

SAM LEASECO LIMITED

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- Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai - 400 001.

(CIN: L65910MH1980PLC022765)

FORM A

1.	Name of the Company	Sam Leaseco Limited
2.	Annual financial statements for the year ended	For the Financial Year ended 31 st March 2014
3.	Type of Audit observation	Un - qualified
4.	Frequency of observation	Not Application

For Sam Leaseco Limited



Mitesh Jain
Managing Director



Rajeev Kothari
Chairman of Audit
Committee

For Pulindra Patel & Co.
Chartered Accountants
Firm Reg No. 115187W



(Pulindra Patel)
Partner
M. No. 048991

Sam Leaseco Limited

Annual Report 2013-2014

BOARD OF DIRECTORS

Mr. Mitesh Jain - Managing Director
Mr. Asim Dalal
Mr. Nitin Velhal
Mr. Yogesh Gupta
Mr. Rajeev Kothari
Mr. Devanshu Desai

BANKERS

HDFC Bank Ltd.

AUDITORS

Pulindra Patel & Co
(Chartered Accountants)

REGISTERED OFFICE

Bhupen Chambers, Ground Floor,
Dalal Street, Fort, Mumbai-400 001

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind. Premises, 1st Floor,
44-E, M Vasanti Marg, Andheri- Kurla Road,
Safed Pool, Andheri (E),
Mumbai-400072, Maharashtra

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NOTICE

NOTICE Is hereby given that the 33rd Annual General Meeting of the members of **SAM LEASECO LIMITED** will be held on **Tuesday, 30th September, 2014 at 1:00 P. M.** at 1306, Orchid, Mantri Park, New Mahada, Near NNP Circle, Goregaon (E), Mumbai – 400 065, Maharashtra to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March 2014 and the Balance Sheet as on that date and the reports of the Board of Directors' and the Auditor's thereon.
2. To appoint a Director in place of Mr. Asim Dalal, (DIN: 00062734) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Pulindra Patel & Co., Chartered Accountants, Mumbai (Firm Reg. no. 115187W), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration as may be decided by the Board of Directors".

SPECIAL BUSINESS:

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

"RESOLVED THAT subject to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force) and Clause 49 of the Listing Agreement and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, consent of Members of the Company be and is hereby accorded for appointment of Mr. Devanshu Desai, (DIN No.: 00493980), Director of the Company, and in respect of whom the Company has received a notice from a Member in writing, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for a term of five consecutive years i.e. up to 31st March, 2019.

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

"RESOLVED THAT subject to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act 2013, and the rules made there under (including any statutory modification(s) or re-enactment thereof and any rules made thereunder, for the time being in force) and Clause 49 of the Listing Agreement and pursuant to provisions of Articles of Associations of the Company and subject to such other approvals as may be required, consent of Members of the Company be and is hereby accorded for appointment of Mr. Rajeev Kothari, (DIN No.: 00147196) Director of the Company, and in respect of whom the Company has received a notice from a Member in writing, proposing his candidature for the office of Director, as an Independent Director of the Company to hold office for a term of five consecutive years i.e. up to 31st March, 2019.

By order of the Board of Directors
For **Sam Leaseco Limited**

Place: Mumbai
Date: 14-08-2014

Sd/-
Mitesh Jain
Managing Director

NOTES:

1. The details under Clause 49 of the Listing Agreement with Stock Exchanges in respect of Director proposed to be reappointed at the Annual General Meeting, is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. The proxies to be effective should be deposited at the registered office of the company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 25th September, 2014 to Tuesday, 30th September, 2014 (both days inclusive).
4. All documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
5. All members are requested to intimate changes, if any, in their registered address, immediately to the Registrar & Transfer Agents, Sharex Dynamic India Pvt. Ltd. or to their depository participants in case shares are held in depository form.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.
7. In terms of the provisions of clause 35A of Listing Agreement and Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Friday, 22nd August, 2014 to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting along with the User ID and Password are being sent to all the Members alongwith the notice.

The instructions for e-voting are as under:**a) In case of members receiving e-mail:**

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> 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. 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. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 the number of shares held by you as on 22nd August, 2014 in the Dividend Bank details field .

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <SAM LEASECO LIMITED> on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.com> 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.
 - 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 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.
- b) In case of members receiving the physical copy:**
Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- c)** The voting period begins on Tuesday, 23rd September, 2014 (9.00 a.m.) and ends on Thursday, 25th September, 2014 (6.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on date 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
- d)** 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.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- a.** The Company has appointed Mr. Shreyans Jain, Practicing Company Secretary, (Membership No.18839), to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner.
- b.** The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.
- c.** The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.

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

The following explanatory statement sets out in detail all material facts relating to the item of Special Business as mentioned in the accompanying Notice convening the Annual General Meeting of the Company.

Item No.4 and 5

Mr. Devanshu Desai and Mr. Rajeev Kothari are Independent Directors of the Company and have held the position as such with the Company.

The Companies Act, 2013 (hereinafter referred as the "Act") and the Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *interalia* stipulating the conditions for the appointment of Independent Directors by a Listed Company.

It is proposed to appoint Mr. Devanshu Desai and Mr. Rajeev Kothari as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement for a period of five consecutive years i.e. upto 31st March 2019, and they shall not be liable to retire by rotation.

In the opinion of the Board Mr. Devanshu Desai and Mr. Rajeev Kothari fulfils the conditions specified in the Act and rules made thereunder as also under the Listing Agreement for their appointment as Independent Directors of the Company and are Independent of the Management. Further these Directors are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director. Further the Company has received notices in writing from member's alongwith the deposits of requisite amount under Section 160 of the Act proposing the candidature of each of Mr. Devanshu Desai and Mr. Rajeev Kothari for the office of Independent Directors of the Company.

The Company has also received declarations from the Directors that they meet with the criteria of Independence as prescribed both under sub section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement with Stock Exchange.

Mr. Devanshu Desai and Mr. Rajeev Kothari are interested in the respective resolution as appointee as set out in item no. 4 and 5 of the Notice with regard to their respective appointment.

Copy of the draft letters for respective appointments of Mr. Devanshu Desai and Mr. Rajeev Kothari as Independent Directors setting out the terms and conditions are available for inspection by members free of cost at the Registered office of the Company as the time specified as above.

The Directors, therefore, recommend the Resolutions as set out in item nos. 4 and 5 for the approval of the Members of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in these Resolutions.

By order of the Board of Directors
For **Sam Leaseco Limited**

Place: Mumbai
Date: 14-05-2014

Sd/-
Mitesh Jain
Managing Director

Details of Director seeking appointment - reappointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges)

Particulars	Mr. Rajeev Kothari	Mr. Devanshu Desai	Mr. Asim Dalal
Date of Birth and Nationality	31.07.1968 & Indian	26.02.1963 & Indian	06.01.1968 & Indian
Relationship with other Directors <i>Interse</i>	None	None	None
Date of Appointment	24.05.2012	05.10.1996	15.07.1991
Expertise in specific functional area	Finance, Accounts & Taxation	Finance and Accounts	Finance, Capital Market, Retail Business
No. of Equity Shares held in the Company	Nil	Nil	50,000
Directorship in other Indian Public Limited Companies as on 31.3.2014	1	7	5

DIRECTORS' REPORT

To the Shareholders,

Your Directors take pleasure in presenting the 33rd Annual Report and the audited accounts of the Company for the year ended 31st March 2014.

