Mudit Finlease Ltd.

Regd. Office : 2027/7, 3rd Floor
Chuna Mandi, Paharganj, New Delhi-110055
TEL. : 011-23562145, 23562146
E-mail : mudit_finlease@rediffmail.com
(CIN - L65993DL1989PLC035635)

Ref. No.....

Dated.....

To

Date: 05th October, 2016

The Manager
Department of Corporate Services
BSE Ltd.
Dalal Street, Fort
Mumbai – 400 001

Sub. :- Regulation 34 (1) of LODR, 2015 - Submission of Annual Report for FY-2015-16

Ref. -: Scrip Code –531919

Dear Sir / Madam,

Pursuant to the provisions of Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Annual Report of Mudit Finlease Limited for FY-2015-16 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **Mudit Finlease Limited**

MUDIT FINLEASE LIMITED New Delhi

Pavel Garg
Managing Director
DIN: 00085167

Encl: as above

Mudit Finlease Limited

28th Annual Report
2015-16

COMPANY INFORMATION

Board of Directors	Shri Pavel Garg - Promoter Managing Director Smt. Poonam Garg - Non-Executive Promoter Director Shri Y.Hari Shankar - Non-Executive Independent Director Shri Sushil Chandra Mehrotra - Non-Executive Independent Director
Company Secretary	Shri Chandra Kishore Aggarwal
Chief Financial Officer	Smt. Lalita Katewa
Statutory Auditors	M/s. G. K. Kedia & Co. Chartered Accountants (FRN : 013016N) 914, Naurang House, 21, Kasturba Gandhi Marg, New Delhi – 110001
Secretarial Auditor	M/s Vikas Kumar Sharma Company Secretary (COP No.: 12303) A-6/16, Raju Park, Khanpur New Delhi - 110062
Bankers	Punjab National Bank Syndicate Bank Axis Bank Ltd.
Registered Office	2027/7, 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110 055 Website : www.muditfinlease.com Tel. No.: 011-23562145/23562146 email: mudit_finlease@rediffmail.com investors_mfl@rediffmail.com
Corporate Office	"Mudit Square", Plot No. 24, Sector-32, Gurgaon-122001 (Haryana)
Registrar & Share Transfer Agent	Beetal Financial & Computer Services (P) Ltd., Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre Near Dada Harsukhdas Mandir, New Delhi – 110 062 Phone # 29961281, 29961282 Fax : 011-29961284 E-mail: beetalrta@gmail.com Website : www.beetalfinancial.com
CIN	L65993DL1989PLC035635
Listed At	BSE Limited & Delhi Stock Exchange (DSE) (DSE is In-operative Exchange)
ISIN Number (NSDL & CDSL)	INE220D01010
BSE Scrip Code & BSE Scrip ID	531919 & MUDITFN

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Date: 09th August, 2016

Dear Members,

You are cordially invited to attend the 28th Annual General Meeting of the members of Mudit Finlease Limited ('the Company') to be held on Friday, 30th September, 2016 at 10:00 a.m. at the registered office of the Company at 2027/7, 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055.

The notice of the meeting, containing the business to be transacted, is enclosed herewith. As per section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed.

Thanking You

By Order of the Board of Directors

Sd/-
Pavel Garg
Managing Director
(DIN: 00085167)

Registered Office:
2027/7, 3rd Floor,
Chuna Mandi, Paharganj,
New Delhi-110055
CIN: L65993DL1989PLC035635
Website: www.muditfinlease.com
Email: mudit_finlease@rediffmail.com
Tel. No.: +91-11-23562145/23562146

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **Twenty Eighth Annual General Meeting** of the Members of **Mudit Finlease Limited** will be held on:

Day : Friday
Date : 30th September 2016
Time : 10.00 A.M
Venue : 2027/7, 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055
to transact the following business :-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 along with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Smt. Poonam Garg (DIN – 00085201), who retires by rotation and being eligible, offers herself for re-appointment as a Director of the Company.
3. To re-appoint M/s. G. K. Kedia & Co., Chartered Accountants, New Delhi, having Firm registration No. 013016N, as Auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration in consultation with the Auditors.

SPECIAL BUSINESS:

4. Alteration of Memorandum of Association as per Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Memorandum of Association of the Company in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new Memorandum of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Adoption of New Set of Articles of Association as per Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force, and rules made there-under and subject to necessary statutory approvals and modifications, if any, consent of the members be and is hereby accorded to alter the regulations contained in the existing Articles of Association by incorporating the new regulations in line with the applicable provisions of Companies Act, 2013, and the rules made there-under and accordingly to adopt the new regulations in the Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.**"**

By order of the Board of Director
For **Mudit Finlease Limited**

Sd/-
Chandra Kishore Aggarwal
Company Secretary &
Compliance Officer
M.No. 5450

Date: 09th August, 2016
Place: New Delhi

NOTES:

1) APPOINTMENT OF PROXY: 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. PROXY FORM IS ENCLOSED WITH THE ANNUAL REPORT. PROXY FORMS SUBMITTED ON BEHALF OF LIMITED COMPANIES, SOCIETIES, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION / AUTHORITY, AS APPLICABLE.

   Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

   A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

   In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.

2) Members/Proxies should bring the enclosed attendance slip duly filled in, for attending the Meeting.

3) **Corporate Members:** Pursuant to Section 113 of the Companies Act, 2013, the Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.

4) **Queries at the AGM:** In case you have any query relating to the enclosed annual accounts and queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office on email Id mudit_finlease@rediffmail.com at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.

5) Members are requested to notify any change in their address immediately to the share transfer Agent of the Company- M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi – 110062. If shares are held in electronic form, intimate any change in their addresses/bank details to the concerned Depository Participant.

6) **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive).

7) **CUT OFF DATE:**

   a. This Notice is being sent to all the members whose name appears as on 26th August, 2016 in the register of members or beneficial owners as received from M/s Beetal Financial & Computer Services Private Limited, the Registrar and Transfer Agent of the Company.

   b. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Friday, 23rd September, 2016 (the "Cut- Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

8) Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking re-appointment at the AGM, is provided herein below:

PARTICULARS	**Smt. Poonam Garg**
DIN	00085201
Date of Birth	04/12/1969
Age	46 Years
Category of the Director	Promoter – Non Executive
Educational Qualifications	Graduate
Experience	17 Years
Expertise in specific functional areas	Investment and Management Consultancy
Date of Appointment on the Board	30/07/2007
Terms and conditions of appointment	At present she is not drawing a salary or enjoying any benefit or perquisite on cost of the Company. In future if any remuneration will be given to her then it shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time and shall be subject to the applicable Company's policy.
Remuneration last drawn	Nil
Remuneration proposed to be given	Nil
Number of shares held in the Company as on 31st March, 2016	534200
List of Directorships held in other companies (excluding foreign, private and Section 8 companies)	Nil
Chairmanship / Membership of Committees Audit and Stakeholders' Relationship Committees across Public Companies including Mudit Finlease Limited	1. Audit Committee (Member) 2. Stakeholders' Relationship Committees (Member) (Both for Mudit Finlease Limited)
Relationship between Directors inter se	Wife of Mr. Pavel Garg, Managing Director
Number of meetings of the Board attended during the financial year 2015-16 (Out of total 7 Board Meetings held)	7

9) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts relating to the Business stated under item no. 4 and 5 is annexed hereto.

10) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Beetal Financial & Computer Services (P) Ltd.

11) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Company's Registrar and Share Transfer Agent for consolidation into a single folio.

12) As per the provisions of the Companies Act, 2013, facility for making nominations is available to the members in respect of the shares held by them. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. Nomination forms can be obtained from Company's Registrar and Share Transfer Agent by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participant.

13) **Inspection of Documents:** Documents referred to in the Annual General Meeting Notice are open for inspection at the registered office of the Company at all working days except Saturdays and Sundays between 11:00 A.M. to 1:00 P.M. up to the date of Annual General Meeting.

14) **Communication to Members**

a. **Dispatch of Annual Report:** The Annual Report 2015-16 is being sent through electronic mode only to the members whose email addresses are registered with the Company/Depository Participant(s), unless any member has requested for a physical copy of the report. For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 are being sent by the permitted mode.

b. Members may also note that the Notice of the 28th AGM and the Annual Report 2015-16 will be available on the company's website, www.muditfinlease.com. The Physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: mudit_finlease@rediffmail.com

c. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of the Companies Act, 2013 are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.

d. The register of Contracts or Arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013, are open for inspection at the registered office of the Company on all working days except Saturdays and Sundays, between 11:00 a.m. to 1:00 p.m. and will also be available for inspection by the members at the Annual General Meeting.

e. For convenience of the members and proper conduct of the meeting entry to the meeting venue will be regulated by attendance slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip along with a valid identity proof such as the PAN Card, Passport, Aadhar Card, Driving License etc and hand it over at the registration counter at the venue.

f. Only bonafide members of the Company whose name appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members for attending the meeting.

g. As a measure of economy, copies of Annual Reports will not be distributed at the venue of the Annual General Meeting. Members are, therefore, requested to bring their own copies of the Annual Reports to the meeting.

15) **Important Communication to Members**: The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with the Company.

16) **Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL):

A. **The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on Tuesday, 27th September, 2016 at 09:00 A.M. and ends on Thursday, 29th September, 2016 at 05:00 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 (record date) Friday, 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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 8 digits of the sequence number in the PAN field. • In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then directly reach 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 Mudit Finlease 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

B. The e-voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 23rd September, 2016.

C. A copy of this notice has been placed on the website of the Company and the website of CDSL.

D. The Company has appointed Mr. Ajai Kumar, Practising Company Secretary, Proprietor of M/s Ajai Kumar & Associates, Company Secretaries, New Delhi (Membership Number: 21637, COP Number: 8140) to act as the Scrutinizer, to scrutinize the entire e-voting / ballot voting process in a fair and transparent manner.

E. The facility for voting through Ballot shall also be made available at the meeting to those Members who have not already cast their vote through remote e-voting.

F. The Members who have casted their votes through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

G. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

H. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of Annual General Meeting.

I. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.muditfinlease.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

By order of the Board of Director
For **Mudit Finlease Limited**

Sd/-
Chandra Kishore Aggarwal
Company Secretary &
Compliance Officer
M.No. 5450

Date: 09th August, 2016
Place: New Delhi

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013

ITEM NO. 4

As the members are aware, Alteration of Memorandum of Association is necessary to bring in line with newly notified Companies Act, 2013 our existing Memorandum of Association.

According to the new act, the companies now have only Main business and Ancillary and Incidental Businesses to the attainment of Main Business, therefore it is mandatory to alter and adopt the new Memorandum of Association as per the Companies Act, 2013.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 4 for the approval of members.

ITEM NO. 5

As the members are aware, the existing Articles of Associations (AOA) are based on the Companies Act, 1956 and several regulations in the existing AOA contained references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Act.

With the coming into force of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration or deletion. Accordingly, it is proposed to replace the entire existing AOA by a set of new Articles.

The new AOA to be substituted in place of existing AOA are based on Table-F of the Companies Act, 2013 which sets out the models Articles of Association for a Company limited by shares.

A copy of the proposed set of new articles of Associations of the Company would be available for inspection at the registered office of the Company during the business hours on any working day up to the date of the Annual General meeting.

None of the Directors and key managerial personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth in item no. 5 for the approval of members.

