



SHRI NIWAS LEASING AND FINANCE LIMITED



Regd. Office : 22, RAJINDRA PARK, NEW DELHI - 110060
E-mail : shriniwas.limited@gmail.com, Website : shriniwasleasingfinance.com
CIN : L65993DL1984PLC019141

Date: 06.10.2017

To,
Department of Corporate Services
Bombay Stock Exchange Limited
P. J. Towers, Dalal Street,
Mumbai- 400001

Sub- Submission of Annual Report (including Notice of AGM) under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial year 2016-17. (Scrip Code: 538897)

Dear Sir,

With reference to the above mentioned subject, please find enclosed herewith the Annual Report (including AGM Notice) as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for financial year 2016-17.

You are requested to take the above on your records and acknowledge the same.

For Shri Niwas Leasing And Finance Limited


Tripti Shakya
(Company Secretary)

Place: New Delhi

Encl: a/a

SHRI NIWAS LEASING
AND FINANCE
LIMITED

32nd ANNUAL REPORT
(2016-2017)



CONTENTS

<i>S. No.</i>	<i>PARTICULARS</i>
<i>1.</i>	<i>Corporate Information</i>
<i>2.</i>	<i>Notice</i>
<i>3.</i>	<i>Route Map</i>
<i>4.</i>	<i>Director's Report</i>
<i>5.</i>	<i>Management Discussion & Analysis (Annexure-I)</i>
<i>6.</i>	<i>Independent Auditor's Report (Annexure-II)</i> <i>Financial Statements:</i> <ul style="list-style-type: none">• <i>Balance Sheet</i>• <i>Statement of Profit And Loss</i>• <i>Cash Flow Statement</i>• <i>Accounting Policies and Notes on Accounts</i>
<i>7.</i>	<i>Secretarial Audit Report (MR-3) (Annexure-III)</i>
<i>8.</i>	<i>Extract Of Annual Return (MGT-9) (Annexure-IV)</i>
<i>9.</i>	<i>Attendance Slip</i>
<i>10.</i>	<i>Proxy Form (MGT-11)</i>

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Virendra Jain, Managing Director
Mr. Surender Kumar Jain, Director
Mr. Ramesh Kumar, Director
Mrs. Babita Jain, Director
Mr. Deepu Singh, Director
Mr. Anil, Director

COMPANY SECRETARY

Ms. Tripti Shakya

REGISTERED OFFICE

22, Rajindra Park, New Delhi- 110060

WEBSITE

www.shriniwasleasingfinance.com

SECRETARIAL AUDITORS

M/s Vijay Jain & Co.
(Practicing Company Secretaries)
Abhishek Business Centre,
307, Third Floor, Laxmi Nagar,
New Delhi-110092

STATUTORY AUDITORS

M/s Sanjeev Gaurav & Associates
(Chartered Accountants)
F-11, Bhagwati Complex,
Opposite Shah Talkies, Agra
Uttar Pradesh- 282001

INTERNAL AUDITORS

Deepak Tyagi

BANKERS

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

BOARD COMMITTEES

Audit Committee:

Mr. Anil, Chairperson
Mrs. Babita Jain, Member
Mr. Ramesh Kumr, Member
Mr. Deepu Singh, Member

Nomination & Remuneration Committee:

Mr. Anil, Chairperson
Mrs. Babita Jain, Member
Mr. Ramesh Kumr, Member
Mr. Deepu Singh, Member

Stakeholder Relationship Committee:

Mr. Ramesh Kumr, Chairperson
Mrs. Babita Jain, Member
Mr. Deepu Singh, Member
Mr. Anil, Member

Risk Management Committee:

Mr. Anil, Chairperson
Mrs. Babita Jain, Member
Mr. Deepu Singh, Member

Asset Liability Management Committee:

Mr. Ramesh Kumr, Chairperson
Mr. Virendra Jain, Member
Mrs. Babita Jain, Member

Investment Committee:

Mr. Ramesh Kumr, Chairperson
Mr. Virendra Jain, Member
Mrs. Babita Jain, Member

REGISTRAR AND TRANSFER AGENT

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

STOCK EXCHANGE WHERE COMPANY(S) SECURITIES ARE REGISTERED

BSE Limited
Delhi Stock Exchange Limited

CIN

L65993DL1984PLC019141

INVESTORS HELP DESK & EMAIL

Ms. Tripti Shakya, Company Secretary
Cum Compliance officer
E- mail Id: shriniwas.limited@gmail.com
Phone No. 011-25815486

SHRI NIWAS LEASING AND FINANCE LIMITED

Regd. Office: 22, Rajindra Park, New Delhi- 110060
CIN: L65993DL1984PLC019141, Ph. No.: 011-25815486
E-mail Id: shriniwas.limited@gmail.com
Website: www.shriniwasleasingfinance.com

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Company will be held on Thursday , the 21st Day of September, 2017 at 10.00 a.m. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 to transact the following businesses:

ORDINARY BUSINESS:

1. Approval of Financial Results, Directors' & Auditors' Report

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

“RESOLVED THAT the Audited Balance Sheet as at 31st March, 2017 and Statement of Profit and Loss for the year ended on that date, together with the Directors' Report and Auditors' Report thereon as presented to the meeting, be and the same are hereby, approved and adopted.”

2. Re-appointment of Director

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

“RESOLVED THAT Mrs. Babita Jain (DIN: 00560562), Director of the Company, retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company”.

3. Appointment of Auditor

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

“RESOLVED THAT pursuant to sections 139 to 142 and other applicable provisions, of the Companies Act, 2013 and the rules made there under, as amended from time to time, the company here by ratified the appointment of M/s Bhutani & Associates, & Associates, Chartered Accountants FRN -025906N), as the auditors of the company, to hold office from the conclusion of this AGM until the conclusion of next Annual General Meeting of the company to

examine and audit the accounts of the company for the Financial Year 2017-18 at such remuneration as may be mutually agreed between the Board of directors and auditors.”

***By Order of the Board of Directors
For Shri Niwas Leasing And Finance Limited***

***Place: New Delhi
Date: 11.08.2017***

***Tripti Shakya
Company Secretary
M. No.: A50667***

NOTES

- (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**
- (ii) *There is no special business to be transacted in AGM. Hence, no Explanatory statement pursuant to the provision of Section 102 of the Companies Act, 2013 for material facts related to Special business is annexed herewith.*
- (iii) *Corporate Members intending to send their respective authorized representative are requested to send a duly certified copy of the Board/ Governing Body resolution authorizing such representative to attend and vote at the Annual General Meeting.*
- (iv) *In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.*
- (v) *Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 14th September, 2017 to 21st September, 2017 (both days inclusive).*
- (vi) *To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. Skyline Financial Services Pvt Ltd., D-153 A, 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.*
- (vii) *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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.*
- (viii) *Electronic copy of the Annual Report for financial year 2016-2017 along with the Notice of the 32nd Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) unless any member has requested for a hard copy of the same. For members*

who have not registered their email address, physical copies of the Annual Report for the financial year 2016-2017 along with Notice of the 32nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.

- (ix) Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.shriniwasleasingfinance.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during normal business hours on all working day.
- (x) Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: shriniwas.limited@gmail.com
- (xi) Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
- (xii) All documents referred to in the Notice are open for inspection at the registered office of the Company during normal business hours on all working day.
- (xiii) The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting.

Voting Through Electronics Means

Pursuant to provisions of 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to exercise their right to vote at the 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 National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the 32nd Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.shriniwasleasingfinance.com.

The facility for voting through Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

Procedure to login to E-voting Website

1. *Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.*
2. *Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>*
3. *Click on “Shareholder - Login”.*
4. *Put User ID and password as initial password noted in step (1) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com*
5. *Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.*
6. *Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.*
7. *Select EVEN (E-Voting Event Number) of Shri Niwas Leasing and Finance Limited. Members can cast their vote online from 18th September, 2017 (9:00 am) till 20th September, 2017 (5:00 pm).*
8. *Now you are ready for “e-Voting” as “Cast Vote” page opens.*
9. *Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted.*
10. *Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail (tripathistik@gmail.com) with a copy marked to evoting@nsdl.co.in.*

General Instructions

- a. *The e-voting period commences on 18th September, 2017 (9:00 am) till 20th September, 2017 (5:00 pm).*
- b. *During this period shareholders’ of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.*

- c. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 14th September, 2017 may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- d. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- e. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- f. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 14th September, 2017
- g. M/s Anurag Gupta & Associates, Company Secretaries (COP No. 17887) has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. 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.
- j. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., www.shriniwasleasingfinance.com and on the website of NSDL on or before, 23rd September, 2017.