FINANCIAL PERFORMANCE

The financial performance of the Company for the financial year ended 31st March 2014 is summarized below:

(Rs. in Lacs)

Particulars	2013 - 14	2012 - 13
Sales and other Income	99.97	59.60
Profit before Depreciation and Tax	48.74	51.08
Depreciation	0.01	0.01
Profit Before Tax	48.73	51.06
Provision for Tax	19.05	10.20
Provision for Deferred Tax	0.00	0.00
Prior Year Tax Adjustment	0.00	0.00
Profit After Tax for the year	29.68	40.87

RESULTS OF OPERATIONS

During the year your company has achieved revenue of Rs. 99.97 Lacs as compare to Rs.59.60 Lacs in the corresponding previous financial year and has made net Profit after Tax of Rs.29.68 Lacs as against Net Profit of Rs.40.87 Lacs in corresponding previous financial year. The management of the Company is continuously making efforts to initiate and implement the new business opportunities for the enhancement of wealth of shareholders.

DIVIDEND

In order to conserve the reserves to meet the needs of increased operation, the Board of Directors has decided not to declare dividend for the financial year.

FIXED DEPOSITS

Your Company has not accepted any fixed deposits from the public and is therefore not required to furnish information in respect of outstanding deposits under Non-Banking Financial Companies (Reserve bank) Directions, 1966 and Companies (Acceptance of Deposits) Rules, 1975.

BOARD OF DIRECTORS**i). Composition of Board of Directors:**

The Board of Directors of the Company comprises of six Directors. In accordance with the requirements of the Companies Act and provisions of Articles of Association of the Company, Mr. Asim Dalal retire by rotation and being eligible, offer himself for reappointment.

In terms of the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Qualification of Director) Rules, 2014, the Independent Directors can hold office for a term upto five (5) consecutive years as Directors of your company and will not be liable to retire by rotation. Accordingly, it is proposed to appoint Mr. Devanshu Desai, and Mr. Rajeev Kothari as Independent Directors of the Company to hold the office for a term of 5 (five) consecutive years upto 31st March, 2019.

AUDITORS

M/s. Pulindra Patel & Co., Chartered Accountants, the Auditors of the Company, retire at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment. A certificate has been obtained from them pursuant to the provisions of the Companies Act to the effect that their appointment, if made, would be within the limits prescribed thereunder.

CORPORATE GOVERNANCE

The Company has complied with the requirements of Corporate Governance as stipulated under clause 49 of the Equity Listing Agreement of BSE Limited and accordingly, the Report on Corporate Governance forms part of the Annual Report.

The requisite Certificate from the Statutory Auditors of Company M/s. Pulindra Patel & Co., regarding compliance with the conditions of Corporate Governance as stipulated in Clause 49 of Equity Listing Agreement is annexed to this Report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, it is hereby confirmed:

1. That in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. That the Directors had prepared the annual accounts for the year under review, on a 'going concern' basis.

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

As the Company is not engaged in any manufacturing activity, furnishing of information in respect of conservation of energy and technology absorption as required under Section 217(1)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 does not arise for your Company.

Further, the Company neither used nor earned any foreign exchange during the year under report.

PARTICULARS OF EMPLOYEES

There are no employees whose details are required to be given in accordance with the provisions of Section 217(2A) of the Companies Act, 1956 (the Act), read with the Companies (Particulars of Employees) Rules, 1975.

ACKNOWLEDGEMENTS

The Directors thank the Company's customers, vendors, investors, business associates and bankers for the support to the Company as also thank the Government, Statutory and Regulatory authorities. The Directors also appreciate and value the contributions made by every employee of the Company.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 28-05-2014

Sd/-
Mitesh Jain
Managing Director

REPORT ON CORPORATE GOVERNANCE FOR THE F.Y. 2013 – 14

The report is in accordance with Clause 49 of the Listing Agreement and depicts company's views, policies, procedures and reflecting essence of Corporate Governance in them.

1. Company's Philosophy:

The Company's philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices. This philosophy has been sought to be strengthened through the Code of Conduct. The Company will continue to focus its energies and resources in creating and safeguarding of shareholders' wealth and, at the same time, protect the interests of all its stakeholders.

2. BOARD OF DIRECTORS:**2.1 Composition:**

The Board of Directors as on date viz: 31st March, 2014 comprises of six Directors, of which four are Non-Executive who brings in a wide range of skills and experience to the Board. The Chairman is Non-Executive and the number of Independent Directors is two. The composition of the Board is in conformity with Clause 49 of the Listing Agreement. None of the Directors of the Company are related to each other.

During the year six Board Meetings were held during the year and the gap between two meetings did not exceed four months. The dates were: 30th May, 2013; 14th August, 2013; 30th September, 2013; 14th November, 2013; 3rd December, 2013 and 14th February, 2014.

None of the Directors on the Board is a Member on more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49), across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by the Directors.

The information as required under Annexure IA to Clause 49 is being made available to the Board.

2.2 Composition of Board and attendance record:

Name of Director	Category	Attendance at		No. of other Directorships and other Committee Memberships / Chairmanship		
		Board Meetings	Last AGM	Other Directorships #	Committee Memberships ##	Committee Chairmanships
Mr. Asim Dalal	Promoter – Non Executive	6	No	5	—	—
Mr. Devanshu Desai	Non-Executive	4	No	7	—	—
Mr. Nitin Velhal	Executive	6	Yes	5	—	—
Mr. Yogesh Gupta	Non- Executive	4	Yes	0	—	—
Mr. Rajeev Kothari	Non-Executive	4	Yes	1	—	—
Mr. Mitesh Jain	Executive (Managing Director)	6	Yes	1	—	—

Alternate Directorships and directorships in private companies, foreign companies and Section 25 Companies are excluded.

Represents Memberships / Chairmanships of Audit Committee and Shareholders' / Investors' Grievance Committee.

The Company does not pay any fees / compensation to any Non – Executive. Also, no sitting fee has been paid to any Non – Executive Director during the year.

3. AUDIT COMMITTEE:

The Audit Committee met four times during the year on 30th May, 2013; 14th August, 2013; 14th November, 2013; 14th February, 2014; and the Audit Committee has optimum composition of Non-Executive Independent Directors and statutory auditors also attended the meeting and attendance of the members was as under;

Name of Directors	Meetings Held	No. of Meetings Attended
Mr. Rajeev Kothari – Chairman	4	4
Mr. Yogesh Gupta	4	4
Mr. Devanshu Desai	4	4

The members possess adequate knowledge of Accounts, Audit and Finance etc. Mr. Rajeev Kothari is the Chairman of the Audit Committee.

