, Directors or the Management, their subsidiaries or relatives conflicting with the Company's interest. There are no transaction took place with related party which are considered to be not in the normal course of Business.





### Management Discussion and Analysis

The detailed report on Management Discussion & Analysis is given separately in the Annual Report.

### Details of Penalties & Compliance

During the last three years, there were no strictures or penalties imposed on the company either by SEBI, Stock Exchanges or any other authorities related to capital market.

### Whistle Blower Policy

The Company at present does not have a Whistle Blower Policy. However, all the employees of the Company have free access to meet senior level Management personnel and report on any points of concern. The Company is in the process of evaluating ways and means for implementation of the other non-mandatory requirements as per Annexure I D of the Clause 49 of the Listing Agreement over a period of time.

### Risk Management

The company has laid down the procedures to inform the Board about the risk assessment and minimization. The Board of Directors of the company periodically reviews these procedures to ensure that risks are managed through a properly defined framework.

### Disclosure of accounting treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) and Companies (Accounting Standards) Rules, 2006 to the extent applicable.

### CEO/CFO Certificate

Certificate from CEO/CFO for the financial year ended March, 31 2014 has been provided in this Annual Report.

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## 8. MEANS OF COMMUNICATION

In compliance with the requirements of Listing Agreement, the Company regularly intimates un-audited as well as audited financial results to the Stock Exchanges. The Company also displayed quarterly results on the website of the Company and Business Standard Newspaper.

## 9. GENERAL SHAREHOLDERS INFORMATION

### i. Annual General Meeting

- **Date &Time: Tuesday, 30th September,2014 at 11.00 a.m.**
- **Venue:7, 2<sup>nd</sup> Floor, Gaytri Complex, Station Road, Visnagar 384315**
- **Financial Year : 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014**



**ii. Appointment/re-appointment of director(s)**

**DETAILS OF DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT IN THE ENUSING ANNUAL GENERAL MEETING**

Name of Director	Chandrakant R. Joshi
Date of Birth	01.02.1952
Nationality	Indian
Date of Appointment	29.09.2011
Expertise & Qualification	Commerce Graduate, Worked with Air India from 1978 -2010
Shareholding in RLFL	Nil
List of outside directorship	Nil

Mr. Chandrakant Joshi is a commerce graduate (62) worked with Air India from 1978 to 2010. During the long tenure of his services with Air India (Govt. of India Undertaking) he worked at Managerial positions in Finance & Accounts department, looking after Purchases, Commercial, and Banking, Remuneration and Audit functions

Name of Director	Pradip Jain
Date of Birth	27.12.1972
Nationality	Indian
Date of Appointment	30.09.2013 and Re-designated as Whole Time Director w.e.f 08.08.2014
Expertise & Qualification	M.Com, (Sales Tax & Income Tax Practitioner in Maharashtra)
Shareholding in RLFL	Nil
List of outside directorship	1. Vandana Knitwear Limited 2. Marvell Capital & Finance (India) Ltd.

Mr. Pradip S Jain is holding Master degree in commerce. He has in-depth knowledge and practical experience in the area of Capital Market. Mr. Jain has vast knowledge of dealing in shares and securities and fulfill the compliance of SEBI and Exchange formalities. He is known practitioner for VAT and Income Tax in Maharashtra area and is serving around 100 groups. He is regularly papering before the Sales Tax and Income Tax authorities on behalf of his clients. He also worked as a professional director in various companies and presently director in (1) Vandana Knitwear Ltd., and (2) Marvell Capital and Finance (India) Ltd.

Presently he is not holding any membership or chairmanship of any committee other than RLFL.

**iii. Financial Calendar (Tentative)**

- Result for the qtr. ending June 30, 2014: Within 45 days from the end of Quarter
- Result for the qtr. ending Sept 30, 2014: Within 45 days from the end of Quarter
- Result for the qtr. ending Dec 31, 2014 : Within 45 days from the end of Quarter
- Result for the qtr. ending Mar 31, 2015 : Within 60 days from the end of Quarter

**iv. Book Closure date :**

26th September, 2014 to 30th September, 2014(both days inclusive)



- v. Dividend :  
No dividend being recommended by the Board during the year.
- vi. Listing of Equity Shares in Stock Exchanges & Stock Code :  
The Ahmedabad Stock Exchange Ltd - 48404  
The Vadodara Stock Exchange Ltd - 0235  
BSE Limited - 538540
- vii. Market Price Data: High, Low during each month in last financial year.  
There were no trading took place in both the stock exchanges during the year under review.
- viii. Performance in comparison to broad-based  
As there is no trading no comparison with exchange vis a vis stock is possible.
- ix. Registrar and Transfer Agents  
The Company has appointed Purva Shareregistry (India) Pvt. Ltd. As share transfer agent. The details of the same areas under:
- Purva Shareregistry (India) Pvt. Ltd.**  
J .R. Boricha marg, Opp. Kasturba Hospital Lane, Lower Parel (E),  
**MUMBAI 400 011 Tel: 022-23016761, Fax: 022-23012517.**
- x. Distribution Schedule

	Folios		Shares	
	Numbers	% of Total No.	in Rs.	% to Total amount
UPTO 5000	511	32.95	2528000	4.95
5001 TO 10000	317	20.44	3162000	6.18
10001 TO 20000	272	17.54	5312500	10.38
20001 TO 30000	86	5.54	2512600	4.91
30001 TO 40000	98	6.32	3730000	7.29
40001 TO 50000	115	7.41	5589000	10.92
50001 TO 100000	98	6.32	8907400	17.41
100001 AND ABOVE	54	3.48	19420500	37.96
TOTAL	1551	100	51162000	100

xi. Share Transfer System

All the valid transfers are registered and duly transferred and share certificates duly dispatch within 15 days from the date of receipt of transfer.