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By order of the Board of Director
For **Mudit Finlease Limited**

Sd/-
Chandra Kishore Aggarwal
Company Secretary &
Compliance Officer
M.No. 5450

Date: 09th August, 2016
Place: New Delhi

DIRECTORS' REPORT

Dear Members,

Your Directors present the 28th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	2015-16	2014-15
Profit/(Loss) before Interest, Depreciation and Taxes	47.67	162.90
Less: Interest	19.25	32.81
Profit/(Loss) before Depreciation, NPA's and Taxes	28.42	130.09
Less: Depreciation	39.13	36.41
Profit/(Loss) before Taxation	(10.71)	93.68
Less: Provision for Income Tax		
Current Tax	0.00	17.98
Deferred Tax	(10.01)	2.08
MAT Credit	0.00	0.16
Profit/(Loss) after Taxation	(0.70)	73.46
CLOSING BALANCE	198.59	199.29

OPERATING HIGHLIGHTS

During the year under review total revenue of the Company is Rs. 1391.60 Lacs (Previous year Rs. 2745.98 Lacs). The Company incurred a loss of Rs. 0.70 Lacs after taxes (Previous year profit of Rs. 73.46 Lacs). Depreciation for the year was Rs. 39.13 Lacs (Previous year Rs. 36.41 Lacs).

Your Directors are positive about the Company's operations and making best efforts to implement the cost reduction measures to the extent feasible.

COMPANY'S AFFAIRS

The Company (registered with the Reserve Bank of India (RBI) as a Non-Banking Financial Company), engaged mainly, in the business of providing Secured and Unsecured Loans & Advances and investing in securities, both quoted and unquoted and renting & leasing of movable and immovable properties. The Company offers specialized solutions for meeting specific liquidity requirements with technical insights into capital markets.

DIVIDEND

It is endeavor of your Company to make optimum use of its funds for ongoing setup, Expansion and Working Capital requirements. Keeping in mind the aforesaid factors your Directors have decided not to recommend any Dividend for the year ended 31st March 2016.

SHARE CAPITAL

There is no change in the Equity Share Capital of the Company during the financial year under review.

FIXED DEPOSITS

The Company has not accepted any fixed deposit during the year under review falling within the purview of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014. There are no deposits which are outstanding as on 31st March, 2016.

LISTING AGREEMENT

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective 01st December, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited. The Company has already paid listing fees for the financial year 2016-17 to the BSE Limited. The Company is also listed on Delhi Stock Exchange (inoperative).

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Particulars of Loans and Guarantees are provided in the financial statements (please refer the Note 11 and 15 to the financial Statements).

ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use for disposition of its assets. All the transactions are probably authorized, recorded and reported to the Management. The Company is following all applicable accounting standards for properly maintaining the books of accounts and reporting financial statements. The Internal Auditor of the company checks and verifies internal control and monitors them in accordance with policy adopted by the company. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of business.

TRANSFER TO RESERVES

The Company has transferred an amount of Rs.70,127 to the General Reserve output of current year's loss and also complied the applicable provisions prescribed under the Special reserves u/s 45-IC of the RBI Act,1934.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with employees at all levels.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

❖ Declaration by Independent Directors

All independent directors have given declarations under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and the SEBI LODR Regulations.

❖ Evaluation of the performance of the Board

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

❖ Inductions

During the year under review, there has not been any appointment of new Director(s) in the Board of the Company.

❖ Retirement/Re-appointment

In terms of Section 152 of the Companies Act, 2013, Smt. Poonam Garg (DIN: 00085201) who retires by rotation at the ensuing AGM, offered herself for reappointment.

None of Independent Directors will retire at the ensuing Annual General Meeting.

❖ Resignation

During the year under review, Shri Shrichand Mittal (DIN: 00049956) resigned from the Directorship of the Company w.e.f 29th May, 2015.

The Board hereby places on record his valuable contribution towards the growth and development of the company during his tenure as director of the Company.

❖ **Disclosure of Relationships Between Directors Inter-Se**

Shri Pavel Garg, Managing Director and Smt. Poonam Garg, Director are directly related to each other. As Smt. Poonam Garg is a wife of Mr. Pavel Garg.

❖ **Key Managerial Personnel**

Shri Pavel Garg, Managing Director, Shri. Chandra Kishore Aggarwal, Company Secretary and Smt. Lalita Katewa Chief Financial Officer of the Company are the Key Managerial Personnel ("KMP") of the Company.

There are no changes in the KMP during the year under review.

❖ **Director's Responsibility Statement**

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departure.

ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.

iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

iv) The directors have prepared the annual accounts on a going concern basis.

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

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

COMMITTEES OF THE BOARD

During the year, in accordance with provision of Companies Act, 2013, the Board of Directors of the Company has re-named the existing committees viz., Stakeholders Relationship Committee [formerly known as Shareholders'/Investors' Grievance Committee"] and Nomination and Remuneration Committee (formerly known as Remuneration Committee). There are currently three committees of the Board, as following:

❖ **Audit Committee**

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process

The Audit Committee Comprises of 3 directors. The Composition of the Audit Committee is as under:

S.No.	Name	Category	Designation
1	Pavel Garg	Managing Director	Chairman
2	Poonam Garg	Non Executive Director	Member
3	Sushil Chandra Mehrotra	Independent Director	Member

❖ **Nomination and Remuneration Committee**

The Company has constituted Nomination and Remuneration Committee and presently the Remuneration committee comprises of 3 (three) Directors.

The composition of the Nomination and Remuneration Committee is as under:

S.No.	Name	Category	Designation
1	Pavel Garg	Managing Director	Chairman
2	Poonam Garg	Non Executive Director	Member
3	Sushil Chandra Mehrotra	Independent Director	Member

❖ **Stakeholders Relationship Committee**

The Board of Directors of the Company has reconstituted a Committee of Directors known as Stakeholders Relationship Committee [formerly known as Shareholders'/Investors' Grievance Committee"] which also functions as 'Shareholders'/Investors Grievances Committee', consisting of three members, chaired by Non Executive Director. The Committee, inter-alia, deals with various matters relating to:

- Transfer/transmission of shares;
- Issue of duplicate share certificates;
- Investors` grievances and redressal mechanism and recommend measures to improve the level of investor services.

Details of shares transfer/transmission approved by the Committee and Shareholders'/Investors' grievances are placed at the Board Meetings from time to time.

S.No.	Name	Category	Designation
1	Shri. Shrichand Mittal*	Independent Director	Chairman
2	Shri. Yegnanarayanan Hari Shankar	Independent Director	Chairman
3	Shri. Pavel Garg	Managing Director	Member
4	Shri Sushil Chandra Mehrotra**	Independent Director	Member

* Ceased to be a Chairman and Member of the Stakeholders Relationship Committee w.e.f. 29th May, 2015
** Appointed as a Member of the Stakeholders Relationship Committee w.e.f. 29th May, 2016

MEETINGS OF THE BOARD AND COMMITTEES

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Seven Board Meetings and Four Audit Committee Meetings were convened and held. The details of which are given as under. There was no event occurred during the year for holding the meeting of Nomination and Remuneration Committee and Stakeholders Relationship Committee.

Sr. No.	Date	Sr. No.	Date
Board Meetings		**Audit Committee Meetings**	
1.	21st May, 2015	1.	29th May, 2015
2.	29th May, 2015	2.	14th August, 2015
3.	14th August, 2015	3.	14th November, 2015
4.	14th November, 2015	4.	13th February, 2016
5.	29th December, 2015		
6.	13th February, 2016		
7.	31st March, 2016		

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

❖ **Policy on Directors' Appointment and Remuneration**

The current policy is to have a appropriate mix of Executive and Independent directors to maintain the independence of the board, separate its function of Governance and Management. As on 31st March, 2016 the Board consists of 4 members, one of whom executive, Managing Director, one is non executive director and other two are independent Directors. The Board periodically evaluates the need for change in its composition and its size.

The policy of the company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the companies Act, 2013, adopted by the Board is available on the website of the Company at www.muditfinlease.com under investor's Desk/Remuneration Policy link. We affirm that remuneration paid to the directors is as per the terms laid out in the remuneration policy of the company.

SUBSIDIARY COMPANIES/ASSOCIATE COMPANIES/JOINT VENTURES

The Company do not have any subsidiary, joint venture or, associate Company, hence, no need to state anything about the same.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website. The Code lays down the standard procedure of business conduct which is expected to be followed by the directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM// WHISTLE BLOWER POLICY

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.muditfinlease.com under investor's Desk/Vigil Mechanism Policy link.

RISK MANAGEMENT AND POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 the Company has implemented Risk Management Policy which is available on Company's website at www.muditfinlease.com under investor's Desk/Risk Management Policy link and the Board of Directors has prepared a comprehensive framework of risk management for assessment of risks and to determine the responses to these risks so as to minimize their adverse impact on the organization.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and certain designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

AUDITORS

- **Statutory Auditors**

M/s. G. K. Kedia & Co., Chartered Accountants, New Delhi having Firm Registration No. 013016N retires at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

- **Auditors' Report**

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

- **Secretarial Auditor**

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s Vikas Kumar Sharma, Company Secretary to undertake the Secretarial Audit of the Company for financial year 2015-16. The Secretarial Audit Report is annexed herewith as "**Annexure A**".

- **Internal Auditor**

The Board of Directors of your company has appointed M/s Deep Singhal & Associates, Chartered Accountants as an internal auditors of the company and his report is reviewed by the Audit Committee from time to time.

PRUDENTIAL NORMS & DIRECTIONS OF RBI FOR NBFCS

Your company has complied with all the requirements prescribed by the Reserve Bank of India and has filed the required returns.

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

a. **Conservation of Energy & Technology Absorption:** The Company, being a non–banking finance company (NBFC), does not have any manufacturing activity. The directors, therefore, have nothing to report on 'conservation of energy and technology absorption'.

b. **Export Activities:** There was no export activity in the Company during the year under review. The Company has no immediate plans for export in the near future as well.

c. **Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.

RELATED PARTY TRANSACTIONS

All the Related Party Transactions are entered into by the Company, at arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Act and the SEBI LODR Regulations and the Company's Policy on Related Party Transactions. During the financial year 2015-16, the Company did not enter into any material related party transactions, i.e. transactions exceeding ten percent of the consolidated turnover as per the last audited financial statements. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) (h) of the Act in Form AOC 2 is not applicable.

The policy on Related Party Transactions, as approved by the Board, is displayed on the website of the Company at http://muditfinlease.com/wp-content/uploads/2015/04/Policy_on_Related_Party_Transactions.pdf

SEXUAL HARASSMENT

The Company has in place a Prevention of Sexual harassment policy in line with the requirements of the sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the Year 2015-16 no complaints were received by the Company related to sexual harassment.

BUSINESS RESPONSIBILITY REPORT

Clause 55 of the listing Agreement is not applicable to our Company. Since no initiative with respect to environmental, social etc has been taken.

CORPORATE GOVERNANCE

Since, the Company having paid-up capital and net worth less than the threshold provided under Regulation 15(2) of SEBI LODR Regulations. Hence, the Company need not required to address Reports on Corporate Governance, certificate/s from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is presented in a separate section forming part of the Annual Report.