The broad terms and reference of Audit Committee are to review the financial statements before submission to Board, to review reports of the Auditors and Internal Audit department and to review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors etc. In addition, the powers and role of the Audit Committee are as laid down under Clause 49 II C & D of the Listing Agreement entered with the Stock Exchanges and Section 177 of the Companies Act, 2013 and rules made thereunder.

The Audit Committee invites such of the executives, as it considers appropriate (and particularly the person responsible for the finance and accounts function) to be present at its meetings. The Statutory Auditors are also invited to the meetings.

4. NOMINATION AND REMUNERATION COMMITTEE (EARLIER CALLED AS REMUNERATION COMMITTEE)

The Nomination and Remuneration Committee (earlier called as Remuneration Committee) consists of three Directors and during the year the committee met once on 14th August, 2014, Mr. Yogesh Gupta is the Chairman of the Committee. The Constitution of the Committee and the attendance of each member during the year are as given below:

Name of Directors	Meeting Held	No. of Meetings Attended
Mr. Yogesh Gupta – Chairman	1	1
Mr. Rajeev Kothari	1	1
Mr. Devanshu Desai	1	1

The terms of reference of the 'Remuneration Committee' are as follows:

To determine on behalf of the Board and on behalf of the Shareholders the Company's policy on specific remuneration packages for Executive Directors including pension rights and any compensation payment.

Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The name of the said Committee is now "Nomination and Remuneration Committee" and the terms of the reference has been enlarged as required under the provisions of the Companies Act, 2013 and Listing Agreement

The details of the remuneration paid, if any, to executive director are disclosed in the related party transactions in the notes to accounts section of the report. However, there is no sitting fees paid to Non – Executive Directors for attending Board and Committee Meetings.

Details of shares held BY NON - EXECUTIVE DIRECTORS:

The shares held by the Non – Executive Directors of the Company as on 31st March, 2014 are given below:

Name of Director	No. of Equity Shares (Rs.1 each)
Mr. Asim Dalal	50,000

5. STAKEHOLDERS RELATIONSHIP COMMITTEE (EARLIER KNOWN AS SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE):

The Stakeholders Relationship Committee comprises of Mr. Rajeev Kothari – Chairman (Independent; Non Executive); Mr. Yogesh Gupta (Non-Executive) and Mr. Nitin Velhal (Non Executive). The Stakeholders Relationship Committee met twice during the financial year. The details of the meeting attended by the Directors are as given below:

Name of Directors	No. of Meetings Held	No. of Meetings Attended
Mr. Rajeev Kothari	2	2
Mr. Yogesh Gupta	2	2
Mr. Nitin Velhal	2	2

The terms of reference of the committee are *interalia* as follows:

- Review the reports submitted by the Registrars and Share Transfer Agents of the Company at half yearly intervals.
- Investor relations and redressal of shareholders grievances including relating to non-receipt of dividend, Annual Report, non – receipt of shares etc.
- Oversee the performance of the Registrars and Share Transfer Agents of the Company.

There are no Share holder's complaints pending with the company.

Mr. Mitesh Jain, Managing Director is the Compliance Officer. His address and contact details are as given below:

Address: Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai – 400 001

Phone: 022 – 4050 9999; **Fax:** 022 – 4050 9900; **Email:** samleaseco@gmail.com

6. ANNUAL GENERAL MEETINGS:

The details of date, time and location of Annual General Meetings (AGM) / Extra Ordinary General Meetings (EGM) held in previous three years are as under:

AGM / EGM	Date	Time	Venue	Special Resolution
AGM	30.09.2013	4:00 PM	Aura Hall, B - 6, Brindavan Apartments, Junction of Link Road and Yogi Nagar Road, Yogi Nagar, Borivali (W), Mumbai – 400 091	Appointment of Mr. Mitesh Jain as Managing Director of the Company
EGM	25.03.2013	1.30 PM	Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai - 400001.	Issue and allotment of 1,00,00,000 Equity Shares of Rs.10 each on preferential basis.
AGM	26.09.2012	2.00 PM	Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai-400001	No
EGM	19.06.2012	3.30 PM	Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai-400001.	<ul style="list-style-type: none"> • Increase in Authorized Capital of Company from existing Rs. 1,00,00,000 to Rs.20,00,00,000; • Issue of 1,00,00,000 Equity Shares of Rs.10 each on preferential basis to other than Promoters.
AGM	28.09.2011	2.00 PM	Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai-400001.	No

The Company has passed One Special Resolutions through postal ballot in the previous year with respect to obtaining approval of shareholders for enhancing limit under Section 372A of the companies act, 1956. And voting pattern was as under;

Particulars	No.
a) Number of valid postal ballot forms received	25
b) Votes in favour of the Resolution under Section 372A of the Companies Act, 1956	16,97,705
c) Votes against Resolution under Section 372A of the Companies Act, 1956	50
d) Percentage of votes in favour of the Resolution	99.99

No Court-convened Meetings were held during the last three years.

7. DISCLOSURES:

There were no materially significant related party transactions i.e. transaction of the Company of material nature with its Promoters, Directors or the Management or their relatives etc. that would conflict with the interests of the Company.

No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years excepting payments made to BSE Limited for revocation of suspension.

The Whistle Blower Policy (WBP) adopted by the Company in line with Clause 7 of Annexure 1D to Clause 49 of the Listing Agreement during year. The Company affirms that no employee has been denied access to the Audit Committee.

All mandatory requirements as per Clause 49 of the Listing Agreement have been complied with by the Company.

The Company follows Accounting Standards issued by The Institute of Chartered Accountants of India and there are no statutory audit qualifications in this regard.

In terms of Clause 49(V) of the Listing Agreement, the Managing Director made a certification to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

8. MEANS OF COMMUNICATION:

a). The quarterly un-audited financial results are published in English and Vernacular newspapers. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered address with the company.

b). The Management Discussion and Analysis Report, in compliance with the requirements of Clause 49 of the Listing Agreement is annexed to the Directors' Report and forms part of this Annual Report being sent to all the members of the Company. All matters pertaining to industry structure and developments, opportunities and threats, segment / product wise performance, outlook, risks and concerns, internal control and systems, etc. are discussed in the said report.

9. GENERAL SHAREHOLDERS INFORMATION:

a).Annual General Meeting:

Date and Time	: Tuesday, 30 th September, 2014 at 1:00 PM
Venue	: 1306, Orchid, Mantri Park, New Mahada, Near NNP Circle, Goregaon (E), Mumbai – 400 065, Maharashtra
Dates of Book Closure	: Thursday, 25 th September, 2014 to Tuesday, 30 th September, 2014 (Both days inclusive)

b).Financial calendar 2014-2015 (tentative):

First quarterly results	:	August, 2014
Second quarterly results	:	November, 2014
Third quarterly results	:	February, 2015
Annual results for year ending on 31.03.2014	:	May, 2015
Annual General Meeting for the year 2014	:	around September, 2015

c).Listing on Stock Exchanges:

The Company's Equity Shares are listed on the BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.

The Company has paid Annual Listing Fees as applicable, to the BSE for the financial year 2014-15.