<b>Shareholding Pattern (as at March 31, 2014)</b>		
<b>Category</b>	<b>No. of Shares</b>	<b>Percentage</b>
<b>Promoters</b>	<b>05884500</b>	<b>11.50</b>
<b>Indian Public</b>	<b>45277500</b>	<b>88.50</b>
<b>Total</b>	<b>51162000</b>	<b>100.00</b>

xii. Dematerialization of shares and liquidity

Company has appointed Purva Sharegistry (India) Pvt. Ltd. As registrar and transfer agent, the Company is now looking for signing of tripartite agreement with CDSL and NSDL shortly.

xiii. Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity

There is no outstanding GDRs/ADRs/Warrants or any convertible instruments, which likely impact on equity.

xiv. Plant Locations

Company is engaged in Finance sector and does not have any plant.

xv. Address for correspondence

Ramchandra Leasing & Finance Limited  
7/8, Gayatri Complex, Station Road,  
Visnagar, Dist. Mehsana (Gujarat)  
TELE FAXESNo: 02765 288005  
Phone: 9824250787.

Exclusive E-mail Id for redressal of investor's complaints in terms of Clause 47(f) of the Listing Agreement please uses the following email for redressal of Investors Complaints.

E-mail ID: [rlandfl@gmail.com](mailto:rlandfl@gmail.com) + [investors@ramchandrafinance.com](mailto:investors@ramchandrafinance.com)

Website: [www.ramchandrafinance.com](http://www.ramchandrafinance.com)

Place: Visnagar

On behalf of the Board of Directors  
Ramchandra Leasing and Finance Limited

Date: 30<sup>th</sup> August, 2014

Pradip Jain  
(Whole Time Director)

Dipesh Patel  
(Director)



## CERTIFICATE BY CHIEF EXECUTIVE OFFICER (CEO)

I Pradip Saremal Jain, a Whole Time Director of Ramchandra Leasing & Finance Ltd. to the best of our knowledge and belief hereby certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2014 and that to the best of our knowledge and belief;
- ✓ These statements do not contain any materially untrue statement or omit any material fact nor contain statements that might be misleading, and
  - ✓ These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violate the company's code of conduct;
- (c) We accept responsibility for establishing and maintaining internal controls, we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and audit committee, deficiencies in the design or operation on internal controls, if any, of which we are aware and the steps that we have taken or propose to take to rectify the identified deficiencies and
- (d) We have informed the auditors and the audit committee that :
- a. There has not been any significant changes in internal control over financial reporting during the year under reference;
  - b. There has not been any significant changes in accounting policies during the year requiring disclosed in the notes to the financial statements; and
  - c. There has not been any 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.

Place: Visnagar  
Date: 30<sup>th</sup> August, 2014

Pradip Jain  
(Whole Time Director)



**CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE  
GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To,  
The Members,  
Ramchandra Leasing and Finance Limited,  
Visnagar,

We have examined the compliance of conditions of corporate governance by Ramchandra Leasing and Finance Limited for the year ended on 31st March, 2014, as stipulated in clause 49 of the listing agreement of the said company with the stock exchanges.

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

In our opinion and to the best of our information and according to the explanation given to us, we certify that:

- ✓ The company has generally complied with the conditions of corporate governance as stipulated in the above- mentioned listing agreement.
- ✓ We state that no investor grievances are pending for a period exceeding one month against the company as per records maintained by the Share transfer /Investor Grievance Committee.

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: Visnagar  
Date: 30<sup>th</sup> August, 2014

For S Bhattbhatt & Co  
Company Secretaries

S D Bhattbhatt  
Proprietor

**Membership No: A11975  
COP No. 10427**



## AUDITORS' REPORT

### INDEPENDENT AUDITOR'S REPORT

To the Members of **Ramchandra Leasing and Financing Limited**

#### Report on the Financial Statements

We have audited the accompanying financial statements of Ramchandra Leasing and Financing Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and Cash Flow 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, 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. 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 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 and 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 to the extent applicable to the Company.

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 [and proper returns adequate for the purposes of our audit have been received from branches not visited by us];

c. the Balance Sheet and Statement of Profit and Loss dealt with by this Report are in agreement with the books of account [and with the returns received from branches not visited by us];

d. in our opinion, the Balance Sheet and Statement of Profit and Loss comply with the Accounting Standards referred to in sub-section (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 and Section 164(2) of the Companies Act, 2013

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.

### **Annexure to Auditor's Report**

The Annexure referred to in the Auditor's Report to the Member of **Ramchandra Leasing and Financing Limited** on the accounts for the year ended 31<sup>st</sup> March, 2014, we report that:

(i) (a) The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.

(b) We have been informed that the fixed assets of the Company are physically verified by the Management according to a phased program designed to cover all the items over a period of two years, which in our opinion, is reasonable having regards to the size of the Company and the nature of its



assets. Pursuant to the program, physical verification was carried out during the year and no material discrepancies were noticed.