EXTRACT OF ANNUAL RETURN

In accordance with Section 92(3) of the Companies Act, 2013, the details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as **"Annexure B".**

CORPORATE SOCIAL RESPONSIBILITY

The provision of Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility shall not be applicable to companies having net worth not exceeding Rs. 500 Cr or turnover not exceeding Rs. 1,000 Cr or net profit not exceeding Rs. 5 Cr or more during any financial year, as on the last date of previous financial year. In this connection, we wish to inform you that in respect of our company as on the last audited balance sheet as at March 31, 2016 neither the net worth exceeds Rs. 500 Cr nor turnover exceeds Rs. 1,000 Cr nor net profit exceeding Rs. 5 Cr. Hence, the provisions of Companies Act, 2013 regarding Corporate Social Responsibility would not be applicable.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, forms part of this report and annexed herewith as "**Annexure C".** In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, including the information on employees' particulars which is available for inspection by the members at the Registered office of the company at all working days except Saturdays between 11 A.M. to 01:00 P.M. up to the date of Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

DISCLOSURES UNDER THE ACT

- **Significant and Material Orders**

There are no significant and material orders passed by the regulators or courts or tribunals impacting going concern status and company's operations in future.

- **Material changes and commitments affecting the financial position of the Company after the close of financial year**

There are no material changes and commitments affecting the financial position of the Company, which has occurred between the end of the financial year of the Company i.e. 31st March, 2016 and the date of the Directors' Report.

- **Change In The Nature of Business**

There were no changes in the nature of the Business during the Financial Year ended 31st March, 2016.

- **Reporting of Frauds by Auditors**

There were no frauds reported by auditors as per Section 134(3) and Section 143(12) of the Act.

ACKNOWLEDGMENTS AND APPRECIATION

The Directors take this opportunity to thank the Company's customers, shareholders, investors, suppliers, bankers, financial institutions and Central & State Governments for their consistent support to the Company. The Directors also wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment.

For and on behalf of the Board
For Mudit Finlease Limited

Date: 30th May, 2016
Place: New Delhi

Sd/-	Sd/-
Poonam Garg	**Pavel Garg**
(Director)	**(Managing Director)**
(DIN: 00085201)	**(DIN: 00085167)**

ANNEXURES FORMAING PART OF DIRECTORS' REPORT

ANNEXURE – A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

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

To

The Members,
Mudit Finlease Limited
2027/7, 3rd Floor
Chuna Mandi, Paharganj
New Delhi - 110055

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Mudit Finlease Limited **(**hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Mudit Finlease Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Mudit Finlease Limited ("the Company") for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the company during the audit period);**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the company during the audit period);**

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the company during the audit period);**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the audit period);**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; The Company has passed a special resolution for delisting of its shares from Delhi Stock Exchange (DSE) at the 27th Annual General Meeting held on 30th September, 2015 further have file the copy of such resolution with DSE, however till date no intimation letter or any further correspondence has been received by the Company from DSE regarding confirmation of delisting.

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the company during the audit period);**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015;

(vi) RBI Act, 1934

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (effective from 1st July, 2015);

(ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there were no instances of :

(i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
(ii) Redemption/buy-back of securities
(iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
(iv) Merger/amalgamation/reconstruction, etc.
(v) Foreign technical collaborations

Sd/-
Vikas Kumar Sharma
Practicing Company Secretary
Membership No: 30697
COP: 12303

Date: 30th May, 2016
Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure – 1 and forms an integral part of this report

'ANNEXURE 1' TO THE SECRETARIAL AUDIT REPORT

To,

The Members,
Mudit Finlease Limited
2027/7, 3rd Floor
Chuna Mandi, Paharganj
New Delhi - 110055

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-
Vikas Kumar Sharma
Practicing Company Secretary
Membership No: 30697
COP: 12303

Date: 30th May, 2016
Place: New Delhi

ANNEXURE – B

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

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	**L65993DL1989PLC035635**
2	Registration Date	**28.03.1989**
3	Name of the Company	**MUDIT FINLEAASE LIMITED**
4	Category/Sub-category of the Company	**PUBLIC COMPANY**
5	Address of the Registered office & contact details	**2027/7, 3rd FLOOR, CHUNA MANDI, PAHARGANJ, NEW DELHI-110055**
6	Whether listed company	**YES**
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	**BEETAL FINANCIAL AND COMPUTER SERVICES PVT. LTD., BEETAL HOUSE, 3RD FLOOR, 99, MANDANGIR, BEHIND LOCAL SHOPPING CENTRE NEAR DADA HARSUKHDAS MANDIR, NEW DELHI-10062, PHONE: 29961281, 29961282**

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY			
S. No.	**Name and Description of main products / services**	**NIC Code of the Product/service**	**% to total turnover of the company**
1	**Financial And Related Serices**	**64990**	**100%**

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES	**NIL**
IV.SHARE HOLDING PATTERN	**AS PER ANNEXURE I**
V. INDEBTEDNESS	**AS PER ANNEXURE II**
VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL	**NIL**
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES	**NIL**

For and on behalf of the Board
For Mudit Finlease Limited

Date: 30th May, 2016
Place: New Delhi

Sd/-	**Sd/-**
Poonam Garg	**Pavel Garg**
(Director)	**(Managing Director)**
(DIN: 00085201)	**(DIN: 00085167)**

ANNEXURE I : SHAREHOLDING PATTERN

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2015]				No. of Shares held at the end of the year [As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	2,622,175	-	2,622,175	51.51	2,622,175	-	2,622,175	51.51	0.00
d) Bodies Corp.	817,140	-	817,140	16.05	817,140	-	817,140	16.05	0.00
B. Public Shareholding									
2. Non-Institutions									
a) Bodies Corp.	612,240	800	613,040	12.04	598,173	800	598,973	11.77	-0.28
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	38,610	282,900	321,510	6.32	52,677	282,900	335,577	6.59	0.28
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	716,929	-	716,929	14.08	716,929	-	716,929	14.08	0.00
Clearing Members	1	-	1	0.00	0	-	-	0.00	0.00
HUF	105	-	105	0.00	106	-	106	0.00	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00	-	-	-	0.00	0.00
Grand Total (A+B+C)	**4,807,200**	**283,700**	**5,090,900**	**100.00**	**4,807,200**	**283,700**	**5,090,900**	**100.00**	**0.00**

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2015]			Shareholding at the end of the year [As on 31-March-2016]			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	PAVEL GARG	1,998,080	39.25	-	1,998,080	39.25	-	0.00%
2	POONAM GARG	534,200	10.49	-	534,200	10.49	-	0.00%
3	PAVEL GARG & SONS (HUF)	89,895	1.77	-	89,895	1.77	-	0.00%
4	POPULAR BIOTECH PVT. LTD.	103,200	2.03	-	103,200	2.03	-	0.00%
5	COMBITIC GLOBAL CAPLET PVT. LTD.	123,940	2.43	-	123,940	2.43	-	0.00%
6	PASSION PHARMA PVT. LTD.	129,000	2.53	-	129,000	2.53	-	0.00%
7	SHIVA MEDICHEM EXPORT (P) LTD.	150,000	2.95	-	150,000	2.95	-	0.00%
8	HARE KRISHNA EXOTIC PVT. LTD.	151,000	2.97	-	151,000	2.97	-	0.00%
9	CLOUDS HOTEL PVT. LTD.	160,000	3.14	-	160,000	3.14	-	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change) - No Change during the year

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**PAVEL GARG**						
	At the beginning of the year	31.03.2015		1998080	39.25	1998080	39.25
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		1998080	39.25	1998080	39.25
2	**POONAM GARG**						
	At the beginning of the year	31.03.2015		534200	10.49	534200	10.49
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		534200	10.49	534200	10.49
3	**PAVEL GARG & SONS (HUF)**						
	At the beginning of the year	31.03.2015		89895	1.77	89895	1.77
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		89895	1.77	89895	1.77
4	**POPULAR BIOTECH PVT. LTD.**						
	At the beginning of the year	31.03.2015		103200	2.03	103200	2.03
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		103200	2.03	103200	2.03
5	**COMBITIC GLOBAL CAPLET PVT. LTD.**						
	At the beginning of the year	31.03.2015		123940	2.43	123940	2.43
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		123940	2.43	123940	2.43
6	**PASSION PHARMA PVT. LTD.**						
	At the beginning of the year	31.03.2015		129000	2.53	129000	2.53
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		129000	2.53	129000	2.53
7	**SHIVA MEDICHEM EXPORT (P) LTD.**						
	At the beginning of the year	31.03.2015		150000	2.95	150000	2.95
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		150000	2.95	150000	2.95
8	**HARE KRISHNA EXOTIC PVT. LTD.**						
	At the beginning of the year	31.03.2015		151000	2.97	151000	2.97
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		151000	2.97	151000	2.97
9	**CLOUDS HOTEL PVT. LTD.**						
	At the beginning of the year	31.03.2015		160000	3.14	160000	3.14
	Changes during the year			**.... NIL .....**			
	At the end of the year	31.03.2016		160000	3.14	160000	3.14

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**USHA**						
	At the beginning of the year	31.03.2015		302,309	5.94	302,309	5.94
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		302,309	5.94	302,309	5.94
2	**SC FINVEST LEASING PRIVATE LIMITED**						
	At the beginning of the year	31.03.2015		195,700	3.84	195,700	3.84
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		195,700	3.84	195,700	3.84
3	**VIKAS MEHNDI**						
	At the beginning of the year	31.03.2015		164,770	3.24	164,770	3.24
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		164,770	3.24	164,770	3.24
4	**PERISTYLE SECURITIES AND FINANCE PVT LTD**						
	At the beginning of the year	31.03.2015		125,000	2.46	125,000	2.46
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		125,000	2.46	125,000	2.46
5	**UMANG LEASING & CREDIT CO. LIMITED**						
	At the beginning of the year	31.03.2015		87,250	1.71	87,250	1.71
	Changes during the year	30.09.2015	**Transfer**	50	0.00	87,300	0
	At the end of the year	31.03.2016		87,300	1.71	87,300	1.71
6	**ADROIT FIN SER PVT LTD**						
	At the beginning of the year	31.03.2015		82,794	1.63	82,794	1.63
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		82,794	1.63	82,794	1.63
7	**KABIR FOODS PRIVATE LIMITED**						
	At the beginning of the year	31.03.2015		51,243	1.01	51,243	1.01
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		51,243	1.01	51,243	1.01
8	**SHIVANGI PORTFOLIO PRIVATE LIMITED**						
	At the beginning of the year	31.03.2015		41,700	0.82	41,700	0.82
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		41,700	0.82	41,700	0.82
9	**ASHOK KUMAR ARORA**						
	At the beginning of the year	31.03.2015		39,900	0.78	39,900	0.78
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		39,900	0.78	39,900	0.78
10	**KARTAR SINGH**						
	At the beginning of the year	31.03.2015		28,000	0.55	28,000	0.55
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		28,000	0.55	28,000	0.55
11	**ANAND KUMAR JAIN**						
	At the beginning of the year	31.03.2015		50,000	0.98	50,000	0.98
	Changes during the year	10.07.2015	**Transfer**	(50,000)	(0.98)	-	-
	At the end of the year	31.03.2016		-	-	-	-
12	**NARESH KUMAR JAIN**						
	At the beginning of the year	31.03.2015		50,000	0.98	50,000	0.98
	Changes during the year	10.07.2015	**Transfer**	(50,000)	(0.98)	-	-
	At the end of the year	31.03.2016		-	-	-	-