Script Code Equity :	SAMLEPU / 504345
ISIN Equity :	INE368N01024
Face Value :	Rs.1 per share

d).Market Price Data:

The monthly high / low market price of the Equity Shares of Company during the year 2013-14 at the BSE Limited is as under;

Month	BSE Limited (BSE)	
	High (in Rs. per share)	Low (in Rs. per share)
April, 2013	217.00	174.75
May, 2013	293.60	181.20
June, 2013	265.00	204.00
July, 2013	326.00	257.00
August, 2013	267.00	262.50
September, 2013	263.00	263.00
October, 2013	315.00	276.00
November, 2013	399.95	330.70
December, 2013	433.00	365.00
January, 2014	497.70	46.50*
February, 2014	53.75*	42.65*
March, 2014	48.80*	36.50*

*Equity Share of Rs.10 sub-divided into ten shares of Rs.1 each

e) Registrar & Share Transfer Agents:

Sharex Dynamic (India) Pvt. Ltd.
 Unit-1, Luthra Ind. Premises, 1st Floor,
 44-E, M Vasanti Marg, Andheri - Kurla Road,
 Safed Pool, Andheri (E), Mumbai -400072, Maharashtra
Tel.: 022-22641376, **Fax:** 022-22641349
Email: Sharexindia@vsnl.com, **Website:** www.sharexindia.com

f).Distribution of Shareholding:

The distribution of shareholding as on 31st March, 2014 is given below:

Sr. No	No of Equity Shares	No. of Shareholders	No. of Shares(Rs.1/-)	% of Total shares
1.	1 - 5,000	387	183,217	0.18
2.	5,001 - 10,000	11	82,003	0.08
3.	10,001 - 1,00,000	18	734,780	0.72
4.	100,001 & Above	54	101, 000,000	99.02
	Total	470	102,000,000	100.00

g). Dematerialisation of Shares and Liquidity:

The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Particulars of Shares	Equity Shares of Rs.1 each	
	Number	% of total
Dematerialised form		
NSDL	5,13,08,828	50.30
CDSL	5,05,83,672	49.59
Sub Total	101,892,500	99.89
Physical form	1,07,500	0.10
Total	102,000,000	100.00

h). Registered Office:

Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort,
Mumbai – 400 002 Tel: 022 – 4050 9999; Fax: 022 – 4050 9900;

Designated exclusive e-mail id for Investor servicing: samleaseco@gmail.com

Website: www.samleaseco.com

10. CORPORATE ETHICS

The Company adheres to the highest standards of business ethics, compliance with statutory and legal requirements and commitment to transparency in business dealings. A Code of Conduct for Board Members and a Code of Conduct for Prevention of Insider Trading has been adopted pursuant to clause 49 (D) of the Listing Agreement & the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (as amended), respectively:

a. Code of Conduct for Board Members and Senior Management:

The Board of Directors of the Company has adopted the Code of Conduct for its Board members and Senior Management.

b. Declaration affirming compliance of Code of Conduct:

The Company has received confirmations from the Directors regarding compliance of the Code of Conduct during the year under review.

A declaration by Managing Director affirming compliance of Board members to the Code is also annexed herewith.

c. Code of Conduct for Prevention of Insider Trading:

The Company has adopted the Code of Conduct for Prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares. The Managing Director has been appointed as the Compliance Officer and is responsible for adherence to the Code.

d. Compliance Certificate by Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in clause 49, which is annexed herewith.

11. DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

AS PROVIDED UNDER CLAUSE 49 OF THE LISTING AGREEMENT, THE BOARD MEMBERS HAVE AFFIRMED COMPLIANCE WITH THE CODE OF CONDUCT FOR THE YEAR ENDED 31.03.2014.

By order of the Board For Sam Leaseco Limited

Place: Mumbai
Date: 28-05-2014

Sd/-
Mitesh Jain
Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
Sam Leaseco Limited
Mumbai

We have examined the compliance of conditions of Corporate Governance by Sam Leaseco Limited for the year ended on March 31, 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 a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance as stipulated in the said clause. 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, according to the explanations given to us and the representation made by management, we certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the above mentioned Listing Agreement.

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

For Pulindra Patel & Co
Chartered Accountants
FRN No. 115187W

Sd/-
PULINDRA PATEL
Proprietor
Membership No. 48991

Place: Mumbai
Date: 28-05-2014

MANAGEMENT DISCUSSION AND ANALYSIS**INDUSTRY STRUCTURE AND DEVELOPMENTS:**

Today, Leasing is an essential part of the financial systems and provides an important source of funds for every sector of the Indian Economy. Leasing is used as an additional source of capital for financing the capital assets of industries which enables them to reduce the earlier dependence on working capital resources. Leasing helps entrepreneurs to reduce their cost substantially as they do not have to set aside amount towards for capital assets. These funds can be used for investment with high returns or as working capital.

The Leasing Industry holds immense potential. The growing Indian Economy will continue to provide several growth opportunities for the financial services industries in India. A positive development in the industry adding to the conviction that the Leasing Industry has good future prospects is that Indian Industry is shedding its conservative attitude of preference for asset ownership and increasingly moving towards leased equipment.

BUSINESS OVERVIEW:

Inflation continues to Trouble India and hence there has been demand for Lease financing in respect of consumer goods and infrastructure sectors as compared to other markets. Leasing may be only source of financing as access to capital market or bank loans is difficult for small and medium size companies with unproven track records.

The Company with its successful experience responds to the market developments by adopting safe credit policies and procedures and prudent asset and liability management instead of attempting to force growth.

FINANCIAL AND OPERATING PERFORMANCE:

The total income of the Company for the financial year 2013-14 was at Rs. 99.97 Lakhs compared to Rs.59.60 Lakhs during the previous year. The Company has earned Net Profit of Rs.29.68 Lakhs for the year 2013-14 as compared to Net profit of Rs.40.87 Lakhs during the previous year. The Company expects to earn increased revenues in the near future.

SEGMENT WISE PERFORMANCE:

The Company's business is of financial activities viz. providing lease assistance, Hire Purchase Financing and Loans. However, the Company has not yet begin its operation of leasing and hence the requirement to furnish segment wise performance will not be applicable.

HUMAN RESOURCES:

Human Resources are important asset of any business. The timely availability of professional team is one of the key challenges. The Company maintains healthy and motivating work environment through various measures. This will help the Company to retain and recruit professional work force. Initiatives are taken to upgrade the knowledge of the employees and to strengthen their managerial capabilities.

RISKS, INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal risk is monitored by adopting effective internal control systems and procedures. The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF SAM LEASECO LIMITED****Report on the Financial Statements**

We have audited the attached Balance Sheet of SAM LEASECO LIMITED as at 31st March, 2014 and also the Profit and Loss Account of the Company for the year ended on that date annexed thereto and Cash Flow Statement for the year ended on that date.