(c) During the year, the Company has not disposed of substantial part of fixed assets.

(ii) (a) The Inventory has been physically verified by management during the current year. In our opinion, the frequency of such verification is reasonable.

(b) The procedures for the physical verification of inventory followed by management are reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) The company has maintained proper records of inventory. No material discrepancies were noticed on physical verification of inventory.

(iii) (a) According to the information and explanations given to us, the Company has not Granted any loans, secured or unsecured to Companies, firms or other parties Covered in the register maintained under section 301 of the Companies Act 1956.

(b) According to the information and explanations given to us, The Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act 1956 have been so entered.

(iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regards to the purchases of inventory, fixed assets and for the sale of goods & services and trading activity. In our opinion, and according to the information and explanations given to us, there is no major weakness has been noticed in internal control system.

(v) (a) In our opinion, and according to the information and explanations given to us, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 such transaction have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time..

(vi) According to the information and explanations given to us, the company has not accepted deposits from the public within meaning of section 58A and 58AA of the Act and the rules framed there under and accordingly company has passed the Board resolution.

(vii) In our opinion, the company has internal audit system. However, there is scope of increasing the coverage, so as to be commensurate with its size and the nature of its business.

(viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209 (1) (d) of the Companies Act, 1956 and we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the records for determining whether they are accurate or complete.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Investor Education and Protection Fund, Income Tax, Sales Tax, VAT, Wealth Tax, service tax, Custom Duty, Excise Duty, Cess and any other dues during the year with the appropriate authorities. There are no undisputed dues payable for a period of more than six months from the date they became payable on 31-03-2014.

According to the information and explanations given to us, the company has no disputed dues of Sales Tax, Income Tax, Custom duty, Wealth Tax, Service Tax, VAT, Excise duty, Cess as on the balance sheet date.

(x) The Company does not have any accumulated losses at the end of the financial year. The Company has not incurred Cash losses in the financial year and immediately preceding such financial year.

(xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or Debenture holders.

(xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

(xiii) The Company is not a chit fund / nidhi / mutual benefit fund / societies. Hence, the provisions of sub clauses (a), (b), (c) and (d) are not applicable.

(xiv) According to the information and explanations given, the company deals/trades in shares, bonds, debentures, securities, and other investments and proper records have been maintained of the transactions and contracts wherein timely entries have been made, and the shares, bonds, debentures securities and other investments are held by the company in its name. Further the company has been holding certificate of registration issued by the Reserve Bank of India relating to NBFC.

(xv) According to information and explanations given to us, the Company has not given any guarantee for loans taken by others from Banks or Financial Institutions.

(xvi) The Company has not obtained any term loan, accordingly, Para 4 (xvi) of the Order is not applicable.

(xvii) According to the information and explanation given to us, and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long term investment.

(xviii) During the year the company has not made any preferential allotment of shares to parties & companies covered in the Register maintained under Section 301 of the Companies Act, 1956.

(xix) The Company did not have outstanding debentures during the year. Accordingly, no securities or charge have been created.

(xx) The Company has not raised any money by public issues during the year.

(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

Place: Visnagar  
Date: 30<sup>th</sup> August, 2014

Chartered Accountants  
CA. Jayesh Patel  
Proprietor

Membership No: 34745



**NON BANKING FINANCIAL COMPANIES AUDITOR'S REPORT**

**To,  
The Board of Director  
Ramchandra Leasing & Finance Limited  
Gayatri Complex,  
Station Road, Visnagar.**

Dear Sir,

As required by the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 1988 issued by Reserve Bank of India, on the matters specified in para 3 and 4 of the said Directions to the extent applicable to the Company, we report that:

- i. The Company had applied for registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 and has been granted certificate of registration by Reserve Bank of India 12<sup>th</sup> March, 1998 having Registration No. 01.00109.
- ii. The Company has passed a resolution for non-acceptance of public deposits.
- iii. The Company has not accepted any public deposits during the year 2013-14.
- iv. For the financial year ended 31.03.2014, the Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts as applicable to the Company.

Place : Visnagar  
Date:30<sup>th</sup> August, 2014

For Jayesh Patel & Co.  
Chartered Accountants  
CA. Jayesh Patel  
Proprietor  
Membership No: 34745

Balance Sheet as on 31<sup>st</sup> March, 2014

in Rs.

Particulars	Note No	As at 31st March, 2014	As at 31st March, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	<b>A</b>	51,162,000	51,162,000
(b) Reserves and Surplus	<b>B</b>	1,193,184	1,174,723
<b>(2) Non-Current Liabilities</b>			
(a) Deferred tax liabilities (Net)		313,809	290,099
(b) Other Long term liabilities		-	-
<b>(3) Current Liabilities</b>			
(a) Other current liabilities	<b>C</b>	92,175	72,511
(b) Short-term provisions	<b>D</b>	250,690	523,231
<b>Total</b>		<b>53,011,858</b>	<b>53,222,564</b>
<b>II.Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	<b>E</b>	4,126,042	4,418,560
(ii) Intangible assets		-	-
(b) Non-current investments	<b>F</b>	6,930,793	7,247,333
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances	<b>G</b>	34,350,450	34,984,584
<b>(2) Current assets</b>			
(a) Cash and Cash Equivalents	<b>H</b>	1,310,611	1,524,497
(b) Short-term loans and advances	<b>I</b>	4,358,282	3,984,355
(c) Other current assets	<b>J</b>	1,935,680	1,063,235
<b>Total</b>		<b>53,011,858</b>	<b>53,222,564</b>

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**Significant Accounting Policies and other explanatory notes and information**

**O**

Dipesh Patel  
Director

Pradip Jain  
Whole Time Director

Chandrakant Joshi  
Director

Mukesh Patel  
Director

Place: Visnagar  
Date: 30<sup>th</sup> August, 2014

For Jayesh Patel & Co  
Chartered Accountants  
Jayesh Patel  
Proprietor  
Membership No: 34745



Statement of Profit and Loss for the year ended 31st March, 2014

in Rs.