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**PAVEL GARG**						
	At the beginning of the year	31.03.2015		1,998,080	39.25	1,998,080	39.25
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		1,998,080	39.25	1,998,080	39.25
2	**POONAM GARG**						
	At the beginning of the year	31.03.2015		534,200	10.49	534,200	10.49
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016		534,200	10.49	534,200	10.49
3	**SUSHIL CHANDRA MEHROTRA**						
	At the beginning of the year	31.03.2015	**....NIL .....**				
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016	**....NIL .....**				
4	**Y HARISHANKAR**						
	At the beginning of the year	31.03.2015	**....NIL .....**				
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016	**....NIL .....**				
5	**CHANDRA KISHORE AGGARWAL**						
	At the beginning of the year	31.03.2015	**....NIL .....**				
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016	**....NIL .....**				
6	**LALITA KATEWA**						
	At the beginning of the year	31.03.2015	**....NIL .....**				
	Changes during the year	**.... NIL .....**					
	At the end of the year	31.03.2016	**....NIL .....**				

ANNEXURE II : INDEBTEDNESS

(Amount in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	490.00	Nil	490.00
ii) Interest due but not paid	Nil	10.30	Nil	10.30
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**Nil**	**500.30**	**Nil**	**500.30**
* Addition	Nil	62.20	Nil	62.20
* Reduction	Nil	272.20	Nil	272.20
Net Change	**Nil**	**210.00**	**Nil**	**210.00**
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	280.00	Nil	280.00
ii) Interest due but not paid	Nil	27.02	Nil	27.02
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	**Nil**	**307.02**	**Nil**	**307.02**

ANNEXURE – C

Statement of Particulars of Employees pursuant to the Provisions of Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

1. The ratio of the remuneration of each Director to the median remuneration of the employee for the financial year;

The Directors of the Company are not drawing a salary from the Company hence the ratio of the remuneration of each Director to the median remuneration of the employee for the financial year will be Nil.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Company Secretary in the financial year;

S.No.	Name	Designation	% Increase
1	Chandra Kishore Aggarwal	Company Secretary	10.42
2	Lalita Katewa	Chief Financial Officer	21.21

3. The percentage increase in the median remuneration of employees in the financial year;

The median remuneration of the employees in the financial year decreased by 27.43%. The calculation of % decrease in Median Remuneration is done based on overall employee cost.

4. The explanation on the relationship between average increase in remuneration and Company performance

The Profit Before Tax for the financial year ended 31st March, 2016, decreased by 111.43% and median increase in the remuneration was 27.43%, which is in line with the performance of the Company and the market trend in the financial services sector.

5. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

In the view of job responsibilities, the remuneration of Key Managerial Personnel (KMP's) is much lower, having regard to remuneration payable to other KMP's of a comparable Company. In past few years, KMP's of the Company are playing a vital role in the growth and positive performance of the Company and the market trend in the financial services sector.

6. Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

The market capitalisation of the Company as on 31st March, 2016 was Rs. 254.80 million compared to Rs. 231.38 million as on 31st March, 2015, on BSE.

The price earning ratio of the Company as on 31st March, 2016 was (5005) compared to 31.56 as on 31st March, 2015, based on diluted EPS.

The market quotation of the shares as on 31st March, 2016 was Rs. 50.05 per share compared to Rs. 45.45 per share as on 31st March, 2015 (face value Rs. 10 per share) on BSE.

7. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

The increase in the managerial remuneration as well as that relating to the CFO and CS are at percentages that are lesser than the increase effected in the salaries of employees other than Managerial personnel.

The average increase for employees other than the managerial personnel who were in the employment during the financial year 2014-15 and 2015-16 the average decrease is 27.43%

The average increase for managerial personnel is 0.00%.

8. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company;

Particulars	Financial Year 2015-16 (in Rs.)	Financial Year 2014-15 (in Rs.)
Total Operating Revenues	137,458,115	268,310,090
Profit Before Tax and Exceptional Items	(1,071,170)	9,367,939
Profit after tax	(70,127)	7,345,733

The total revenues of the Company decreased by 48.77%. The net profit of the Company decreased from Rs. 7,345,733 to Rs. (70,127) translating to a decrease of 100.95%. The remuneration paid to the Key Managerial Personnel is much lesser having regard to remuneration payable to other KMP's of a comparable Company. Now the management of the Company is putting in their best efforts to improve the performance of the Company in coming years. The table below depicts the details of the KMP remuneration as against the performance of the Company -

S.No.	Name	Designation	% of Increase/(Decrease) in Remuneration Paid	% of Increase/(Decrease) in Net Profit of the Company
1	Pavel Garg	Managing Director	Not Applicable	Not Applicable
2	Chandra Kishore Aggarwal	Company Secretary	10.42	(100.95)
3	Lalita Katewa	Chief Financial Officer	21.21	(100.95)

9. The key parameters for any variable component of remuneration availed by the Directors

The Directors of the Company are not drawing a salary from the Company hence this clause is not applicable to the Company.

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

The Directors of the Company are not drawing a salary from the Company hence this clause is not applicable to the Company.

11. Affirmation that the remuneration is as per the remuneration policy of the Company

The remuneration paid is in accordance with the remuneration policy of the Company.

Statement of particulars of employees pursuant to Rule 5 (2) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – Not Applicable

Statement of particulars of employees pursuant to Rule 5 (3) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 – Not Applicable

For and on behalf of the Board
For Mudit Finlease Limited

Date: 30th May, 2016
Place: New Delhi

Sd/-	Sd/-
Poonam Garg	**Pavel Garg**
(Director)	**(Managing Director)**
(DIN: 00085201)	**(DIN: 00085167)**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY STRUCTURE AND DEVELOPMENTS

Mudit Finlease Limited is a NBFC and is engaged mainly in the business of providing Loans & Advances and investing in shares, both quoted and unquoted and renting & leasing of movable and immovable propreties. The industry structure relevant to the Company's operations is mainly concerned with the capital market.

The NBFCs sector is undergoing a significant transformation at present and has come to be recognized as an important element of the financial system. The recent issue in financial sector has highlighted the necessity, importance and significant role, the NBFCs play in development of nation's infrastructure.

In the financial system of India, importance of NBFCs has been much discussed. RBI has been setting right its regulatory and supervising policies from time to time to keep pace with the changes in the environment.

NBFCs have been actively fuelling the growth of the economy – especially the infrastructure part of the economy and have been supplementing the Banking system effectively and thus enhancing competition and diversification in the financial sector

The NBFCs have attracted substantial investments during the recent years both from the retail and from the wholesale side. The growth also has been significant during this year. The NBFCs have been catalysts in accelerating the growth in the semi urban and rural areas. The projections made by RBI and other financial forecasts give substantial growth opportunities for the industry in the coming years.

ECONOMY OVERVIEW

Indian economy is adversely affected by persistent inflation over the last few years. The rising incomes dropped the purchasing power of the population, driving consumption demand in sectors, where supply lagged particularly, in food grain and non-food-grain commodities, Sharp increase in international prices of fuels also contributed to inflationary pressure. The Government has been going very slow on various reforms, expected by large investors and market. Market participants were particularly concerned about subsidies—fertilizer, food and fuel; falling rupee against dollar; unreported corruptions; widening current account and fiscal deficits. Net Buys by the Foreign Institutional investors have been declining during the year as compared to these of the earlier years. Economic situations in Euro Zone countries and other priced the Capital Market towards losses.

The NBFCs sector has undergone a significant transformation in the past few years and has come to be recognized as a systemically important element of the financial system. The recent global financial crisis has also highlighted the regulatory imperatives concerning the non-banking financial sector and the risks arising from regulatory gaps, arbitrage and systemic inter-connectedness.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system is much discussed by various committees appointed by RBI in the past and RBI has been modifying its regulatory and supervising policies from time to time to keep pace with the changes in the system. NBFCs have turned out to be engines of growth and are integral part of the Indian financial system, enhancing competition and diversification in the financial sector, spreading risks specifically at times of financial distress and have been increasingly recognized as complementary of banking system at competitive prices.

OPPORTUNITIES AND THREATS

Capital markets at present are going through turbulent times due to slow-down in domestic economy, slow-down in reforms, uncertain global economic environment, economic crisis faced by a few countries in Europe, fluctuations in currency rates, etc. Although the inflation has remained steady during the year but it is still under pressure due to hike in petrol prices, burden of diesel subsidies, high fiscal deficit, etc. However, we feel that the opportunities will soon arise in the markets upon the corrective policies by the government and better fiscal management which will strengthen the economy.

The NBFC industry holds immense potential and the Government of India's increased focus towards Financial Inclusion has created various opportunities for existing NBFCs to leverage on their established customer base in rural areas. The recent steps by the Government of India to create Infrastructure for NBFC and to provide banking license for NBFCs is a positive signal. The above opportunities have made the Industry highly competitive with the emergence of new category of systematically important NBFCs. Along with existing local and Multinational players leading to tough competition within the industry.

SEGMENT-WISE PERFORMANCE

The Company is into single reportable segment only.

OUTLOOK

Outlook for the Company is linked to Capital Market. The Board of Directors of the Company believes that Company's Investments in the equity shares of various companies would reasonably perform in the ensuing years.

The role of NBFCs has become increasingly important from both the macroeconomic perspective and the structure of the Indian financial system. Over a period of time, one has to accept; that it is only those which are big enough and serious about being in the finance business will and must grow. To survive and constantly grow, NBFCs have to focus on their core strengths while improving on weaknesses. They have to constantly search for new products and services in order to remain competitive. The coming years will be testing ground for the NBFCs and only those who will face the challenge and prove themselves will survive in the long run.

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures.

RISKS AND CONCERNS

As an NBFC, the Company is subjected to both external risk and internal risk. External risk due to interest rate fluctuation, slowdown in economic growth rate, political instability, market volatility, decline in foreign exchange reserves, etc. Internal risk is associated with your Company's business which includes deployment of funds in specific projects, diversification into other business operations, retention of talented personnel, managing effective growth rate, volatility in interest rate, NPAs in portfolio, changes in compliance norms and regulations, contingent liabilities and other legal proceedings. Your Company recognizes the importance of risk management and has invested in people, process and technologies to effectively mitigate the above risks.

Company's performance is closely linked to the Indian Capital Market as the company has investments in both quoted as well as unquoted shares. These investments represent a substantial portion of the company's business and are vulnerable to fluctuations in the stock market. Any decline in the price of quoted investments may affect its financial position and results of operations. The value of the company's investments may be affected by factors affecting capital markets such as price and volume volatility, interest rates, currency exchange rates, foreign investment, government policy changes, political and economic developments, crude oil prices and economic performance abroad, etc.

The Company's success largely depends upon the quality and competence of its management team and key personnel. Attracting and retaining talented professionals is therefore a key element of the company's strategy. The resignation or loss of key management personnel may have an adverse impact on the Company's business, its future financial performance and the result of its operations.

As a non-deposit taking NBFC, the Company is subjected to regulations by Indian governmental Authorities, including the Reserve Bank of India. Their Laws and regulations impose numerous requirements on the Company including prescribed levels of capital adequacy, solvency requirements and liquid assets. There may be future changes in the regulatory system or in the enforcement of the Laws and regulations that may adversely affect the Company's performance.

Moreover, any slowdown in the economic growth in India could cause the business of the Company to suffer. Recently, the growth of industrial production has been variable. Any slowdown in Indian economy could adversely affect the Company's business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate internal controls system commensurate with its size and the nature of its business. All the transactions entered into by the Company are duly authorized and recorded correctly. All operating parameters are monitored and controlled. The top management and the Audit Committee of the Board of Directors review the adequacy and effectiveness of internal control systems from time to time

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The brief on Financial Performance of the Company is already provided in the Boards' Report of the Company.