Managements 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 accounting principles generally accepted in India, including the Accounting Standards notified under the Companies Act, 1956, read with General Circular 15/2013 dated 13th 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with notes thereon, give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India

- i) in the case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2014 ;
- ii) in the case of Profit and Loss Account, of the Profit of the Company for the year ended on that date; and
- iii) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, 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 accounts as required by law have been kept by the Company, so far as it appears from our examination of those books;
- c) The Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d) In our opinion, the Balance Sheet and Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the mandatory accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956, read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
- e) On the basis of the written representations received from the directors, as on 31st March, 2014 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2014 from being appointed as director in terms of clause (g) of sub-section 1 of Section 274 of the Companies Act, 1956.

For Pulindra Patel &Co.

Chartered Accountants

FRN No. 115187W

Sd/-

Pulindra Patel

Proprietor

Membership No. 48991

Place : Mumbai

Date : 28th May, 2014

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

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

(b) All fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) In our Opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
2. There are no Inventories in the company therefore this clause is not applicable.
3. a) According to the information and explanations given to us, the company has granted loan to one party covered in the register maintained under Section 301 of the Act, maximum amount involved during the year is Rs. 1,718,999/- and year end balance is Rs. 1,697,599/-

b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans are not prima facie prejudicial to the interest of the company.

c) In respect of loans granted, repayment of the principal amount is as stipulated and payment of interest has been regular.

d) There is no overdue amount of loans granted to companies, listed in the register maintained under section 301 of the Companies Act, 1956.

e) According to the information and explanations given to us, the Company has taken unsecured loans from one party covered in the register maintained under Section 301 of the Companies Act, 1956 maximum amount involved during the year is Rs. 213,500/- and year end balance is Rs. 213,500/- .

f) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions for such loans taken are not prima facie prejudicial to the interest of the company.

g) In respect of loans taken, repayment of the principal amount is as stipulated and payment of interest has been regular.
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
5. In respect of the contracts or arrangements referred to in Section 301 of the Companies Act,1956:

(a) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements, that need to be entered in the Register maintained under Section 301 of the Act, have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of such contracts or arrangements exceeding value of Rupees Five lacs have been entered into during the financial year at prices which are reasonable having regard to the prevailing market price at the relevant time.

6. The Company has not accepted any deposits from the public.
7. In our opinion, the internal audit system commensurate with the size and nature of its business.
8. The maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub section (1) of section 209 of the Act.
9. a) According to the information and explanations given to us and on the basis of the examination of the books of account, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Customs Duty, Excise Duty, cess and other statutory dues applicable to it with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Customs Duty, Excise Duty, cess and other undisputed statutory dues were outstanding, at the year end for a period of more than six months from the date they became payable.
- c) The company did not have to pay any disputed dues except workman compensation and the office of the custodian as under :

Name of Statute / Description	Amount (in Rs.)	Period to which the amount relates	Due Date
Workmen compensation	45,174/-	1997-98	04.09.1996
The custodian under special court (Trial of offence relating to transactions in security act 1992)			
Loan	27,33,157/-	1993-94	01.04.1992
Interest	92,15,092/-	1993-94 to 2011-12	Immediate

10. The Company has no accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by the audit and has not incurred cash losses in the immediately preceding financial year.
11. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institution or by way of debentures.
12. According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
14. In respect of dealing in shares, debentures, securities and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other investments have been held by the Company in its own name.

15. According to the information and explanations given to us, the Company had not given guarantee for loan taken by subsidiary from a bank.
16. The Company did not have any term loans outstanding during the year.
17. We have been informed by the management that the funds raised on short-term basis have not been used for long-term investment, though surplus funds which were not required for immediate utilisation have been gainfully invested in Shares, Mutual Fund, Liquid Fund and investments payable on demand.
18. The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any debentures during the year.
20. The Company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For Pulindra Patel & Co.

Chartered Accountants

FRN No. 115187W

Sd/-

(Pulindra Patel)

Proprietor

Membership No. 48991

Place: Mumbai

Date: 28th May, 2014

BALANCE SHEET AS AT 31ST MARCH, 2014

Particulars	Note No.	As at 31 March, 2014	As at 31 March, 2013
		Rs.	Rs.
I) EQUITY & LIABILITIES :			
1) SHAREHOLDERS' FUNDS :			
(a) SHARE CAPITAL	1	102,000,000	102,000,000
(b) RESERVES AND SURPLUS	2	6,548,978	3,581,340
(c) MONEY RECEIVED AGAINST SHARE WARRENTS		-	-
		108,548,978	105,581,340
2) NON-CURRENT LIABILITIES			
(a) LONG - TERM BORROWINGS	3	1,385,657	1,385,657
(b) DEFERRED TAX LIABILITY (NET)		-	-
(c) OTHER LONG TERM LIABILITIES	4	9,215,092	9,215,092
(d) LONG - TERM PROVISIONS		-	-
		10,600,749	10,600,749
3) CURRENT LIABILITIES			
(a) SHORT TERM BORROWINGS	5	2,710,000	210,000
(b) TRADE PAYABLES		-	-
(c) OTHER CURRENT LIABILITIES	6	96,498	142,695
(d) SHORT - TERM PROVISIONS	7	900,956	473,330
		3,707,454	826,025
TOTAL Rs.		122,857,181	117,008,114
II) ASSETS :			
1) NON - CURRENT ASSETS			
(a) FIXED ASSETS			
(i) TANGIBLE ASSETS	8	5,196	6,344
(ii) INTANGIBLE ASSETS		-	-
(iii) CAPITAL WORK - IN - PROGRESS		-	-
(iv) INTANGIBLE ASSETS UNDER DEVELOPMENT		-	-
(b) NON - CURRENT INVESTMENT	9	177,435	177,435
(c) DEFERRED TAX ASSETS (NET)	10	1,498	1,488
(d) LONG - TERM LOANS & ADVANCES	11	116,877,630	-
(e) OTHER NON - CURRENT ASSETS	12	1,202,496	1,603,328
		118,264,256	1,788,595
2) CURRENT ASSETS			
(a) CURRENT INVESTMENT	13	3,069,630	-
(b) INVENTORIES		-	-
(c) TRADE RECEIVABLES	14	800,000	800,000
(d) CASH & BANK BALANCE	15	628,284	572,087
(e) SHORT - TERM LOANS & ADVANCES	16	95,012	113,847,432
(f) OTHER CURRENT ASSETS		-	-
		4,592,925	115,219,519
		122,857,181	117,008,114

NOTES ON FINANCIAL STATEMENTS

1 to 24

As per our report of even date.