All the documents referred to in the accompanying Notice will be available for inspection at the Registered Office of the Company during business hours on all working days up to date of declaration of the result of the 32nd Annual General Meeting of the Company.

Other Information

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

- *Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the e-voting system of NSDL.*

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.

MEMBERS HOLDING EQUITY SHARES IN ELECTRONIC FORM AND PROXIES THEREOF, ARE REQUESTED TO BRING THEIR DP ID AND CLIENT ID FOR IDENTIFICATION.

*By Order of the Board of Directors
For Shri Niwas Leasing And Finance Limited*

*Place: New Delhi
Date: 11.08.2017*

*Tripti Shakya
Company Secretary
M. No.: A50667*

**DETAILS OF DIRECTORS RETIRING BY ROTATION AND SEEKING
RE-APPOINTMENT**

(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of director	<i>Mrs. Babita Jain</i>
Nationality	<i>Indian</i>
Date of Appointment	<i>12/04/2012</i>
Qualifications	<i>Graduate</i>
Number of Shares held in the Company	<i>77800</i>
Expertise in specific Functional areas	<i>Financial Sector</i>
Director of other Companies (excluding foreign Companies)	<ul style="list-style-type: none">• <i>India stuffyarn limited</i>• <i>Nature india communique limited</i>• <i>Abhijit trading co Ltd</i>
Relationship between Director Inter se	<i>Wife of Mr. Virendra Jain And Sister in law of Mr. Surender Kumar Jain</i>

DIRECTOR'S REPORT

To
The Members,
Shri Niwas Leasing and Finance Limited

The Directors have pleasure in presenting before you the 32nd Annual Report on the business and operations of the Company alongwith the Audited Financial Statement for the financial year ended 31st March, 2017.

1. FINANCIAL SUMMARY HIGHLIGHTS:

Financial Result of the Company for the year under review along with the figures for previous year are as follows:

(IN ₹)

Particulars	31 st March, 2017	31 st March, 2016
Total Income	4,319,260	45,72,494
Profit/(Loss) before tax	1,503,472	4,73,587
Less: Provision for Taxation	--	--
Current Tax	(476,361)	(1,92,703)
Previous Year Tax	--	--
Deferred Tax	23,001	36,678
Profit/(Loss) after tax	1,050,112	3,17,562

2. STATE OF COMPANY AFFAIRS:

During the financial year 2016-17, the Company has recorded revenue of ₹ 4,319,260/-. The Company has earned net profit of ₹ 1,050,112/- during the year as compared to profit ₹ 3,17,562/- in the last year. The Directors are optimistic about future performance of the Company.

3. CHANGE IN NATURE OF BUSINESS:

There was no change in the nature of business of company.

4. TRANSFER TO RESERVES:

During the year under review Company has transferred ₹5,60,199/- to the Reserves Fund from the profits of the Company in accordance with the provision of Section 45IC of the Reserve Bank of India.

5. RBI GUIDELINES:

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

6. NBFC REGISTRATION:

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

7. SUBSIDIARY/ ASSOCIATE/ JOINT-VENTURE COMPANIES:

The Company does not have any subsidiary/ Associate / Joint-Venture Company during the F.Y. under review.

8. DIVIDEND:

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

9. SHARE CAPITAL:

The Authorized share capital is ₹ 4,00,00,000/- and Paid up Equity Share Capital as on 31st March, 2017 was ₹3,99,70,000/-. There was no change in share capital of the company during the year.

10. NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT(RESERVE BANK) DIRECTIONS, 2016:

Pursuant to the Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2016, a report from the Statutory Auditors to the BOARD OF DIRECTORS' has been received by your company. This report has certified that the company has certified with all the directions and prudential norms as prescribed under the RBI, ACT, 1934.