HUMAN RESOURCE DEVELOPMENT

The Company believes that its people are a key differentiator, especially in knowledge driven, competitive and global business environment. Adapting work culture to suit the dynamic balancing of people requirements and employee needs is an ongoing process. Our people are the company's greatest assets. Your company focuses on increasing the overall productivity per employee in the challenging market conditions. Men are the only active agent and acts as a catalyst in effective utilization of all other M's (Material, Machine and Money). The Board of Directors of your company would like to place on record their sincere appreciation for the efforts and contribution made by all the employees of the Company in the challenging environment. Your Directors take this opportunity to thank all employees for rendering impeccable services to every constituent of Company, customers and shareholders. The Company has a well-defined appraisal system to assess and reward the employees appropriately and also to gauge the potentials of the individuals.

CAUTIONARY STATEMENT

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied. Important factors that could make the difference to the Company's operations include cyclical demand and pricing in the Company's principal markets, changes in Government Regulations, tax regimes, economic developments within India and other incidental factors.

APPRECIATION

Your Directors would like to express their sincere appreciation of the co-operation and assistance received from the shareholders, bankers and other government agencies during the year under review.

For and on behalf of the Board
For Mudit Finlease Limited

Date: 30th May, 2016
Place: New Delhi

Sd/-	Sd/-
Poonam Garg	**Pavel Garg**
(Director)	**(Managing Director)**
(DIN: 00085201)	**(DIN: 00085167)**

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OFMUDIT FINLEASE LIMITED

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of **MUDIT FINLEASE LIMITED, [CIN: L65993DL1989PLC035635]**("the Company"), which comprise of the Balance Sheet as at March 31, 2016,the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies, notes and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 31.03.2016;
b) In the case of the Statement of Profit and Loss, of the Loss of the company for the year ended on that date.
c) In the case of the Cash Flow Statements, of the cash flows of the company for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by sub – section (11) of Section 143 of the Act, a statement on the matters specified in paragraphs 3 and 4 of the **Companies (Auditors' Report) Order, 2016** ("the Order") issued by the Central Government of India has been reported in **"Annexure-I"** to this report.

2. As required by section 143(3) of the Act, we Report that:

   a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

   c) The company has no branch offices and consequently we have not received any report on accounts of branch of the company.

   d) The Balance Sheet, the Statement of Profit & Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   e) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rule, 2014;

   f) On the basis of written representations received from the Directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164(2) of the Act;

   g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **"Annexure-II"**.

   h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit & Auditors) Rule, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) Company does not have any pending litigation which would impact its financial position;
      (ii) Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
      (iii) No amounts were required to be transferred to the Investor Education and Protection Fund by the company as on 31.03.2016.

For **G. K.Kedia & Co.**
Chartered Accountants
Firm Registration No.: 013016N

Sd/-
Satish Kumar Singh
Partner
M. No. 525888

Place: New Delhi
Date: 30.05.2016

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THESTANDALONE FINANCIAL STATEMENTS OF MUDIT FINLEASE LIMITED

(as referred in Paragraph 1 of Other Legal and Regulatory Matters in Independent Auditor's Report)

We report on the matters contained in Paragraph 3 of the Companies (Auditor's Report) Order, 2016 as follows:

i)

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

b) Those fixed assets were physically verified by the management at reasonable intervals and according to the information and explanation given to us, no material discrepancies were noticed on such verification;

c) The title deeds of immovable properties were held in the name of the company.

ii) Physical verification of inventories i.e. shares is not feasible and therefore, reconciliation of holding of shares with the demat account has been conducted at reasonable intervals by the management and according to information and explanation given to us, no material discrepancies were noticed;

iii) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted loans, secured or unsecured, to companies, firms, or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, sub clause (a), (b), and (c) of this clause are not applicable to this company;

iv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not granted loans, made investments, provide guarantees or securities under section 185 & 186 of the Companies Act, 2013;

v) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not accepted any deposits. Therefore, compliances as stated in this clause with respect to directive issued by the Reserve Bank of India, the provision of section 73 to 76 or any other relevant provisions of the Companies Act, 2013, the rules framed thereunder are not required. Further, according to the information and explanations given to us, no order was passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal for this company. Therefore, question of compliance or contravention with the same does not arise;

vi) The provision of clause (3) (vi) of the Order are not applicable to the Company as the Company is not covered by the Companies (Cost Records and Auditors) Rules, 2014;

vii) According to the information and explanations given to us, in respect of statutory dues:

a. The Company has been regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, Income Tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues applicable to it with the appropriate authorities and as on 31.03.2016, no amount was outstanding for a period of more than six months from the date they became payable;

b. No dues were required to be deposited on account of any dispute with income tax or sales tax or service tax or duty of customs or duty of excise or value added tax. Therefore, this sub-clause is not applicable for this company;

viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of any loans or borrowing from a financial institution, bank, Government or dues to debenture holders;

ix) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company did not raise any moneys by way of IPO / FPO (including debt instruments) and term loans during the year, therefore, this clause of the Order is not applicable to this company;

x) In our opinion and according to the information and explanations given to us, no fraud by Company or any fraud on the company by its officers or employees has been noticed or reported during the year;

xi) In our opinion and according to the information and explanations given to usand on the basis of our examination of the books of accounts, no Managerial Remuneration has been paid during the year, therefore this clause of the Order is not applicable to this company;

xii) The Company is not Nidhi company, therefore the provisions of clause (3) (xii) of the Order are not applicable to the company;

xiii) In our opinion and according to the information and explanations given to us, all related parties transactions are in compliance with sections 177 and 188 of Companies Act, 2013 and the details of same have been disclosed in Financial Statements etc., as required by the applicable accounting standards;

xiv) In our opinion and according to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not made any preferential issue / private placement of shares or debentures during reporting period, therefore this clause of the Order is not applicable to this company;

xv) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the Company has not entered into any non – cash transactions with directors or person connected with him, during the reporting period, therefore this clause of the Order is not applicable to this company;

xvi) The company is already registered u/s 45-IA of Reserve Bank of India Act, 1934, having certificate of registration No.14.00750.

For **G. K. Kedia & Co.**
Chartered Accountants
Firm Registration No.: 013016N

Sd/-
Satish Kumar Singh
Partner
Membership No.: 525888

Place: New Delhi
Date: 30.05.2016

ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THESTANDALONE FINANCIAL STATEMENTS OF MUDITFINLEASE LIMITED

(as referred in Paragraph 3(h) of Other Legal and Regulatory Matters in Independent Auditor's Report)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **MUDIT FINLEASE LIMITED, [CIN: L65993DL1989PLC035635]** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based onthe internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit reparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **G. K. Kedia & Co.**
Chartered Accountants
Firm's Registration No.01316N

Sd/-
Satish Kumar Singh
Partner
Membership No. 525888

Place: New Delhi
Date:30.05.2016

MUDIT FINLEASE LIMITED

BALANCE SHEET AS AT MARCH 31, 2016

(Amount in ₹)

Particulars	Note No.	As at March 31, 2016	As at March 31, 2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	50,909,000.00	50,909,000.00
(b) Reserves and Surplus	3	19,859,149.00	19,929,276.00
(2) Non-Current Liabilities			
(a) Deferred Tax Liabilities (Net)	4	588,187.00	1,589,230.00
(b) Other Non-Current Liabilities	5	2,024,640.00	0.00
(3) Current Liabilities			
(a) Short Term Borrowings	6	30,702,345.00	50,030,069.00
(b) Trade Payables	7	0.00	2,560,635.00
(c) Other Current Liabilities	8	608,482.00	1,516,619.00
(d) Short Term Provisions	9	77,964.00	1,864,392.00
Total		**104,769,767.00**	**128,399,221.00**
II.Assets			
(1) Non Current Assets			
(a) Fixed Assets	10		
Tangible Assets		62,597,075.00	59,591,904.00
(b) Long-Term Loans & Advances	11	13,588,846.00	13,588,846.00
(2) Current assets			
(a) Inventories	12	0.00	21,206,787.00
(b) Trade Receivables	13	307,214.00	4,631,462.00
(c) Cash and Bank Balances	14	962,047.00	1,113,400.00
(d) Short-Term Loans & Advances	15	25,987,877.00	26,613,897.00
(e) Other Current Assets	16	1,326,708.00	1,652,925.00
Total		**104,769,767.00**	**128,399,221.00**
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 41		

As per our report of even date annexed.

For **and on behalf of Board of Directors**

For **G. K. Kedia & Co.**
Chartered Accountants
F.R.N. 013016N

Sd/-
Pavel Garg
Director
DIN: 00085167

Sd/-
Poonam Garg
Director
DIN: 00085201

Sd/-
Satish Kumar Singh
Partner
M.No.- 525888

Sd/-
Lalita Katewa
CFO

Sd/-
Chandra Kishore Aggarwal
Company Secretary
M. No. 5450

Place: New Delhi
Date: 30.05.2016

MUDIT FINLEASE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

(Amount in ₹)

Particulars	Note No.	Year Ended March 31, 2016	Year Ended March 31, 2015
I. Revenue from Operations	17	137,458,115.00	268,310,090.00
II. Other Income	18	1,701,708.00	6,287,801.00
Total Revenue		**139,159,823.00**	**274,597,891.00**
III Expenses:			
Purchases	19	107,706,170.00	254,664,822.00
(Increase)/Decrease in Inventories	20	21,206,787.00	(1,101,390.00)
Employee Benefit Expenses	21	2,290,145.00	2,383,804.00
Financial Costs	22	1,928,545.00	3,282,701.00
Depreciation and Amortization Expenses	10	3,912,816.00	3,641,285.00
Other Expenses	23	3,186,530.00	2,358,730.00
Total Expenses		**140,230,993.00**	**265,229,952.00**
IV. Profit before exceptional and extraordinary items and tax		**(1,071,170.00)**	**9,367,939.00**
V Exceptional Items		0.00	0.00
VI Profit before extraordinary items and tax		(1,071,170.00)	9,367,939.00
VII Extraordinary Items		0.00	0.00
VIII Profit before tax		(1,071,170.00)	9,367,939.00
IX. Tax Expense:			
(1) Current tax		0.00	1,797,857.00
(2) Deferred tax		(1,001,043.00)	207,761.00
(3) MAT Credit		0.00	16,588.00
X. Profit/(Loss) for the period		**(70,127.00)**	**7,345,733.00**
Basic Earning Per Share		(0.01)	1.44
Diluted Earning Per Share		(0.01)	1.44
Significant Accounting Policies	1		
Notes on Financial Statements	2 to 41		

As per our report of even date annexed with Balance Sheet.