For and on behalf of the Board

For Pulindra Patel & Co.
Chartered Accountants
ICAI firm Registration No. 115187W

Sd/-
Pulindra M. Patel
Proprietor
Membership No.: 048991

Sd/-
Mitesh Jain
Managing Director
DIN-05318530

Sd/-
Yogesh Gupta
Director
DIN-00239016

Place : Mumbai
Date : 28-05-2014

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

Particulars	Note No.	Current Year	Previous Year
		Rs.	Rs.
I) REVENUE FROM OPERATIONS		-	-
II) OTHER INCOME	17	9,996,653	5,959,677
III) TOTAL REVENUE (I+II)		9,996,653	5,959,677
IV) EXPENSES :-			
DEPRECIATION, AMORTISATION AND IMPAIRMENT	8	1,148	1,394
OTHER EXPENSES	18	5,122,706	851,985
TOTAL EXPENSES		5,123,855	853,378
V) PROFIT BEFORE TAX (III-IV)		4,872,798	5,106,299
VI) TAX EXPENSES			
- CURRENT TAX & PRIOR YEAR		1,905,170	1,019,889
- DEFERRED TAX ASSETS	10		581
VII) PROFIT/(LOSS) FOR THE PERIOD		2,967,638	4,086,991
XI) EARNINGS PER EQUITY SHARE (Face Value Re.1) :			
Basic		0.03	0.40
Diluted		0.03	0.40
SIGNIFICANT ACCOUNTING POLICIES NOTES ON FINANCIAL STATEMENTS	1 to 24		

As per our report of even date.

For and on behalf of the Board

For Pulindra Patel & Co.
Chartered Accountants
ICAI firm Registration No. 115187W

Sd/-
Pulindra M. Patel
Proprietor
Membership No.: 048991

Sd/-
Mitesh Jain
Managing Director
DIN-05318530

Sd/-
Yogesh Gupta
Director
DIN-00239016

Place : Mumbai
Date : 28-05-2014

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

Particulars	For the year ended March 31, 2014	For the year ended March 31, 2013
A) CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	4,872,798	5,106,299
ADJUSTMENT FOR :		
Depreciation, Amortisation and Impairment	1,148	1,394
Dividend received	6,225	5,250
(Short)/Excess Provision for taxation written off	-	(19,889)
Loss on Sale of Investment	4,170,146	-
Miscellaneous expenditure written off	714,081	434,773
	4,891,601	421,527
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	9,764,399	5,527,826
ADJUSTMENT FOR :		
Trade receivable and other loans	(3,438,459)	(113,331,045)
Trade Payable and other liabilities	(46,197)	47,486
	(3,484,656)	(113,283,558)
CASH GENERATED FROM OPERATIONS	6,279,743	(107,755,732)
Income Tax Paid (net)	(1,477,544)	(526,670)
CASH FLOW BEFORE EXTRAORDINARY ITEMS	4,802,199	(108,282,402)
NET CASH FROM OPERATING ACTIVITIES	4,802,199	(108,282,402)
B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Investments	(10,405,908)	-
Sale of Investments	3,166,131	-
Dividend received	(6,225)	(5,250)
NET CASH FROM/(USED IN) INVESTING ACTIVITIES	(7,246,002)	(5,250)
C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from issue of equity shares	-	110,000,000
Repayment of Long Term Borrowing	-	(1,347,500)
Repayment of Short Term Borrowing		
	2,500,000	210,000
NET CASH USED IN FINANCING ACTIVITIES	2,500,000	108,862,500
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	56,197	574,848
CASH AND CASH EQUIVALENTS AS AT 01.04.2013	572,087	(2,761)
CASH AND CASH EQUIVALENTS AS AT 31.03.2014	628,284	572,087

As per our report of even date.

For and on behalf of the Board

For Pulindra Patel & Co.
Chartered Accountants
ICAI firm Registration No. 115187W

Sd/-
Pulindra M. Patel
Proprietor
Membership No.: 048991

Sd/-
Mitesh Jain
Managing Director
DIN-05318530

Sd/-
Yogesh Gupta
Director
DIN-00239016

Place : Mumbai
Date : 28-05-2014

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

1 SHARE CAPITAL :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
AUTHORISED CAPITAL 20,00,00,000 Equity Shares of Rs. 1/- each (Previous year 2,00,00,000 Equity Shares of Rs. 10/- each)	200,000,000	200,000,000
	200,000,000	200,000,000
Issued Subscribed and Paid up Capital 10,20,00,000 Equity Shares of Rs. 1/- each fully paid up (Previous Year 1,02,00,000 Equity Shares of Rs. 10/- each.)	102,000,000	102,000,000
TOTAL Rs.	102,000,000	102,000,000

1.1 (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Details to be given for each class of shares separately for Issued, Subscribed and fully paid up and Subscribed but not fully paid up, as applicable.

Particulars	Current Year	Previous year
Equity shares with voting rights :		
At the beginning of the year		
- Number of shares	10,200,000	200,000
- Amount (Rs.)	102,000,000	2,000,000
Add : Addition during the year :		
- Number of shares (*)	91,800,000	10,000,000
- Amount (Rs.)	-	100,000,000
Less : Deduction During the year :		
- Number of shares	-	-
- Amount (Rs.)	-	-
Year ended 31 March, 2014 :		
- Number of shares (Current year of Rs. 1/- each)	102,000,000	10,200,000
- Amount (Rs.)	102,000,000	102,000,000

(*) Addition during the year is by way of an Split up of Shares. The paid up value of Shares has been reduced from Rs. 10/- per equity shares to Rs. 1/- per equity shares.

Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of shares held (of Rs. 1/-each)	% holding in that class of shares	Number of shares held (of Rs.10/-each)	% holding in that class of shares
Equity shares with voting rights				
Kirti Kedia	6,000,000	5.88%	600,000	5.88%
Pragna Kedia	17,000,000	16.67%	1,700,000	16.67%

2. RESERVES AND SURPLUS :

Class of shares / Name of shareholder	As at 31 March, 2014		As at 31 March, 2013
1. Reserve Fund As per last Balance Sheet		177,500	177,500
2. Security Premium As per last Balance Sheet Add : Received during the year	10,000,000 -	10,000,000	- 10,000,000
3. General Reserve As per last Balance Sheet		22,000	22,000
4. Profit & Loss Account Surplus-Opening Balance Add : Net Profit after tax transferred from Statement of Profit and Loss	(6,618,160) 2,967,638	(3,650,522)	(10,705,151) 4,086,991
TOTAL Rs.	26	6,548,978	3,581,340

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

3. LONG TERM BORROWINGS :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
From Others	1,385,657	1,385,657
TOTAL Rs.	1,385,657	1,385,657

4. OTHER LONG TERM LIABILITIES :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
INTEREST ACCRUED	9,215,092	9,215,092
TOTAL Rs.	9,215,092	9,215,092

5 SHORT TERM BORROWINGS :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
(a) From Directors	210,000	210,000
(b) From Others	2,500,000	-
TOTAL Rs.	2,710,000	210,000

6. OTHER CURRENT LAIBILITIES

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Provision for Expenses and Others	96,498	142,695
TOTAL Rs.	96,498	142,695

6.01 DETAILS OF DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
(i) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	-	-
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
(iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil
(iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the Micro, Small and Medium Enterprises Development Act, 2006	Nil	Nil

7. SHORT - TERM PROVISIONS :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
(a) Provision - Others:		
Provision for Tax(Net off advance tax of Rs. 9,99,044/- Previous year Rs. 5,26,670/-)	900,956	473,330
TOTAL Rs.	900,956	473,330