11. NON ACCEPTANCE OF PUBLIC DEPOSITS:

The Company has not accepted any Public Deposits or any Fixed Deposit during the financial year 2016-17 and hence there are no defaults in repayment of amount of principle and interest as on the date of Balance Sheet.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a. RE-APPOINTMENT OF DIRECTOR:

Mrs. Babita Jain, Director of the Company, is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer herself for re-appointment. The Board of Directors recommends her re-appointment.

b. KEY MANAGERIAL PERSONNEL:

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- (i) *Mr. Virendra Jain, Managing Director*
- (ii) *Ms. Tripti Shakya, Company Secretary*
- (iii) *Mr. Upendra Mani Tripathi, Company Secretary.*

c. COMPANY SECRETARY:

Ms. Tripti Shakya an Associate member of the ICSI, Delhi has been appointed, by the Board of Directors of the Company, as Company Secretary of the Company with effect from 27th May, 2017.

Further, Mr. Upendra Mani Tripathi, Company Secretary ceased from the post of Company Secretary of company on 1st April, 2017.

d. INDEPENDENT DIRECTORS:

The Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation.

The Independent Directors have submitted their disclosure to the board that they fulfill all the requirements as to qualify for their appointment as an Independent Director under the provisions of the Companies Act, 2013 as well as SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

The policy for Familiarization of Independent director is available on website of the company.

There was one Independent Directors meeting held on held on 18th March, 2017.

e. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations' 2015, 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, Stakeholders' Relationship Committee and Risk Management Committees.

13. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provision of section 134(5) of the Companies Act, 2013 the Board confirms and submits the Director's Responsibility Statement:

- In the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;*
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;*
- The Directors have taken proper & sufficient care of the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for prevention & detecting fraud & other irregularities;*
- The Directors have prepared the accounts for the year ended 31st March, 2017 on a going concern basis.*

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

14. MEETINGS:

A. BOARD MEETINGS

The Board of Directors duly met six (6) times during the financial year from 1st April, 2016 to 31st March, 2017.

There were 6 Board Meetings held during the year ended March 31, 2017. These were on 30th April, 2016, 26th May, 2016, 6th August, 2016, 12th November, 2016, 7th February, 2017 and 18th March, 2017.

The periodicity between two Board Meetings was within the maximum time gap as prescribed in the SEBI (Listing Obligations And Disclosure Requirements), Regulations 2015 / Companies Act, 2013.

The composition of the Board of Directors, their attendance at Board Meetings and last Annual General Meeting is as under:

Name of director	Designation	Category	Number of board meeting		Attendance in last AGM
			Held	Attended	
Mr. Virender Jain	Managing Director	Executive & Non Independent	6	6	Yes
Mr. Surender Kumar Jain	Director	Non-Executive & Non Independent	6	6	Yes
Mrs. Babita Jain	Director	Non-Executive & Non Independent	6	6	Yes
Mr. Ramesh Kumr	Director	Non-Executive & Independent	6	6	Yes
Mr. Deepu Singh	Director	Non-Executive & Independent	6	6	Yes
Mr. Anil	Director	Non-Executive & Independent	6	6	Yes

B. COMMITTEE MEETINGS

(i) AUDIT COMMITTEE:

The Audit Committee comprises four members of which three including Chairman of the Committee are Independent Director. During the Year Four (4) Audit Committee Meetings were convened and held.

Meetings of the Committee:

The Committee met four (4) times on 26th May, 2016, 06th August, 2016, 12th November, 2016 & 07th February, 2017 during the financial year ended March 31, 2017.

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

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

The Composition of the Audit Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil	Chairperson	4	4
Mrs. Babita Jain	Member	4	4
Mr. Deepu Singh	Member	4	4
Mr. Ramesh Kumr	Member	4	4

(ii) NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee comprises four members of which three including Chairman of the Committee are Independent Director. During the Year Two (2) Nomination & Remuneration Committee Meetings were convened and held.

Meetings of the Committee:

The Committee met two (2) times on 26th May, 2016, and 7th February 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Nomination & Remuneration Committee are discussed and taken note by the board of directors.