For **and on behalf of Board of Directors**

For G. K. Kedia & Co.
Chartered Accountants
F.R.N. 013016N

Sd/-
Pavel Garg
Director
DIN: 00085167

Sd/-
Poonam Garg
Director
DIN: 00085201

Sd/-
Satish Kumar Singh
Partner
M.No.- 525888

Sd/-
Lalita Katewa
CFO

Sd/-
Chandra Kishore Aggarwal
Company Secretary
M. No. 5450

Place: New Delhi
Date: 30.05.2016

MUDIT FINLEASE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2016

(Amount in ₹)

Particulars	Year Ended March 31, 2016	Year Ended March 31, 2015
A.CASH FLOW FROM OPERATING ACTIVITIES		
Net profit/(loss) before tax	(1,071,170.00)	9,367,939.00
Adjustments For :-		
Depreciation & Amortisation Expense	3,912,816.00	3,641,285.00
Loss on Sale of Fixed Assets	11,690.00	0.00
Provision for Standard Assets	11,429.00	34,862.00
Operating profit/(loss) before working capital changes	**2,864,765.00**	**13,044,086.00**
Increase/ (Decrease) in Other Non-Current Liabilities	2,024,640.00	(3,720,000.00)
Increase/ (Decrease) in Current Liabilities		
Trade Payables	(2,560,635.00)	2,432,780.00
Short Term Borrowings	(19,327,724.00)	10,030,069.00
Other Current Liabilities	(908,137.00)	(2,992,943.00)
(Increase)/ Decrease in Current Assets		
Inventories	21,206,787.00	(1,101,390.00)
Trade Receivables	4,324,248.00	(4,631,462.00)
Short Term Loans & Advances	626,020.00	(13,944,753.00)
Other Current Assets	(434,231.00)	118,272.00
Net Cash from operating activities before tax	**7,815,733.00**	**(765,341.00)**
Less: Tax Paid	(1,037,409.00)	(803,742.00)
Net Cash from/(used in) Operating Activities	**6,778,324.00**	**(1,569,083.00)**
B.CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(7,090,678.00)	(1,224,300.00)
Sale of Fixed Assets	161,000.00	0.00
Repayment of Long Term Loans & Advances	0.00	150,000.00
Net Cash from/(used in) Investing Activities	**(6,929,678.00)**	**(1,074,300.00)**
C.CASH FLOW FROM FINANCING ACTIVITIES		
Proposed Dividend	0.00	0.00
Dividend Distribution Tax	0.00	0.00
Net Cash From Financing Activities	**0.00**	**0.00**
NET CASH INCREASE/ (DECREASE) (A+B+C)	**(151,354.00)**	**(2,643,383.00)**
Cash/Cash Equivalents Opening Balance	1,113,401.00	3,756,784.00
Cash/Cash Equivalents Closing Balance	**962,047.00**	**1,113,401.00**

As per our report of even date annexed with Balance Sheet.

For **and on behalf of Board of Directors**

For **G. K. KEDIA & CO.**
Chartered Accountants
F.R.N. 013016N

Sd/-
Pavel Garg
Director
DIN: 00085167

Sd/-
Poonam Garg
Director
DIN: 00085201

Sd/-
Satish Kumar Singh
Partner
M.No.- 525888

Sd/-
Lalita Katewa
CFO

Sd/-
Chandra Kishore Aggarwal
Company Secretary
M. No. 5450

Place: New Delhi
Date: 30.05.2016

NOTES ANNEXED TO AND FORMING PART OF FINANCIAL STATEMENTS AS AT MARCH 31, 2016

Note No. 1: SIGNIFICANT ACCOUNTING POLICIES

1.1 Basis of preparation of Financial Statements

These financial statements are prepared on under the historical cost convention, in compliance in accordance with Generally Accepted Accounting Principles (GAAP) in India on accrual basis. GAAP comprises accounting standards as specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, and the relevant provisions of the Companies Act, to the extent applicable. Accounting policies have been consistently applied.

1.2 Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, reported amount of assets and liabilities and disclosure relating to contingent assets and liabilities as of the date on the financial statements. Accounting estimate could change from period to period and actual results could differ from those estimates.

1.3 Revenue Recognition

Revenue is being recognized in accordance with the guidance Note on Accrual Basis of Accounting issued by The Institute of Chartered Accountants of India. Accordingly, wherever there are uncertainties in the realization of income, the same is not accounted for till such time the uncertainty is resolved.

Income from sale of shares is recognized on the execution of transaction on the stock exchange. Income from jobbing operation and from F&O Activities is recognized on the settlement date. Income from interest on loan given is recognized on a time proportion basis at the time of squared up of interest bearing loan accounts or at the end of financial year, whichever is earlier. Dividend income is recognized on receipt basis.

1.4 Treatment of Expenses

All expenses are accounted for on accrual basis.

1.5 Employee Benefits

In accordance with Accounting Standard-15 (Revised) “Employee Benefits”, short term benefits are charged to profit & loss statement as and when they occur. Long term benefits are given to employees as required by law and charged to profit and loss accounts for the period to which they relate on the basis of best possible estimates

1.6 Fixed Assets

Consequent to the issuance of Accounting Standard (AS) 10, “Accounting for Fixed Assets” issued by The Institute of Chartered Accountants of India, tangible assets are recognized at the cost incurred to purchase and bring them into the condition which makes it able to be used by the company. Historical Cost method is being followed. No revaluation of assets is done during the year.

1.7 Depreciation

Consequent to the issuance of Accounting Standard (AS) 6, “Depreciation Accounting” issued by The Institute of Chartered Accountants of India, depreciation is provided on fixed assets on the basis of written down value method on pro-rata basis at the useful life prescribed in schedule II to the Companies Act, 2013.

Intangible Assets, if any, will be amortized in compliance with Accounting Standard-26 on Straight Line Method.

1.8 Impairment of Assets

Consequent to the issuance of Accounting Standard (AS) 28, "Impairment of Assets" issued by The Institute of Chartered Accountants of India, the carrying values of assets/cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life to their present value based on an appropriate discount factor.

1.9 Inventories

Consequent to the issuance of Accounting Standard (AS) 2, "Valuation of Inventories" issued by The Institute of Chartered Accountants of India, stock-in-trade (quoted) is valued at cost (on first-in-first-out (FIFO) basis) or market prices, whichever is lower.

1.10 Provisions & Contingencies

Company creates a provision when there is 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 obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

1.11 Taxes on Income

Consequent to the issuance of Accounting Standard (AS) 22, "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India, provision for current income tax has been made as per the provisions of the Income Tax Act.

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

1.12 Cash and Cash Equivalents

Cash and cash equivalents comprise cash & cheques on hand and balances with banks.

1.13 Leases

Consequent to the issuance of Accounting Standard (AS) 19, "Leases" issued by The Institute of Chartered Accountants of India, the Company has taken office building on lease, which is classified as an Operating Lease and lease payments are recognized as an expenses.

1.14 Earnings Per Share

Consequent to the issuance of Accounting Standard (AS) 20, "Earning Per Share" issued by The Institute of Chartered Accountants of India, basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

MUDIT FINLEASE LIMITED

NOTES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2016

(Amount in ₹)

	As at March 31, 2016	As at March 31, 2015
Note 2		
Share Capital		
A. Authorized :		
6,000,000 (6,000,000) Equity Shares of ₹10/- (₹10/-) each	60,000,000.00	60,000,000.00
	60,000,000.00	**60,000,000.00**
B. Issued, Subscribed and Fully Paid up :		
5,090,900 (5,090,900) Equity Shares of ₹10/- (₹10/-) each Fully Paid-up	50,909,000.00	50,909,000.00
	50,909,000.00	**50,909,000.00**

C. Share Capital Reconciliation :

Particulars	March 31, 2016		March 31, 2015	
	Eq. Sh.	Amount in ₹	Eq. Sh.	Amount in ₹
Opening	5,090,900	50,909,000.00	5,090,900	50,909,000.00
Add: Issued during the year	0	0.00	0	0.00
Less: Buy back during the year	0	0.00	0	0.00
Closing	**5,090,900**	**50,909,000.00**	**5,090,900**	**50,909,000.00**

D. Shareholders holding more than 5% of total issued and paid up equity share capital :

Name	% of Holding		No. of Shares held	
	March 31, 2016	March 31, 2015	March 31, 2016	March 31, 2015
Pavel Garg	39.25%	39.25%	1,998,080	1,998,080
Poonam Garg	10.49%	10.49%	534,200	534,200
Usha	5.94%	5.94%	302,309	302,309

E. Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

MUDIT FINLEASE LIMITED

NOTES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2016

(Amount in ₹)

	As at March 31, 2016	As at March 31, 2015
Note 3		
Reserves and Surplus		
(a) RBI Reserve Fund		
Opening Balance	2,377,169.00	908,022.00
Add: Transfer from Surplus	0.00	1,469,147.00
	2,377,169.00	2,377,169.00
(b) Surplus (balance in Statement of Profit & Loss)		
Opening Balance	17,552,107.00	9,293,082.00
Add: Profit/(Loss) during the year	(70,127.00)	7,345,733.00
	17,481,980.00	16,638,815.00
Less: Appropriations		
T/f to Capital Reserve Fund @20% u/s 45-IC of RBI Act	0.00	1,469,147.00
Proposed Dividend	0.00	(2,036,360.00)
Dividend Distribution Tax	0.00	(346,079.00)
	17,481,980.00	17,552,107.00
	19,859,149.00	**19,929,276.00**
Note 4		
Deferred Tax Liabilities (Net)		
Timing Difference		
-On Depreciation	(839,650.00)	(1,589,230.00)
-On Unabsorbed Depreciation	251,463.00	0.00
	(588,187.00)	**(1,589,230.00)**
Note 5		
Other Long Term Liabilities		
Security Deposit	2,024,640.00	0.00
	2,024,640.00	**0.00**
Note 6		
Short Term Borrowings		
Unsecured Loan:		
Loans & Advances:		
-Directors	10,500,000.00	31,500,000.00
-Others	20,202,345.00	18,530,069.00
	30,702,345.00	**50,030,069.00**
Note 7		
Trade Payables		
Sundry Creditors	0.00	2,560,635.00
	0.00	**2,560,635.00**
Note 8		
Other Current Liabilities		
Statutory Liabilities	287,381.00	322,338.00
Expenses Payable	269,257.00	117,862.00
Other Payables	51,844.00	1,076,419.00
	608,482.00	**1,516,619.00**
Note 9		
Short Term Provisions		
Provision on Standard Assets	77,964.00	66,535.00
Provision for Income Tax	0.00	1,797,857.00
	77,964.00	**1,864,392.00**