10. DEFERRED TAXES :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Deferred Tax Assets	1,498	1,488
TOTAL Rs.	1,498	1,488

11 LONG - TERM LOANS & ADVANCES :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
(Advances recoverable in cash or in kind or for value to be received)		
Other Loans and Advances :		
Unsecured, considered good	116,877,630	-
TOTAL	116,877,630	-

12 NON CURRENT ASSETS :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
UNSECURED CONSIDERED GOOD :		
MISCELLANEOUS EXPENDITURE	1,202,496	1,603,328
TOTAL Rs.	1,202,496	1,603,328

13 CURRENT INVESTMENT :

Particulars	No. of Shares	Face Value	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
In Equity Shares - Quoted, fully paid up				
Grandma Trading and Agencies Limited	11000	10.00	3,069,630	-
TOTAL Rs.			3,069,630	-
Aggregate amount of quoted investments			3,069,630	-
Aggregate market value of quoted investments			3,168,000	-
Aggregate amount of unquoted investments			-	-

14. TRADE RECEIVABLES :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
(Unsecured)		
Outstanding for a period exceeding six months from due date		
i) Considered good	800,000	800,000
ii) Considered doubtful	-	-
Other Debts		
i) Considered good	-	-
ii) Considered doubtful	-	-
TOTAL Rs.	800,000	800,000

Notes forming part of the financial statements

8 FIXED ASSETS :

Particulars	GROSS BLOCK		DEPRECIATION			NET BLOCK			
	Balance as at 1 April 2013	Additions	Disposals	Balance as at 31 March 2014	Depreciation for the year	Eliminated on disposal of assets	Balance as at 31 March 2014	Balance as at 1 April 2014	Balance as at 31 March 2013
TANGIBLE ASSETS									
FURNITURE & FIXTURE	11,536	-	-	11,536	1,148	-	6,340	5,196	6,344
TOTAL Rs.	11,536	-	-	11,536	1,148	-	6,340	5,196	6,344
PREVIOUS YEAR	11,536	-	-	11,536	1,394	-	5,192	6,344	7,738

9. NON - CURRENT INVESTMENTS :

Particulars	No. of Shares	Face Value	As at 31.03.2014 Rs.	No. of Shares	As at 31.03.2013 Rs.
(Long Term Investments)					
NON -TRADE:					
In Equity Shares - Quoted, fully paid up					
1)State bank of India	250	10	55,000	250	55,000
2) Industrial Finance Corporation of India	-	-	-	100	3,500
3) Reliance Infrastrucure Ltd	100	10	7,000	100	7,000
In Equity Shares - Unquoted, fully paid up					
1)Gateway Chemist Ltd	250	10	2,500	250	2,500
2)Samata Sahakari Bank Ltd	2,040	10	51,000	2,040	51,000
3) Pasupati Fabrics Ltd	5,000	10	50,000	5,000	50,000
2) Industrial Finance Corporation of India	100	10	3,500	-	-
In Bond - unquoted, fully paid up					
UTI ARS Bonds	No. of Bond 536	10	8,435	No. of Bond 536	8,435
TOTAL Rs.			177,435		177,435
Aggregate amount of quoted investments			62000		65,500
Aggregate market value of quoted investments			523,080		115,875
Aggregate amount of unquoted investments			115,435		111,935

15. CASH & BANK BALANCE :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Cash On Hand	172,956	2,681
Balance with Banks in - Current Account	455,328	569,406
TOTAL Rs.	628,284	572,087

16 SHORT TERM LOANS & ADVANCES :

Particulars	As at 31.03.2014 Rs.	As at 31.03.2013 Rs.
Prepaid Expenses	7,112	14,225
i) Other Loans and Advances : Unsecured, considered good	87,899	113,833,207
TOTAL Rs.	95,012	113,847,432

17 OTHER INCOME :

Particulars	For The Year ended 31.03.2014	For The Year ended 31.03.2013
Dividend	6,225	5,250
Interest Income	9,990,428	5,954,427
TOTAL Rs.	9,996,653	5,959,677

18 OTHER EXPENSES :

Particulars	For The Year ended 31.03.2014	For The Year ended 31.03.2013
Miscellaneous expenses	714,081	434,773
Listing Fees	89,721	14,851
Filing Fees	8,000	5,000
Legal and Professional Fees	16,169	355,397
Bank Charges	6,876	2,638
Custodial Fees	20,787	5,618
Auditor remuneration	38,202	33,708
Advertising expenses	40,656	-
Loss on Sale of current Investments	4,170,146	-
Security Transaction Tax & Other Charges	18,068	-
TOTAL Rs.	5,122,706	851,985

SIGNIFICANT ACCOUNTING POLICIES:**A) BASIS OF PREPARATION OF ACCOUNTS :**

The financial statements have been prepared and presented under historical cost convention on the accrual basis of accounting and comply with other pronouncements of the Institute of Chartered Accountants of India (ICAI), the relevant provisions of the Companies Act, 1956 and the Companies Act, 2013 (to the extent applicable) and also accounting standards prescribed by the Companies (Accounting Standards) Rules, 2006, which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs. The Financial Statements have been prepared under historical cost convention on an accrual basis except in case of assets for which provision for impairment is made. Accounting policies have been consistently applied by the Company and are consistent with those used in the previous year.

B) USE OF ESTIMATES :

The preparation of financial statements in conformity with Generally Accepted Accounting Principles (GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and reported amounts of revenue and expenses for the year. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known / materialised.

C) FIXED ASSETS:

Fixed Assets are stated at cost (Net of VAT wherever applicable) less accumulated depreciation and impairments, if any. Cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for intended use. They are stated at historical cost.

D) IMPAIRMENT OF ASSETS :

i) At each Balance Sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS)-28 "Impairment of Assets".

ii) After Impairment, depreciation is provided on the revised carrying amount of the assets.

iii) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss had been recognized.

E) DEPRECIATION:

Depreciation on Fixed Assets is provided on "Written Down Value" method and at the rates prescribed in Schedule XIV of the Companies Act, 1956. Depreciation on addition to fixed assets is provided on prorata basis from the date of acquisition or installation. Depreciation on assets sold, discarded, demolished or scrapped, is provided up to the date on which the said asset is sold, discarded, demolished or scrapped.

F) INVESTMENTS:

i) Investments that are intended to be held for more than a year from the date of acquisition and those having fixed maturity period of more than a year are classified as long-term Investments and are stated at cost. Provision for diminution in value of long-term investments are made, if the diminution in value is other than temporary.

ii) Current investments are valued at cost or market value, whichever is lower, on scrip wise basis.

iii) Reclassification of investments are made at the lower of cost and fair value at the date of transfer wherever available.

G) RECOGNITION OF INCOME AND EXPENDITURE :

Revenues/Incomes and Costs/Expenditures are generally accounted on accrual basis as they are earned or incurred.

DIVIDEND :

Revenue is recognised when the right to receive is established.

H) INTEREST:

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

I) BORROWING COST :

Financial Income and borrowing costs include interest income on bank deposits and interest expense on loans recognised when the right to receive the payment is established.