Particulars	Note No	31st March, 2014	31st March, 2013
<b>I. Revenue from operations</b>	<b>K</b>	3,975,184	3,511,615
<b>II. Other Income</b>	<b>L</b>	166,754	167,313
<b>III. Total Revenue (I +II)</b>		<b>4,141,938</b>	<b>3,678,928</b>
<b>IV. Expenses:</b>			
Employee benefit exp	<b>M</b>	1,601,206	839,657
Other expenses	<b>N</b>	2,187,970	1,434,688
<b>Total Expenses</b>		<b>3,789,176</b>	<b>2,274,345</b>
<b>V. Profit before Interest, Depreciation and tax</b>		<b>352,762</b>	<b>1,404,583</b>
Depreciation		292,518	334,407
<b>VI. Profit before tax</b>		<b>60,244</b>	<b>1,070,176</b>
<b>VII. Tax expense:</b>			
Current tax		18,073	321,052
Deferred tax		23,710	28,447
<b>VIII. Profit/(Loss) for the year</b>		<b>18,461</b>	<b>720,677</b>
<b>IX. Earning per equity share:</b>			
Basic & Diluted (Rs.1/- each)		0.0004	0.014

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**Significant Accounting Policies and other explanatory notes and information**

**O**

Dipesh Patel  
Director

Pradip Jain  
Whole Time Director

Chandrakant Joshi  
Director

Mukesh Patel  
Director

Place : Visnagar  
Date:30<sup>th</sup> August, 2014

For Jayesh Patel & Co.  
Chartered Accountants  
Jayesh Patel  
Proprietor  
Membership No: 34745



**Notes to Balance Sheet As at 31st March**

**2014**

**2013**

**A. Share Capital**

**(a) Shares authorized**

55,000,000	(31st March 2014: ) equity shares of Rs.1/- each	55,000,000	55,000,000
		<b>55,000,000</b>	<b>55,000,000</b>

**(b) Shares issued, subscribed and fully paid :**

51,162,000	(31st March 2014:51162000) Equity Shares of Rs.1/- each	<b>51162000</b>	<b>51162000</b>
		<b>51,162,000</b>	<b>51,162,000</b>

**(c) Reconciliation of Shares outstanding at the beginning and at the end of the reporting period :**

At the Beginning of the period	<b>51162000</b>	<b>51162000</b>
Issued during the period	<b>0</b>	<b>0</b>
		<b>51,162,000</b>
Outstanding at the end of the period	<b>51,162,000</b>	<b>51,162,000</b>

**(d) The rights, preferences and restrictions including restrictions on the distribution of dividends and the repayment of capital;**

**Equity Shares**

The company is having only one class of shares i.e. Equity carrying a nominal value of Rs.1/- per share Every holder of the equity share of the Company is entitled to one vote per share held

**In the event of liquidation of the Company, the equity shareholders will be entitled to receive remaining assets of the Company after the distribution / repayment of all creditors. The distribution to the equity shareholders will be in proportion of the number of shares held by each shareholder.**

The Company has not declared and paid dividend on the equity shares.

**(e) Shares in the company held by each shareholder holding more than 5% shares specifying the number of shares held:**

Name	No. of Shares	Percentage	No. of Shares	Percentage
NIL	-	-	-	-



in Rs.

**Notes to Balance Sheet As at 31st March**

**2014**

**2013**

**B. Reserves and Surplus :**

(a) Statutory Reserve

Balance as per the last financial statements

**284,597**

**140,462**

Add : Transferred from Statement of Profit and Loss

**12,049**

**144,135**

**296,646**

**284,597**

(b) Surplus / (deficit) in the statement of profit and loss

Balance as per last financial statements

**890,126**

**313,584**

Surplus / (Deficit) for the year

**18,461**

**720,677**

Less: Appropriations

Transfer to Statutory Reserve

**12,049**

**144,135**

Total Appropriations

**12,049**

**144,135**

Net Surplus / (Deficit) in the statement of profit and loss

**896,538**

**890,126**

Total Reserves and Surplus

**1,193,184**

**1,174,723**

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**C. Other current liabilities:**