The Composition of the Nomination & Remuneration Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil	Chairperson	2	2
Mrs. Babita Jain	Member	2	2
Mr. Deepu Singh	Member	2	2
Mr. Ramesh Kumr	Member	2	2

(iii) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee comprises four members of which three including Chairman of the Committee are Independent Director. During the Year Two Stakeholders' Relationship Committee Meetings were convened and held.

Scope of the Committee:

The scope of the Shareholders/ investors Grievance Committee is to review and address the grievance of the shareholders in respect of share transfers, transmission, non-receipt of annual report, non-receipt of dividend etc, and other related activities. In addition, the Committee also looks into matters which can facilitate better investor's services and relations.

Meetings of the Committee:

The Committee met two (2) times on 6th August, 2016 & 7th February, 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Stakeholders' Relationship Committee are discussed and taken note by the board of directors.

The Composition of the Stakeholders' Relationship Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Ramesh Kumr	Chairperson	2	2
Mrs. Babita Jain	Member	2	2
Mr. Deepu Singh	Member	2	2
Mr. Anil	Member	2	2

Compliance Officer:

NAME OF THE COMPLIANCE OFFICER	Ms. Tripti Shakya
CONTACT DETAILS	22, Rajindra Park, New Delhi- 110060
E- MAIL ID	shriniwas.limited@gmail.com

(iv) RISK MANAGEMENT COMMITTEE:

The Risk Management Committee comprises three members of which two including Chairman of the Committee are Independent Director. During the Year Two (2) Risk Management Committee Meetings were convened and held.

Scope of the Committee:

The Committee constituted to understand and assess various kinds of risks associated with the running of business and suggesting/implementing ways and means for eliminating/minimizing risks to the business of the Company and periodic review of the management control procedures/tools used to mitigate such risks.

Meetings of the Committee:

The Committee met two (2) times on 6th August, 2016 and 7th February, 2017 during the financial year ended March 31, 2017.

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

The Composition of Risk Management Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Anil	Chairperson	2	2
Mrs. Babita Jain	Member	2	2
Mr. Deepu Singh	Member	2	2

(v) ASSET LIABILITY MANAGEMENT COMMITTEE:

The Asset Liability Management Committee of the Board was comprises three members of which one including Chairman of the Committee are Independent Director

The Asset Liability Management Committee of the Board has been entrusted with the following responsibilities:

- To ensure proper funding and capital planning, management of capital markets risks, profit planning, forecasting and analyzing interest movements etc.*
- The ALCO should actively monitor the company's liquidity profile and should have sufficiently broad representation across major internal functions that can be directly influence the company's liquidity risks profile (e.g. lending, investment, securities, wholesale and retail funding).*
- The ALCO should ensure that the risk measurement system adequately identifies and quantifies risk exposure.*

Meetings of the Committee:

The Committee met four (4) times on 26th May 2016, 8th August 2016, 12th November, 2016 and 8th February, 2017 during the financial year ended March 31st, 2017.

The Minutes of the Meetings of the Asset Liability Management Committee are discussed and taken note by the board of directors

The Composition of Asset Liability Management Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Ramesh Kumr	Chairperson	4	4
Mr. Virendra Jain	Member	4	4
Mrs. Babita Jain	Member	4	4

(vi) INVESTMENT COMMITTEE

The Investment Committee of the Board was comprises three members of which one including Chairman of the Committee are Independent Director.

Meetings of the Committee:

The Committee met four (4) times on 26th May 2016, 8th August, 2016, 12th November, 2016 & 8th February, 2017 during the financial year ended March 31, 2017.

The Minutes of the Meetings of the Asset Liability Management Committee are discussed and taken note by the board of directors

The Composition of Investment Committee and their attendance at the meeting:

Name of Members	Category/Designation	No. of Meetings	
		Held	Attended
Mr. Ramesh Kumr	Chairperson	4	4
Mr. Virender Jain	Member	4	4
Mrs. Babita Jain	Member	4	4

C. SHARE HOLDER MEETINGS

There is only one Share Holder Meeting (Annual General Meeting) held on 28th June, 2016 at 10.00 a.m. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investment covered under the provisions of section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

16. INTERNAL FINANCIAL CONTROL SYSTEM:

The Company has in place well defined and adequate internal controls commensurate with the Size of the Company and same were operating throughout the year. The Company has in house Internal Audit Function.

17. DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM:

Pursuant to the provision of section 177(9) & (10) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Whistle Blower Policy is available on the website of the Company i.e. www.shriniwasleasingfinance.com.

18. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The particulars of contracts or arrangements with related parties for the year 2016-17 is annexed herewith to the Financial Statements in **Form No. AOC-2**.

19. CORPORATE GOVERNANCE:

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is within the prescribed limit that the paid up Share Capital of the Company is ₹ 3,99,70,000/- (Rupees Three Crore Ninety Nine Lakh Seventy Thousand Only) and Net worth is

₹4,15,47,245/- (Rupees Four Crore Fifteen Lakhs Forty Seven Thousand Two Hundred Forty Five Only) as on 31st March, 2017.

20. MANAGEMENT DISCUSSION ANALYSIS REPORT:

The Management Discussion and Analysis Report is applicable to the company, accordingly, Management Discussion & Analysis Report is attached to this report as separate section under Annexure-I.

21. CREDIT RATING:

The Directors of the Company are pleased to report that the Company has its membership Certificate from all four CICs i.e, Credit Information Bureau (India) Limited (CIBIL), Equifax Credit Information Services Private Limited (ECIS), Experian Credit Information Company of India Pvt Ltd, CRIF High Mark Credit Information Services Pvt Ltd.

22. EXPOSURE TO REAL ESTATE:

The Company has given Interest bearing loan to the Suncity Projects Pvt. Ltd, having outstanding balance to the tune of ₹ 4,08,99,978/- as on 31.03.2017.

23. AUDITORS:

a. STATUTORY AUDITORS:

To Appoint M/s Bhutani & Associates, Chartered Accountants (FRN -025906N), in place of retiring auditor M/s Sanjeev Gaurav & Associates, Chartered Accountants, as Statutory Auditors of the company commencing from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be fixed in this behalf by the Board of Directors of the Company. Hence, the Resolution for appointment of Auditor is placed in Notice of AGM for approval by members of the company.

A Certificate from the Auditors has been received to the effect that their appointment, if made, would be within the limits prescribed under section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to section 139(1), section 141(2) and section 141(3) of the companies Act, 2013, and the provisions of Companies (Audit and Auditors) Rules, 2014.

• Statutory Auditor's Report

The Auditors have given an audit report on financial of 2016-17 and annexed herewith marked as Annexure- II.

• Statutory Auditor's Observations

The observations made by Auditor with reference to notes to account are self explanatory and need no comments.

b. SECRETARIAL AUDITOR:

The Company has appointed M/s Vijay Jain & Associates, Company Secretaries to hold the office of the Secretarial Auditors and to conduct the Secretarial Audit.

• **Secretarial Auditor's Report**

*The Secretarial Audit Report is annexed herewith marked as **Annexure- III** to this report in Form No. MR-3.*

• **Secretarial Auditor's Observations**

There is a qualification in the report that company did not appoint Chief Financial Officer.

The Management, Clarified that, it is in the search of suitable candidate for the post of Chief Financial Officer.

c. APPOINTMENT OF INTERNAL AUDITOR:

The Company has appointed Mr. Deepak Tyagi as an Internal Auditor of the Company for the F.Y. 2016-17.

• **Internal Auditor's Report & Observations**

Mr. Deepak Tyagi placed the internal audit report to the Company.

• **Internal Auditor's Observations**

Internal audit report self explanatory and need no comments.

24. EXTRACT OF THE ANNUAL RETURN:

*The Extract of the Annual Return for the financial year 2016-17 is being attached with the Directors report in Form No MGT-9 marked as **Annexure-IV**.*

25. PARTICULARS OF EMPLOYEES

None of the employees was drawing in excess of the limits by the Companies act, 2013 and rules made there under which needs to be disclosed in the Directors, Report.