J) EARNING PER SHARE :

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

K) PROVISION FOR CURRENT AND DEFERRED TAX :

Tax expense comprises of Current and Deferred tax.

Provision for current tax including wealth tax has been made in accordance with the direct tax laws prevailing for the relevant assessment years. The current tax charge for the Company includes Minimum Alternate Tax (MAT) determined under section 115JB of the Income Tax Act, 1961.

Deferred Income tax reflects the impact of current year timing differences between taxable income/losses and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured on the tax rates and tax laws enacted or substantively enacted as at the Balance Sheet date. Deferred tax assets are recognized only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In respect of carry forward losses deferred tax assets are recognised only to the extent there is virtual certainty that sufficient future taxable income will be available against which such losses can be setoff.

L) PROVISIONS/ CONTINGENCIES :

A Provision is created when an enterprise has a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount and it is probable that an outflow of resources will be required to settle the obligation. A disclosure for 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 a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

The Company does not recognise assets which are of contingent nature until there is virtual certainty of reliability of such assets. However, if it has become virtual certain that an inflow of economic benefits will arise, assets and related income are recognised in the financial statements of the period in which the change occurs.

M) Retirement benefits :

In absence of the employee , the Company has no obligation to make provision for economic/termination benefit.

N) Segment Reporting:

The company is engaged primrily in the business of investment and accodngly there are no seprate reportable segment as per Accounting standard As-17 'Segment Reportings' issued by ICAI.

19 Details of Related parties transactions are as under :

a) List of related parties and relationship where control exists or with whom transactions were entered into :

<i>Relationship</i>	<i>Name of the Related Party</i>
<i>Associates</i>	S. Ramdas (Prop. Milan Dalal)
<i>Key Management Personnel</i>	Mr. Nitin Eknath Velhal Mr. Yogesh Gupta

20 CONTINGENT LIABILITIES NOT PROVIDED FOR :

a) The Liability for workman compensation of Rs. 45,174/- is disputed by the company and the matter is lying in Labour Court.

21 IN THE OPINION OF THE DIRECTORS:

a) The Current Assets and Loans & Advances are approximately of the value stated, if realised in the ordinary course of business.

b) The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

22 EARNING PER SHARE :

PARTICULARS	2013-14	2012-13
Profit after Tax (Rs.)	2,967,638	4,086,991
No. of shares outstanding	102,000,000	10,200,000
Weighted Average no. of shares + potential shares outstanding	102,000,000	10,200,000
Earning per share (Basic) (Rs.)	0.03	0.40
Earning per share (Diluted) (Rs.)	0.03	0.40

23 Remuneration to Auditors:		
PARTICULARS	2013-14 Rs.	2012-13 Rs.
As Auditors	15,977	13,483
Taxation	22,225	20,225
Total	38,202	33,708

24 All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956 notified by MCA vide its notification no. 447(E) dated February 28, 2011. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

As per our report of even date.

For and on behalf of the Board

For Pulindra Patel & Co.
Chartered Accountants
ICAI firm Registration No. 115187W

Sd/-
Pulindra M. Patel
Proprietor
Membership No.: 048991

Sd/-
Mitesh Jain
Managing Director
DIN-05318530

Sd/-
Yogesh Gupta
Director
DIN-00239016

Place : Mumbai
Date : 28-05-2014

b) Transactions during the year with related parties:

Sr. No.	Nature of Transaction	Associates		Key Management Personnel	
		2013-14	2012-13	2013-14	2012-13
i)	Loan and advance given	-	650,000	-	-
ii)	Repayment of Loans & advnace given	21,300	1,465,700	-	-
iii)	Loan taken	-	-	-	210,000
i)	Outstanding Payables as on 31st March	1,697,599	1,718,899	213,500	213,500

c) Disclosure in respect of Transactions with related parties during the year :

Sr. No.	Nature of Transaction	Associates	Key Management Personnel	
		S. Ramdas (Prop. Dalal)	Nitin Velhal	Yogesh Gupta
i)	Loan and advance given	- (650,000)	- -	- -
ii)	Repayment of Loans & advnace given	21,300 (1,465,700)	- -	- -
iii)	Loan taken	- -	- -	- (210,000)
i)	Outstanding Payables as on 31st March	1,697,599 (1,718,899)	3,500 (3,500)	210,000 (210,000)

SAM LEASECO LIMITED

Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai – 400 001

ATTENDANCE SLIP

33rd ANNUAL GENERAL MEETING – TUESDAY 30th SEPTEMBER, 2014

Name of the attending Member :(In Block Letters) _____

Folio No. : _____

No. of Shares Held : _____ (Figures) _____ (in words)

I/we hereby record my presence at the 33rd Annual General Meeting of the Company on Tuesday, 30th September 2014 at 1306, Orchid, Mantri Park, New Mahada, Near NNP Circle, Goregaon (E), Mumbai – 400 065, Maharashtra at 1.00 PM and at any adjournment thereof.

Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

NOTE:

~~[Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same at the entrance after the same has been duly signed]~~

Form No. MGT-11

PROXY FORM

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

SAM LEASECO LIMITED

Bhupen Chambers, Ground Floor, Unit I, Dalal Street, Fort, Mumbai – 400 001
Tel: 022 – 4050 9999; Fax: 022 – 4050 9900 • Email: samleaseco@gmail.com; Website:

CIN: L65910MH1980PLC022765

Name of the member(s): _____

Registered Address: _____

Email Id: _____

Folio No. / Client Id: _____ DP ID: _____

I / We, being the holder(s) of _____ shares of Wagend Infra Venture Limited, hereby appoint

1. Name: _____ Email Id: _____

Address: _____ Signature: _____

or failing him / her

2. Name: _____ Email Id: _____

Address: _____ Signature: _____

or failing him / her

3. Name: _____ Email Id: _____

Address: _____ Signature: _____

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company, to be held on Tuesday, 30th September 2014 at 1.00 p.m at 1306, Orchid, Mantri Park, New Mahada, Near NNP Circle, Goregaon (E), Mumbai – 400 065 and at adjournment thereof in respect of such resolution as are indicated below:

Resolution No. Resolution

ORDINARY BUSINESS

- 1 Adoption of Financial Statements and reports thereon for the year ended March 31, 2014
- 2 Reappointment of Mr. Asim Dalal as Director retire by rotation of the Company
- 3 Appointment of M/s. Pulindra Patel & Co. as Auditors of the Company

SPECIAL BUSINESS

- 4 Appointment of Mr. Devanshu Desai as an Independent Director
- 5 Appointment of Mr. Rajeev Kothari as an Independent Director

Signed this _____ day of _____ 2014

Affix
Revenue
Stamp

.....
Signature of shareholder

.....
Signature of proxy holder(s)

Note:- This form of Proxy in order to be effective should be duly completed and deposited at Registered Office of the Company.

Note :

BOOK POST

If undelivered, return to :
Sam Leaseco Limited

Regd. Off.: Bhupen Chambers, Ground Floor,
Dalal Street, Fort, Mumbai - 400 001, Maharashtra