(a) Other current liabilities

**92,175**

**72,511**

**92,175**

**72,511**

**Notes to Balance Sheet As at 31st March**

**2014**

**2013**

**D. Short-term provisions:**

Provision for Taxation

-

321,052

Provision for Standard asset

116,190

97,179

Provision for Employee Benefits

134,500

105,000

**250,690**

**523,231**



E Tangible Fixed assets

Description of Assets	Gross Block			As on 31.03.2014	Depreciation & Amortization			Net Block	
	As on 01.04.2013	Add	Del		Dep as on 01.04.2013	Add	Dep as on 31.03.2014	WDV as on 31.03.2014	WDV as on 31.03.2013
<b>Building</b>	6032000	0	0	6032000	2030247	200088	2230335	3801665	4001753
<b>Computer</b>	371921	0	0	371921	327501	17768	345269	26652	44420
<b>Furniture &amp; Fixture</b>	1245500	0	0	1245500	993376	45635	1039011	206489	252124
<b>Car</b>	928000	0	0	928000	843557	21862	865419	62581	84443
<b>Electric Installation</b>	170800	0	0	170800	134981	7164	142145	28655	35819
<b>Grand Total</b>	<b>8748221</b>	<b>0</b>	<b>0</b>	<b>8748221</b>	<b>4329662</b>	<b>292518</b>	<b>4622179</b>	<b>4126041</b>	<b>4418560</b>

F. Non-Current Investment

Quoted (Non-Trade)

2013-14                      2012-13

Investment at cost

6,930,793

72,47,333

Less

Adjustment on account of Diminution

In the value of Investment

Nil

Nil

6,930,793

72,47,333

ARVIND LIMITED EQ	400
ARVIND REMEDIES EQ NEW FV RS.10/	350
Bank of India	500
BHUVAN TRIPURA EQ FV RE 1/-	15000
CCL International	41200
CONSOLIDATED FIB EQ	500
ESSAR STEEL INDI EQ NEW FV RS.10/-	180
EXCEL GLASSES LI EQ NEW FV Re.1/-	100
Finalysis & Credit	6000
GATEWAY DISTRIPE EQ	10
GUJARAT INDUSTRI EQ	200
GUJARAT NRE MEQ RS.10/-	45004
GUJARAT STATE PE EQ	50
HIT KIT GLOBAL S EQ FV RS 2/-	5000





## Ramchandra Leasing & Finance Limited

HOTLINE GLASS LI EQ	200
INDIAN OIL CORPO EQ	42
INTEGRA GARMENTS EQ NEW FV RS.3/-	1000
JSW STEEL LIMITE 0.01% PREF 15MR20	660
KAVVERI TELECOM EQ	250
MIRC ELECTRONIC EQ FV RE.1/-	500
MORARJEE TEXTILE EQ NEW FV RS.7/-	1000
MOSCHIP SEMICONCOND EQ	250
OPAL INDUSTRIES EQ	1000
ORCHID CHEMICALS EQ	100
RASHTRIYA CHEMIC EQ	150
RELIANCE INDUSTR EQ	155
RUBFILA INTERNAT EQ NEW FV RS.5/-	380
SHRI LAKSHMI COT EQ	1000
SM DYECHAM LIMIT EQ NEW F.V. RS.10/-	30
SPARSH BPO SERVI EQ	66
SPEL SEMICONCOND EQ	100
SUN TECHNO OVERS EQ FV RE. 1/-	4500
SURAT TEXTILE MI EQ NEW RS.1/-	2500
TATA TELESERVICE EQ	651
TUBE INVESTMENTS EQ NEW FV RS.2/-	200
UNITECH LIMITED EQ NEW FV RS.2/-	100
VIJAY TEXTILES L EQ NEW FV RS. 10/-	30
WANBURY LIMITED EQ NEW FV RS.10/-	200



Notes to Balance Sheet As at 31st March

2014

2013

**G. Long-term loans and advances : ( Unsecured, considered good)**

(a) Long-term loans and advances	34,350,450	34,984,584
	<b><u>34,350,450</u></b>	<b><u>34,984,584</u></b>

**H. Cash and Cash Equivalents:**

(a) Cash & Bank balance	1,310,611	1,524,497
	<b><u>1,310,611</u></b>	<b><u>1,524,497</u></b>

**I. Short-term loans and advances (Unsecured, considered good)**

(a) Advances to customers	4,358,282	3,984,355
	<b><u>4,358,282</u></b>	<b><u>3,984,355</u></b>

**J. Other current assets:**

(a) Other	1,935,680	1,063,235
	<b><u>1,935,680</u></b>	<b><u>1,063,235</u></b>

<b>Total Loans &amp; Advances</b>	<b>38,708,732</b>	<b>38,968,939</b>
(a) Short term loans & advances	4,358,282	3,984,355
(b) Long term loans & advances	34,350,450	34,984,584

Ramchandra Leasing & Finance Limited

Notes to Financial Statement for the year ended 31st March

2014

2013

**K. Revenue from :**

A Interest	3,975,184	3,511,615
	<u>3,975,184</u>	<u>3,511,615</u>

**L. Other Income :**

Rent Income	132,000	132,836
Other Income	34,754	34,477
	<u>166,754</u>	<u>167,313</u>

**M. Employee's Benefit Expenses:**

Salaries and Benefits	1,601,206	839,657
	<u>1,601,206</u>	<u>839,657</u>

**N. Other Expenses**

Admin Exp	1,922,758	1,398,687
Provision for Standard asset	19,011	6,030
Provision for doubtful debts	246,201	29,971

2,187,970

1,434,688

Place: Visnagar  
Date: 30<sup>th</sup> August, 2014

For Jayesh Patel & Co  
Chartered Accountants  
Jayesh Patel  
Proprietor  
Membership No: 34745



Notes: - Significant Accounting Policies and other explanatory notes and information.

**A. SIGNIFICANT ACCOUNTING POLICIES :**

**(a) Basis of Accounting**

The financial statements have been prepared under the historical cost convention and on accrual basis of accounting and in accordance with applicable Accounting Standards and relevant presentational requirement of the Companies Act, 1956.