MUDIT FINLEASE LIMITED

Note 10

SUMMARY OF HEADS IN TANGIBLE FIXED ASSETS **(Amount in ₹)**

PARTICULARS	Useful Life (Years)	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
		Opening as on 01.04.15	Addition	Disposals	Closing as on 31.03.16	Opening as on 01.04.15	Additions	Reversal	Closing as on 31.03.16	WDV as on 31.03.2016	WDV as on 31.03.2015
(a) Land											
Plot (HUDA)		24,885,335	0.00	0.00	24,885,335	0.00	0.00	0.00	0.00	24,885,335	24,885,335
(b) Buildings	60	36,784,462	0.00	0.00	36,784,462	6,772,490	1,459,621	0.00	8,232,111	28,552,351	30,011,972
(c) Furniture and Fixtures											
Aluminum Ladder	10	20,500	0.00	0.00	20,500	6,288	3,720	0.00	10,008	10,492	14,212
Electricals Equipments & Fittings	10	1,803,997	1,000,000	0.00	2,803,997	1,100,292	333,455	0.00	1,433,747	1,370,250	703,705
Furniture and Fixtures	10	0.00	1,631,462	0.00	1,631,462	0.00	211,164	0.00	211,164	1,420,298	0.00
Water Tank	10	101,095	0.00	0.00	101,095	61,659	11,434	0.00	73,093	28,002	39,436
(d) Vehicles											
Motor Car	8	706,714	0.00	706,714	0.00	492,642	41,382	534,024	0.00	0.00	214,072
Motor Cycle	10	36,367	0.00	0.00	36,367	28,644	2,006	0.00	30,650	5,717	7,723
(e) Computer											
Computer	3	484,452	0.00	0.00	484,452	457,995	10,433	0.00	468,428	16,024	26,457
(f) Office Equipments											
Air Conditioner	5	230,327	4,449,925	0.00	4,680,252	189,188	754,891	0.00	944,079	3,736,173	41,139
CCTV Camera	5	165,270	0.00	0.00	165,270	79,381	39,754	0.00	119,135	46,135	85,889
Fire Extinguisher	5	22,851	0.00	0.00	22,851	18,398	3,105	0.00	21,503	1,348	4,453
Mobile	5	31,848	0.00	0.00	31,848	30,256	0.00	0.00	30,256	1,592	1,592
Printer / Photocopier	5	0.00	9,290	0.00	9,290	0.00	1,155	0.00	1,155	8,135	0.00
Water Purifier	5	9,000	0.00	0.00	9,000	8,550	0.00	0.00	8,550	450	450
(g) Electrical Instalations & Equipment											
Generator	10	1,844,234	0.00	0.00	1,844,234	630,675	327,148	0.00	957,823	886,411	1,213,559
Lift/Escalators	10	2,735,151	0.00	0.00	2,735,151	1,516,477	371,016	0.00	1,887,493	847,658	1,218,674
Panels	10	1,759,249	0.00	0.00	1,759,249	979,058	237,920	0.00	1,216,978	542,271	780,191
Pump/Meters	10	216,126	0.00	0.00	216,126	120,278	29,228	0.00	149,506	66,620	95,848
Transformers	10	557,404	0.00	0.00	557,404	310,207	75,384	0.00	385,591	171,813	247,197
TOTAL (Current Year)		**72,394,382**	**7,090,677**	**706,714**	**78,778,345**	**12,802,478**	**3,912,816**	**534,024**	**16,181,270**	**62,597,075**	**59,591,904**
TOTAL (Previous Year)		**71,170,082**	**1,224,300**	**0.00**	**72,394,382**	**9,161,193**	**3,641,285**	**0.00**	**12,802,478**	**59,591,904**	

MUDIT FINLEASE LIMITED

NOTES FORMING PART OF BALANCE SHEET AS AT MARCH 31, 2016

	As at March 31, 2016	(Amount in ₹) As at March 31, 2015
Note 11		
Long Term Loans & Advances		
Capital Advance	13,096,200.00	13,096,200.00
Security Deposit	492,646.00	492,646.00
	13,588,846.00	**13,588,846.00**
Note 12		
Inventories		
Closing Stock	0.00	21,206,787.00
	0.00	**21,206,787.00**
Note 13		
Trade Receivables		
Unsecured & Considered Good:		
-Outstanding for a period exceeding six months	0.00	1,042,256.00
-Others	307,214.00	3,589,206.00
	307,214.00	**4,631,462.00**
Out of above, due from :		
- Directors	0.00	0.00
- Other officers of the company	0.00	0.00
- Firm / Company (in which Directors are Partners / Directors)	0.00	0.00
	0.00	**0.00**
Note 14		
Cash and Cash Equivalent		
Balance with schedule bank in Current Account	78,792.00	651,486.00
Cheques on Hand	806,892.00	153,122.00
Cash on hand	76,363.00	308,792.00
	962,047.00	**1,113,400.00**
Note 15		
Short Term Loans & Advances		
Loans & Advances to:		
-Related Parties	0.00	2,175,485.00
-Others	25,987,877.00	24,438,412.00
	25,987,877.00	**26,613,897.00**
Note 16		
Other Current Asstes		
TDS Receivable	426,080.00	760,448.00
Prepaid Expenses	133,998.00	125,847.00
MAT Credit Entitlement	766,630.00	766,630.00
	1,326,708.00	**1,652,925.00**

MUDIT FINLEASE LIMITED

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

	Year Ended March 31, 2016	(Amount in ₹) Year Ended March 31, 2015
Note 17		
Revenue from Operations		
Revenue from Sales of Shares	129,815,662.00	258,970,796.00
Revenue from Interest on Loan & Advances	3,056,890.00	2,167,438.00
Jobbing/F&O Trading Income	4,376,844.00	6,845,572.00
Dividend Income	208,719.00	326,284.00
	137,458,115.00	**268,310,090.00**
Note 18		
Other Income		
Rental Income	1,518,480.00	5,617,440.00
Maintenance of Rental Premise	183,228.00	661,753.00
Interest on Income Tax Refund	0.00	8,608.00
	1,701,708.00	**6,287,801.00**
Note 19		
Purchases		
Shares (quoted)	107,706,170.00	254,664,822.00
	107,706,170.00	**254,664,822.00**
Note 20		
(Increase)/Decrease in Inventory		
Opening Stock of Shares (Quoted)	21,206,787.00	20,105,397.00
Closing Stock of Shares (Quoted)	0.00	21,206,787.00
	21,206,787.00	**(1,101,390.00)**
Note 21		
Employee Benefit Expenses		
Salaries & Wages	2,172,630.00	2,245,000.00
Allowances	69,800.00	93,600.00
Staff Welfare expenses	47,715.00	45,204.00
	2,290,145.00	**2,383,804.00**
Note 22		
Financial Costs		
Interest on Unsecured Loan	1,925,092.00	3,280,926.00
Bank Charges	3,146.00	1,701.00
Interest on TDS	307.00	74.00
	1,928,545.00	**3,282,701.00**

MUDIT FINLEASE LIMITED

NOTES FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016

	Year Ended March 31, 2016	(Amount in ₹) Year Ended March 31, 2015
Note 23		
Other Expenses		
Electricity	1,439,664.00	1,053,015.00
Repair & Maintenance	391,068.00	394,977.00
House Tax	371,942.00	0.00
Fees & Subscription	276,246.00	163,304.00
Legal and Professional Expenses	143,300.00	108,362.00
Registration Fees	115,750.00	0.00
Office Expenses	76,220.00	82,596.00
Business Promotion	53,620.00	63,132.00
Advertisement	49,972.00	47,806.00
Printing and Stationery	41,380.00	41,790.00
Payment to Auditors:		
-Statutory Audit Fees	34,350.00	33,708.00
-Tax Audit Fees	22,900.00	22,472.00
Postage and Courier	32,448.00	28,457.00
Telephone & Internet Expenses	31,531.00	22,558.00
Insurance	19,130.00	15,233.00
Record Maintenance Charges	17,097.00	16,856.00
NCCL Fees	15,122.00	0.00
Website Designing & Maintenance Expenses	13,164.00	4,788.00
Loss on Sale of Fixed Assets	11,690.00	0.00
Provision on Standard Assets	11,429.00	34,862.00
Books and Periodicals	10,510.00	9,840.00
Demat Charges	5,320.00	0.00
Water Expenses	2,677.00	7,474.00
Rent Expenses	0.00	150,000.00
Security Guard Expenses	0.00	57,500.00
	3,186,530.00	**2,358,730.00**

NOTES TO THE ACCOUNTS FORMING PART OF FINANCIAL STATEMENTS AS AT 31st MARCH, 2016

24. Contingent Liabilities

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Estimated amount of Contingent Liability	0.00	0.00

25. Payment made to Directors includes:

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Managerial Remuneration	0.00	0.00

26. Payments to Auditors includes:

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Statutory Audit Fees	34,350.00	33,708.00
Tax Audit Fees	22,900.00	22,472.00
Total	**57,250.00**	**56,180.00**

27. Change in Accounting Policies:

The company has not made any changes in its accounting policy and are same as were in previous year.

28. Segmental Reporting:

Consequent to the issuance of Accounting Standard (AS) 17, "Segment Reporting" issued by The Institute of Chartered Accountants of India, the company is an investing and financing company and most of the revenue of the company arise from investing activities. As all the investment and finances made by the company are subject to same risk and return, hence, there is only one segment of business.

29. Deferred Tax

Consequent to the issuance of Accounting Standard (AS) 22, "Accounting for Taxes on Income" issued by The Institute of Chartered Accountants of India, the Company has recognized deferred tax liability on account of difference in depreciation calculated as per schedule II of the Companies Act, 2013 and as per Income Tax Act, 1961

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Deferred Tax Liability	9,51,513.00	15,89,230.00

30. Operating Lease

The company has taken head office building on lease which is classified as an Operating Lease. The information as per Accounting Standard (AS) 19, 'Leases" issued by The Institute of Chartered Accountants of India is as follows:

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
(a)The total of future minimum lease payments payable for each of the following periods:		
(i) not later than one year	0.00	0.00
(ii) later than one year and not later than five years	0.00	0.00
(iii) later than five years	0.00	0.00
(b)Lease payment recognized in the statement of profit and loss for the year	0.00	1,50,000.00
(c)The company has taken head office building on lease for 3 years. Lease has been terminated during the year.		

31. Dealing in Securities:

Quantitative information in respect of dealing in securities:

Particulars	As at 31.03.2016		As at 31.03.2015	
	Quantity (Nos.)	Amount (₹)	Quantity (Nos.)	Amount (₹)
Opening Stock	3,82,393.00	2,12,06,787.00	3,59,357.00	2,01,05,397.00
Purchases	11,89,950.00	10,76,10,352.00	32,99,027.00	25,46,64,822.00
Sales	15,72,343.00	12,99,41,472.00	32,75,991.00	25,89,70,796.00
Closing Stock	0.00	0.00	3,82,393.00	2,12,06,787.00

32. Employee benefits:

In accordance with Accounting Standard-15 (Revised) "Employee Benefits", no provision has been made for the retirement benefits payable to the employees since no employee has yet put in the qualifying period of service and the liability for the same will be provided when it becomes due. Provisions of provident fund and ESI have not been made, as the provisions of the same are yet not applicable to the company. The company is not paying leave encashment benefits to its employees as per the rules of the company.

33. Related Party Disclosures:

Name of Related Parties and nature of related party relationships (as recognized by the management):

Key Managerial Personnel	Pavel Garg	Director
	Poonam Garg	Director

(I) Related Parties Transactions:
The details of transactions between the Company and the related party, as defined in the Accounting Standard- 18, are given below:

(Figures in brackets relate to the previous year) (₹ in Lacs)

Party Name	Relation	Nature of Transaction	Opening Balance	Net Transaction	Closing Balance
Poonam Garg	Director	Loan Payable	315.00 (365.00)	210.00 (50.00)	105.00 (315.00)
Pavel Garg	Director	Loan Receivable	21.75 (25.00)	21.75 (3.25)	0.00 (21.75)
		Interest Income	0.36 (0.75)	0.36 (0.75)	0.00 (0.00)

Note: In opinion of board, non-executive directors are not key management personnel for AS-18

34. Earnings/ (Loss) Per Share (EPS):

(Amount in ₹ except shares)

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Profit after tax attributable to Equity shareholders (Numerator used for calculating basic EPS)	(4,33,453.00)	73,45,733.00
Weighted average number of equity share outstanding during the year (Denominator used for calculating basic EPS)	50,90,900.00	50,90,900.00
Nominal value of share	10	10
Basic Earning/ (Loss) per share	(0.09)	1.44
Diluted Earning/ (Loss) per share	(0.09)	1.44

35. On the basis of above information available with the company, there are no amounts payable to micro and small enterprises as at 31.03.2016:

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Amount Payable to Micro & Small Enterprises	0.00	0.00

However, the status of all the undertakings is presently not known to the company.

36. Earning/Expenditure in foreign currency:

Particulars	Year Ended 31.03.2016 (₹)	Year Ended 31.03.2015 (₹)
Earning/ Expenditure in Foreign Currency	0.00	0.00

37. Debit and credit balances with the parties are subject to their confirmations by the parties.

38. In the opinion of board of directors, current assets, loans & advances shall have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and provisions for all the known current liabilities have been made in the balance sheet.