26. DEMATERILISATION OF SHARES:

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN INE201F01015 has been allotted for the Company. Therefore, investors may keep their shareholding in the electronic mode with their Depository Participates. 88.98% of the Company's Paid-up Share Capital is in dematerialized form as on 31st March, 2017 and balance 11.01% is in physical form.

27. HEALTH, SAFETY AND ENVIRONMENT PROTECTION:

The Company has complied with all the applicable environmental law and labour laws. The Company has been complying with the relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

28. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. The policy is available on the website of the company i.e. www.shriniwasleasingfinance.com.

The following is a summary of sexual harassment complaints received and disposed off during the year 2016-17.

*No of complaints received : Nil
No of complaints disposed off : N.A.*

29. DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT POLICY:

The assets of the Company are adequately insured against the loss of fire, riot, earthquake, terrorism, loss of profits, etc other risks which considered necessary by the management. The Company has been addressing the various risks impacting the Company and policy of the Company on risk management is provided elsewhere in this Annual Report in Management Discussion and Analysis.

30. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

31. CAPITAL FUND TO RISK WEIGHTED ASSETS:

Percentage to capital funds to risk weighted assets/exposures:

PARTICULARS	IN %
Tier-I Capital	95.53
Tier-II Capital	0.33
Total	95.86

32. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO:

The Company does not fall under any of the industries covered by the Companies (Accounts) Rules, 2014. Hence, the requirements of disclosure in relation to the conservation of energy, technology absorption, foreign exchange earnings & outgo are not applicable to it.

S. N.	Particulars	Current Year 2016-17	Previous Year 2015-2016
A.	Conservation of Energy	Nil	Nil
B.	Technology Absorption	Nil	Nil
C.	Foreign Exchange Earnings & Outgo	Nil	Nil

ACKNOWLEDGEMENT:

The Directors are thankful to the Bankers, Customers, Dealers, and Vendors for their valuable support and assistance.

The Directors wish to place on record their appreciation of the commendable work done, dedication and sincerity by all the employees of the Company at all levels during the year under review.

The Company will make every effort to meet the aspirations of its shareholders and wish to sincerely thank them for their whole hearted co-operation and support at all times.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
SHRI NIWAS LEASING AND FINANCE LIMITED**

**DATE: 11.08.2017
PLACE: NEW DELHI**

**BABITA JAIN
DIRECTOR
DIN: 00560562**

**ANIL
DIRECTOR
DIN: 07041162**

MANAGEMENT DEVELOPMNT & ANALYSIS REPORT

A. **ECONOMIC OUTLOOK**

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

B. **COMPANY OVERVIEW:**

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

C. **FINANCIAL PERFORMANCE**

The Company has incurred a profit of ₹ 1,050,112/- during the year. The Directors are optimistic about future performance of the Company.

D. **OPPORTUNITIES & THREATS:**

Opportunities

- *Increase in Income levels will aid greater penetration of financial products.*
- *Positive regulatory reforms.*
- *Increase in corporate growth & risk appetite.*
- *Greater efficiency in debt market operations which will also help greater penetration.*
- *Increased securitization.*
- *Focus on selling new product/services.*

Threats

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

E. **RISK MANAGEMENT AND CONCERNS**

The company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it

strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken is after weighing the pros and cons of such a decision making taking note of the risk attributable.

F. HUMAN RESOURCE

The Company keeps developing its organizational structure consistently over time. Efforts are made to follow excellent Human Resource practices. Adequate efforts of the staff and management personnel are directed on imparting continuous training to improve the management practices.

The objective of your Company is to create a workplace where every person can achieve his or her full potential. The employees are encouraged to put in their best. Lot of hard work is put in to ensure that new and innovative ideas are given due consideration to achieve the short and long term objectives of your company.

G. MATERIAL DEVELOPMENT IN HUMAN RESOURCES / INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The employees are satisfied and having good relationship with the Management.

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

This is to confirm that the Company has adopted a Code of conduct for its employees including the director. I confirm that the Company has in respect of the financial Year ended 31st March, 2017, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the code of Conduct as applicable to them.