**(b) Recognition of Income**

**(i) Sales of Shares & Securities**

Sale of Shares are recognized as per contract note.

**(ii) Rent Income**

Rent Income is recognized as per contract between the parties.

**(iii) Other income**

(a) Other income is recognised on accrual basis except when realization of such Income is uncertain.

(b) The prudential norms for income recognition and provisioning in respect of Loans and Advances. have been made as per RBI norms for Non-Banking Financial Companies.

**(c) Fixed Assets**

(i) Fixed Assets are stated at cost of acquisition or construction. These costs exclude Mod vat/ Service tax credit if availed, but include The borrowing cost up to the date commercial production, wherever applicable.

(ii) As required by AS 28 on impairment of Assets issued by ICAI, the Company has Carried out as exercise of identifying the assets that may have been impaired. There were no impaired assets during the year mainly on account of economic performance and alternative viability of such assets.

**(d) Depreciation**

(i) Depreciation has been provided on Written Down Value Method basis on all assets at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956 and New Schedule II as per Companies Act, 2013.

(e) **Investments**

Investments are long-term investments and are stated at the cost of their acquisition. Long term investments are stated at cost less provisions, if any, for decline other than temporary in their value.

(f) **Inventories :**

Inventories are valued at lower of cost and net realizable value.

(g) **Retirement Benefits**

(i) **Gratuity**

Gratuity is provided on the basis of actual valuation

(ii) **Leave Encashment**

The benefit of encashment of leave is given to the employees of the company during their service and on retirement. The accumulated leave liability as at the end of the year is provided for on actual valuation.

(h) **Taxes on Income**

The provision for taxation is ascertained on the basis of assessable profit computed in accordance with the provisions of the Income-tax Act, 1962.

Deferred tax is recognized, subject to the consideration of prudence, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

Deferred Tax assets are recognized only if there is a reasonable or virtual certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each balance sheet date.

**Provisions and Contingent**

(l) **Liability:**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources. When there is possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

**B. NOTES TO ACCOUNTS**

- 1 Capital commitment not provided for amount Rs. Nil (Rs. Nil)
- 2 Contingent liabilities not provided for : Rs. Nil
- 3 There are no Micro and Small Enterprises, to whom the company owes dues, which are outstanding for more than 45 days as at 31st March' 2014. This information as required to be disclosed under the Micro, small and Medium Enterprise Development Act, 2006 has been determined to the extent such parties have been identified on the basis of Information available with the company.

**4 Notes on Accounts:**

- i) In view of the depreciation deferred tax Liability as at the year end is recognized as under.

Deferred tax liability on account of depreciation

Less : Deferred tax assets on account of items u/s 43b & others

Less : Deferred tax assets on losses to the extent of Deferred tax liability.

\_\_\_\_\_

\_\_\_\_\_

NIL

- ii) Special Reserve is created in the current year in view of Profit.

**5 Segment Reporting :**

The company engaged in investment activity and there for ,there is only one reportable segment in accordance with Accounting Standards 17 are given as per Annexure A.

Accounting Standards 17.

**6 There are no Related Parties pursuant to Accounting Standard 18 issued by the Institute of Chartered Accountants of India :**

NIL

<b>7 Earnings Per Share</b>	<b>0.0004</b>	<b>0.014</b>
a Net Profit / ( Loss ) available for equity shareholders	<b>18,461</b>	<b>720,677</b>
b Number of equity shares used as denominator for calculating EPS	5,11,62000	5,11,62000



c Earnings / ( Loss ) per share (Basic and diluted )	0.0004	0.014
Face value per share Rs.1 each	-	-
(a) Expenditure in foreign currency during the year on account of		
(I) Royalty, Know-how, professional fees	NIL	NIL
(II) Interest	NIL	NIL
(III) Others		
(a) Foreign Tour	NIL	NIL
(b) Membership fees, Subscription etc.	NIL	NIL
(K) Earning in foreign exchange	NIL	NIL

**8** Figures shown in brackets are of corresponding figures of previous year.



**SCHEDULE TO THE BALANCE SHEET OF NON-DEPOSIT TAKING NBFC**

**(AS REQUIRED IN TERMS OF PARAGRAPH 13 OF NON-BANKING FINANCIAL (NON-DEPOSIT ACCEPTING OR HOLDING)**

**COMPANIES PRUDENTIAL NORMS (RESERVE BANK) DIRECTIONS, 2007)**

**LIABILITIES SIDE**

1	<u>Loans and advances availed by the non-banking company inclusive of interest accrued thereon but not paid:</u>	Amount Outstanding	Overdue
(a)	Debenture		
	Secured	Nil	Nil
	Unsecured	Nil	Nil
	(other than falling within the meaning of public deposits*)		
(b)	Deferred Credits	331882	Nil
(c)	Term Loans	Nil	Nil
(d)	Inter-corporate loans and borrowing	Nil	Nil
(e)	Commercial Paper	Nil	Nil
(f)	Other Loans (specify nature)	Nil	Nil