39. Schedule to the Balance Sheet as required in terms of Paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, is enclosed herewith by way of separate annexures.

40. Previous year figures have been regrouped or rearranged wherever considered necessary to make it comparable with the figures of the current year. All the figures are rounded off up to nearest rupee, wherever required.

41. The company has kept equity shares of companies in margin account with broker M/s Maheshwari Technical & Financial Services Limited as margin. Details of share for the year ending is as under:

SHARES	Year Ended 31.03.2016 (No.)	Year Ended 31.03.2015 (No.)
HDFC Bank	0.00	3500.00
HDIL	0.00	2000.00
NHPC	0.00	40,000.00
SJVN	0.00	50,000.00

For **and on behalf of Board of Directors**

For **G. K. Kedia & Co.**
Chartered Accountants
FRN No.: 013016N

Sd/-
Pavel Garg
Director
DIN: 00085167

Sd/-
Poonam Garg
Director
DIN: 00085201

Sd/-
Satish Kumar Singh
Partner
M. No.: 525888

Sd/-
Lalita Katewa
CFO

Sd/-
Chandra Kishore Aggarwal
Company Secretary
M. No.: 5450

Place: New Delhi
Date: 30.05.2016

Schedule to the

Balance Sheet of a non-deposit taking Non-Banking Financial Company

[As required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015]

MUDIT FINLEASE LIMITED

For the year ended on 31st March, 2016

(₹in lakhs)

	Particulars	31.03.2016	
	Liabilities Side :		
1	**Loans and Advances availed by the NBFCs inclusive of Interest accrued thereon but not paid :**	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposits*)	NIL	NIL
	(b) Deferred Credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	202.02	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Public Deposits*	NIL	NIL
	(g) Other Loans from Directors	105.00	NIL
	*Please see Note I below		

	Assets Side:	Amount Outstanding
2	**Break-up of Loans and Advances including bills receivables [other than those Included in (4) below] :**	
	(a) Secured	NIL
	(b) Unsecured	259.88
3	**Break-up of Leased Assets and stock on hire and other assets counting towards AFC Activities**	NIL
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial Lease	NIL
	(b) Operating Lease	NIL
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	NIL
	(b) Repossessed Assets	NIL
	(iii) Hypothecation loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	NIL
	(b) Loans other than (a) above	NIL

4	**Break-up of Investments :**	
	Current Investments :	
	1. Quoted :	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debenture and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Governments Securities	NIL
	(v) Others (please specify)	NIL
	2. Unquoted :	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debenture and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Governments Securities	NIL
	(v) Others (Please specify)	NIL
	Long Term Investments :	
	Current Investments :	
	1. Quoted :	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debenture and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Governments Securities	NIL
	(v) Others (please specify)	NIL
	2. Unquoted :	
	(i) Shares : (a) Equity	NIL
	(b) Preference	NIL
	(ii) Debenture and Bonds	NIL
	(iii) Units of Mutual Funds	NIL
	(iv) Governments Securities	NIL
	(v) Others (Please specify)	NIL

5 **Borrower group-wise classification of assets financed in (2) and (3) above :**

Please see Note 2 below

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties "	NIL	NIL	NIL
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
('c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	259.10	259.10
Total	**NIL**	**259.10**	**259.10**

6	**Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**		
	Category	Market Value / Break-up or Fair value or NAV	Book Value (Net of Provisions)
	1. Related Parties **	NIL	NIL
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	NIL
	('c) Other related parties	NIL	NIL
	2. Other than related parties	NIL	NIL
	Total	**NIL**	**NIL**

**As per Accounting Standard of ICAI (Please *see* Note 3)

7	**Other Information**		
	Particulars	Amount	
	(i) Gross Non-Performing Assets	NIL	
	(a) Related parties	NIL	
	(b) Other than related parties	NIL	
	(ii) Net Non-Performing Assets	NIL	
	(a) Related parties	NIL	
	(b) Other than related parties	NIL	
	(iii) Assets acquired in satisfaction of debt	NIL	

Notes :

1 As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

2 Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

3 All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break-up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

For G. K. Kedia & Co.
Chartered Accountants
Firm Registration No.: 013016N

Sd/-
Satish Kumar Singh
Partner
M. No.: 525888

For and on behalf of Board of Directors

Sd/-
Pavel Garg
Director
DIN : 00085167

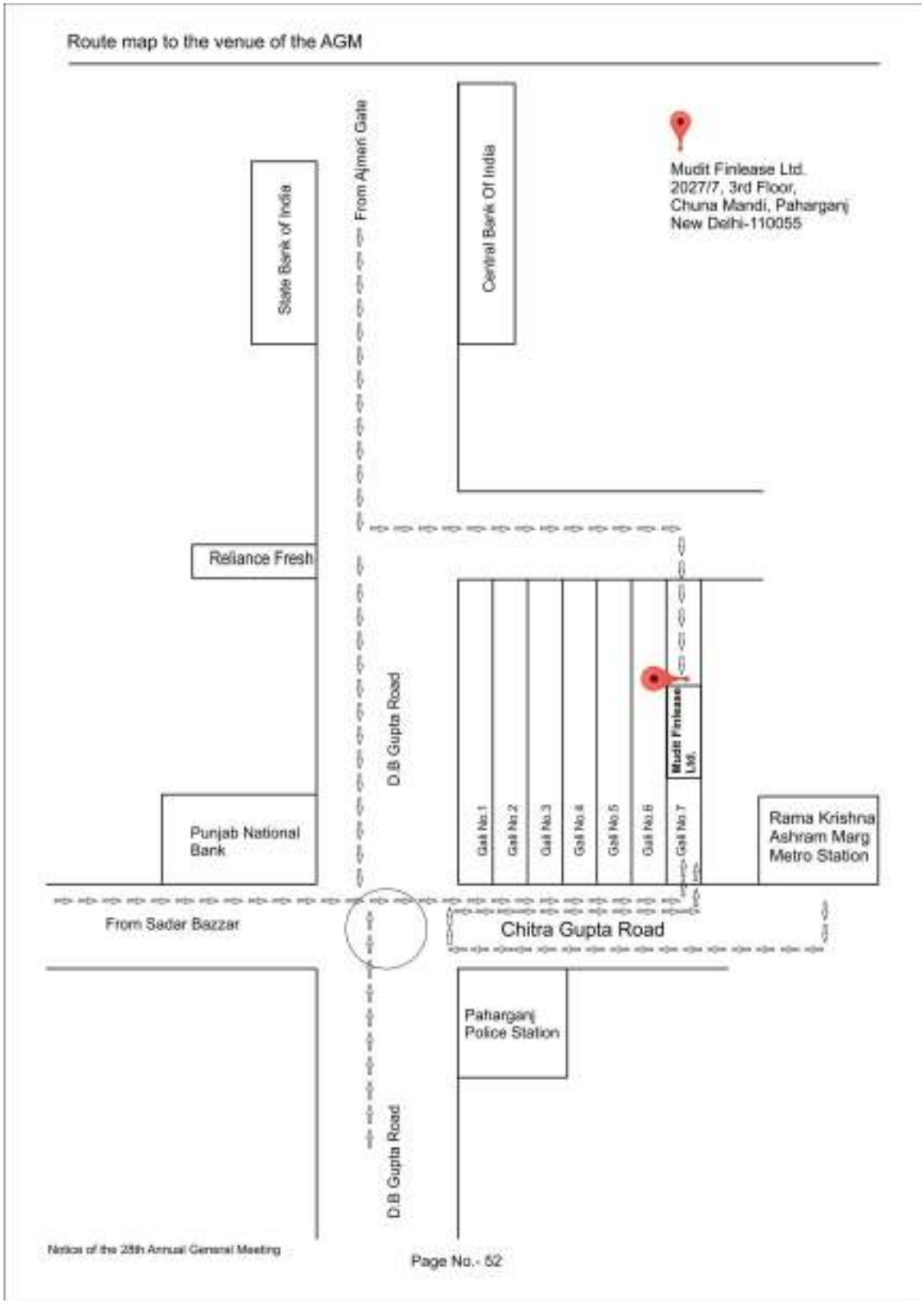
Sd/-
Poonam Garg
Director
DIN : 00085201

Sd/-
Chandra Kishore Aggarwal
Company Secretary
M. No.: 5450

Sd/-
Lalita Katewa
CFO

Place: New Delhi
Date: 30.05.2016

ROUTE MAP


Route map to the venue of the AGM
From Ajmeri Gate
State Bank of India
Central Bank Of India
Mudit Finlease Ltd.
2027/7, 3rd Floor,
Churia Mandi, Paharganj
New Delhi-110055
Reliance Fresh
D.B Gupta Road
Gali No.1
Gali No.2
Gali No.3
Gali No.4
Gali No.5
Gali No.6
Gali No.7
Mudit Finlease Ltd.
Punjab National Bank
Rama Krishna Ashram Marg Metro Station
From Sadar Bazzar
Chitra Gupta Road
Paharganj Police Station
D.B Gupta Road
Notice of the 28th Annual General Meeting
Page No.- 52

MUDIT FINLEASE LIMITED
CIN: L65993DL1989PLC035635
Regd. Off.: 2027/7 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055
E mail- mudit_finlease@rediffmail.com; **Website:** www.muditfinlease.com; **Tel.: 011-23562145**

ATTENDANCE SLIP
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the Meeting

DP Id* _____ Folio No. _____

Client Id* _____ No. of Share _____

Name and Address of the Member _____

Name and Address the of Proxy _____

I/We hereby record my/our presence at the **28th Annual General Meeting** of the members of the Company on **Friday, 30th September, 2016 at 10:00 a.m.** at 2027/7 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055.

_____
Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

----------TEAR HERE----------

MUDIT FINLEASE LIMITED
CIN: L65993DL1989PLC035635
Regd. Off.: 2027/7 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055
E mail- mudit_finlease@rediffmail.com; **Website:** www.muditfinlease.com; **Tel.: 011-23562145**

FORM NO. MGT-11
PROXY FORM
[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): ……
Registered Address: ……
E-mail id: ……
Folio No./ Client ID NO*: ……DP ID NO*:……

I/We, being the member(s) holding……Shares of the above named company, hereby appoint:

1. Name: ……E mail ID:……
Address: ……
……Signature: ……
or failing him

2. Name: ……E mail ID:……
Address: ……
……Signature: ……
or failing him

3. Name: ……E mail ID:……
Address: ……
……Signature: ……

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **28th Annual General Meeting** of the members of the Company to be held on **Friday, the 30th September, 2016 at 10:00 a.m.** at 2027/7 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
ORDINARY BUSINESS	
1	Adoption of Audited Financial Statement for Financial Year 2015-16.
2	Appointment of Director liable to retire by rotation.
3	Re-Appointment of Statutory Auditor.
SPECIAL BUSINESS	
4	Alteration of Memorandum of Association of the Company.
5	Adoption of New set of Articles of Associations of the Company.

Signed this……day of……2016

Affix Revenue Stamp

Signature of Shareholder……..Signature of Proxy Holder……

* Applicable for investors holding shares in electronic form.

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered office of the Company at 2027/7 3rd Floor, Chuna Mandi, Paharganj, New Delhi-110055 not less than 48 hours before the Commencement of the Meeting.

2. Those Members who have multiple folios with different joint holders may use copies of this Attendance Slip/Proxy.