**ASSETS SIDE**

2	<u>Break-up of Loans and Advances including bills receivables (other than those included in (4) below</u>		
(a)	Secured	Nil	Nil
(b)	Unsecured	34350450	246201
3	<u>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</u>		
(i)	Lease assets including lease rentals under sundry debtors :		
(a)	Financial lease	Nil	Nil
(b)	Operating lease	Nil	Nil
(ii)	Stock on hire including hire charges under sundry debtors	Nil	Nil
(a)	Assets on hire	Nil	Nil
(b)	Repossessed Assets	Nil	Nil
(iii)	Other loans counting towards AFC activities	Nil	Nil
(a)	Loans where assets have been repossessed	Nil	Nil
(b)	Loans other than (a) above	Nil	Nil
4	<u>Break-up of Investments :</u>		
	<i>Current Investments</i>		
		Nil	Nil
(i)	Quoted		
(a)	Shares (Equity)	Nil	Nil
(b)	Debentures and Bonds	Nil	Nil
(c)	Units of mutual funds	Nil	Nil
(d)	Government Securities	Nil	Nil
(e)	Others (please specify)	Nil	Nil
(ii)	Un-Quoted		
(a)	Shares (Equity)	Nil	Nil
(b)	Debentures and Bonds	Nil	Nil
(c)	Units of mutual funds	Nil	Nil
(d)	Government Securities	Nil	Nil





(e)	Others (please specify)	Nil	Nil
	<i>Long Term Investments</i>		
(i)	Quoted		
(a)	Shares (Equity)	6930793	Nil
(b)	Debentures and Bonds	Nil	Nil
(c)	Units of mutual funds	Nil	Nil
(d)	Government Securities	Nil	Nil
(e)	Others (please specify)	Nil	Nil
(ii)	Un-Quoted		
(a)	Shares (Equity)	Nil	Nil
(b)	Debentures and Bonds	Nil	Nil
(c)	Units of mutual funds	Nil	Nil
(d)	Government Securities	Nil	Nil
(e)	Others (please specify)	Nil	Nil
5	<u>Borrower group-wise classification of assets financed as in (2) and (3) above :</u> Please see Note 2 below		Amount Net of Provisions
	Category	Secured	Unsecured
	<b>1. Related Parties</b>		
	(a) Subsidiaries	Nil	Nil
	(b) Company in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	<b>2. Other than related Parties</b>	Nil	34350450
	TOTAL	Nil	34350450
6	<u>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</u>		
	Category	Market Value /Breakup or Fair Value or NAV	Book Value (Net of Provisions)
	<b>1. Related Parties</b>		
	(c) Subsidiaries	Nil	Nil
	(d) Company in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	<b>2. Other than related Parties</b>	Nil	Nil
	TOTAL		
7	<u>Other Information</u>		
	Particulars	Amount	
(I)	GROSS NON PERFORMING ASSETS		
	(a) Related Parties	Nil	
	(b) Other than related Parties	Nil	
(II)	NET NON PERFORMING ASSETS		
	(a) Related Parties	Nil	
	(b) Other than related Parties	Nil	
(III)	ASSETS ACQUIRED IN SATISFACTION OF DEBTS	NIL	

## Ramchandra Leasing & Finance Limited

On verification of books of accounts of M/s. Ramchandra Leasing & Finance Ltd. For the year 2013-14 having its Registered Office at 7, 2<sup>nd</sup> Floor, Gayatri Complex, Station Road, VISNAGAR 384315, we certify that the Company has continued the business of non-banking finance institution for the year 2013-14 and is requiring holding the Certificate of Registration issued to the company under section 45 IA of RBI Act, 1934. It is further certified that income/assets pattern of the company for the year 2013-14 is as under:

### (A) Assets Pattern:

SR No.	Details	Amounts (Rs.)	% of total Assets
1	Total Assets	53029931	100
2	Total Financial Assets (i.e. 3+4+5)		
3	Investment	6930793	13.07
4	Loans & Advances	38708732	72.99
5	Assets Finance (EL & HP)	0	0

### (B) Income Pattern:

SR No.	Details	Amounts (Rs.)	% of total Income
1	Total Income	4141938	100
2	Income from Financial Assets (i.e. 3+4+5)	3975184	95.97
3	Income from Investment	425184	10.26
4	Income from Loans & Advances	3550000	85.71
5	Total Income from Assets Finance (EL & HP)	0	0

Place : Visnagar  
Date:30<sup>th</sup> August, 2014

For Jayesh Patel & Co.  
Chartered Accountants  
Jayesh Patel  
Proprietor  
Membership No: 34745



## Cash Flow Statement

Statement of Cash Flow :	2013-2014	2012-2013
	Rs.	
<b>(A) : CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit after taxation and extraordinary items	18,461.00	720,677.00
Adjustment for :		
Depreciation	292,518.00	334,407.00
Interest Expenses	-	-
Profit on sale of Fixed Assets	-	-
Preliminary Expenses Written off	-	-
Provision for Taxation Written back	-	-
Interest Income	(3,975,184.00)	(3,511,615.00)
Operating Profit before Working Capital changes	(3,664,205.00)	(2,456,531.00)
Adjustment for working capital changes :		
Movement in Working Capital		
(Increase) / Decrease in Assets & Loans & Advances	(373,927.00)	(2,47,254.00)
Increase / (Decrease) in other current liabilities	19,664.00	37,491.00
Increase / (Decrease) in short term provisions	(272,541.00)	144,073.00
(Increase) / Decrease in inventories	-	-
(Increase) / Decrease in current assets	(872,445.00)	1,625,403.00
Increase / (Decrease) in Deferred tax liability	23,710.00	28,447.00
(Increase) / Decrease in Deferred tax assets	-	-
(Increase) / Decrease in long term loans & Advances	634,134.00	(2,171,011.00)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>(4,505,610.00)</b>	<b>(3,039,382.00)</b>
<b>(B) : CASH FLOW FROM INVESTING ACTIVITIES :</b>		
(Increase) / Decrease in Investments	316,540.00	(293,693.00)
Interest Income	3,975,184.00	3,511,615.00
Addition / Purchase of Fixed Assets	-	-
Sale proceeds of Fixed Assets	-	-
<b>NET CASH GENERATED FROM INVESTING ACTIVITIES</b>	<b>4,291,724.00</b>	<b>3,217,922.00</b>
<b>(C) : CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Interest Expenses	-	-
Proposed Dividend	-	-
Issue of Share capital	-	-
Increase / (Decrease) in borrowings	-	-
<b>NET CASH INVESTED IN FINANCING ACTIVITIES</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>(213,886.00)</b>	<b>178,538.00</b>

Ramchandra Leasing and Finance Limited

CIN: L65910GJ1993PLC018912

Registered Office: 7, Second Floor, Gaytri Complex,  
Station Raod, Visnagar 384315

1

Folio No/Client ID & DP Id:

**ATTENDANCE SLIP**

TWENTY FIRST ANNUAL

GENERAL MEETING on

Tuesday, **30th**

**September**

**2014** At 11.00 A.M.

At 7, 2nd Floor, Gaytri Complex,

Station Raod,

Visnagar 384315

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting

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I record my presence at the  
Twenty First Annual General Meeting

\_\_\_\_\_  
Name of Proxy in BLOCK LETTERS  
(If the Proxy attends instead of the Member)

\_\_\_\_\_  
Signature of Member/Proxy



**PROXY FORM**

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

**CIN: L65910GJ1993PLC018912**

Name of the Company: Ramchandra Leasing and Finance Limited

Registered Office: 7, Second Floor, Gayatri Complex, Station Road, Visnagar 384315

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No. / Client ID	
DP ID:	

I/We being the member(s) of \_\_\_\_\_, shares of Ramchandra Leasing And Finance Limited hereby appoint

1. Name: \_\_\_\_\_ Address \_\_\_\_\_

Email ID: \_\_\_\_\_

Signature: \_\_\_\_\_, or Failing him/her.

2. Name: \_\_\_\_\_ Address \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or Failing him/her.

3. Name: \_\_\_\_\_ Address \_\_\_\_\_

Email Id \_\_\_\_\_

Signature: \_\_\_\_\_, or Failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the company, to be held on Tuesday, the 30<sup>th</sup> September, 2014 at 11.00 a.m. at 7, Second Floor, Gayatri Complex, Station Road, Visnagar 384315 Dist. Mehsana, and at any adjournment thereof in respect of such resolutions as are indicated below

Resolution No.	Resolution	Vote (Optional See Note No. 5)	
		For	Against
<b>ORDINARY BUSINESS</b>			
1.	Adoption of Audited Balance sheet as at 31 <sup>st</sup> , March 2014 and the Audited Statement of Profit & Loss of the Company for the Financial year ended on 31 <sup>st</sup> , March 2014 and the Reports of Board of Directors and Auditors thereon.		
2.	Appointment of Mr. Chandrakant Ramchandra Joshi, who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Appointment of Statutory Auditors of the Company and authorize the Board to fix their Remuneration.		
<b>SPECIAL BUSINESS</b>			
1.	Appointment of Mr. Pradip Saremal Jain as a Whole Time Director of the Company		



Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ Day of September, 2014

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. For the Resolutions and Explanatory Statement, please refer to the Notice of the Twenty First Annual General Meeting.
4. Please refer note no. 1 to the Notice for relevant provisions relating to Proxy.
5. It is optional to indicate your preference. Please put 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all of the Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.





fast easy creative

## RAMCHANDRA LEASING & FINANCE LIMITED

Date: 18<sup>th</sup> September, 2014

Scrip Code No. 538540 Company Symbol: RLFL

To,  
The Manager, (DCS & CRD)  
**Bombay Stock Exchange Limited**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001

In Compliance with the Clause 31 of the Listing Agreement for Equity Shares, the following is the covering letter of the Annual Audit Report to be filed with Stock Exchange.

### FORM - A

1.	Name of Company	Ramchandra Leasing and Finance Limited
2.	Annual Financial Statement for the year ended	31 <sup>st</sup> March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Not Applicable
5	To be signed by-	
	➤ CEO/Managing Director	<i>P. S. Jan</i>
	➤ CFO	<i>N.A.</i>
	➤ Auditor of the company	<i>J. S. Jan</i>
	➤ Audit Committee Chairman	<i>Chandrup J. Jani</i>



TELEFAX : 02765 - 288005, 9824250787,  
Email : rlandfl@gmail.com, Web : www.ramchandrafinance.com

Regd. Office :  
7, 2nd Floor,  
Gayatri Complex,  
Station Road,  
Visnagar - 384 315.

Corp. Office :  
201, Helix,  
Nr. Hotel Kansar,  
Sayajigunj,  
Vadodara-390 005.

Branch :  
Ashok Stores,  
Khot Chawl, L. T. Road,  
Opp. Goyal Shopping Centre,  
Borivali (W), Mumbai - 400 092