I. DISCLOSURE OF ACCOUNTING TREATMENT

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") and the relevant provisions of the 2013 Act, as applicable. The financial statements have been prepared on going concern basis under the historical cost convention on accrual basis.

The Company has follows to continue with the period of 1st day of April to 31st day of March, each year as its financial year for the purpose of preparation of financial statements under the provisions of Section 2(41) of the Companies Act, 2013.

J. CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, expectations, predictions and assumptions may be "FORWARD LOOKING" within the meaning of applicable Laws and Regulations. Actual results may differ materially from those expressed herein, important factors that could influence the Company's operations include domestic economic Conditions affecting demand, supply, price conditions, and change in Government's regulations, tax regimes, other statutes and other factors such as industrial relations.

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
SHRI NIWAS LEASING & FINANCE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **SHRI NIWAS LEASING & FINANCE LIMITED**, which comprise the Balance Sheet as at March 31, 2017, & the Statement of Profit and Loss & the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 there under 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 true and fair view, In order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. 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.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2017; and*
- (b) In the case of the Profit and Loss Account, of the Profit ₹10,50,112.00 for the period ended on 31st March, 2017.*
- (c) In the case of the cash flow statement, of the cash flows for the year ended 31, March 2017.*

Report on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order.*
- 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 it appears from our examination of those books.*
 - c) The Balance Sheet, the Statement of Profit and Loss and the cash flow statement dealt with by this Report are in agreement with the books of account.*
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;*
 - e) In our opinion, and based on the information and explanations provided to us, there are no financial transactions or matters which have adverse effect on the functioning of the Company.*
 - f) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, 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 B"; and*
 - h) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2017:*
 - i. There were pending litigations which could impact the financial position in the financial statements of the company.*
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.*
 - iii. The Company did not have any amount for transfer to the Investor Education and Protection Fund.*
 - iv. The Company has provided requisite disclosure in financial statement as to holdings and dealings in Specified Bank Notes (SBN) in notes to account during the period 08.11.2016 to 30.12.2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the company and as produced to us by the management (Refer Note).*

Annexure A to the Auditors' Report

The annexure a referred to in paragraph 3 and 4 of the our Report of Even date to the members of SHRI NIWAS LEASING & FINANCE LIMITED on the Accounts of the Company for the year ended 31st March, 2017

(i) In respect of its Fixed Assets:

- a) In our opinion and according to the information and explanations given to us, the company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.***
- b) According to the information and explanations given to us, fixed assets of the company have been physically verified by the management at reasonable intervals, which in our opinion is reasonable, having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.***
- c) In our opinion and according to information and explanations provided by the management, all title deeds of lands showing are in the name of the company.***

(ii) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and as per information and explanation provided by the management, discrepancies noticed on verification between physical stocks and the book records were not material.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, therefore, the provision of clause (iii) (a) & (b) of the orders are not applicable to the company.

(iv) Since Company was a Non Banking Financial Company, therefore provision u/s 186 of the Companies Act 2013 was not arise and the company has not given any loan refer to section 185 of the Company Act, therefore clause was not applicable to the company.

(v) The Company has not accepted any deposits from the public.

(vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.

(vii) In respect of statutory dues:

a. According to the information and explanations given to us and on the basis of our examination of the records of the company, amount deducted/accrued in the books of account in respect of undisputed statutory dues including Provident fund, Employees' State Insurance, Income Tax, Sales Tax, Services Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been regularly deposited during the year by the company with the appropriate authorities. As explained to us, the Company did not have any undisputed liability at the end of the year which was outstanding for a period of more than six months from the date it became payable by the company.

b. There is no outstanding disputed demand exist in the Company

(viii) The company has taken loan from financial institution, as per information and explanation provided by the management, there is no default in repayment of the same. And company has

not taken any borrowings from Bank, Government or dues to debenture holders hence the default in repayment of dues to Banks and Government does not arise.

- (ix) In our opinion and according to the Information & Explanation given to us, the company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans so the clause is not applicable for the company.
- (x) Based on the procedure performed and the information and explanation given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor we have been informed of such cases by the management.
- (xi) In our opinion and according to the information and explanation given to us company has no liability regarding managerial remuneration in accordance with the requisite approval mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) According to the information and explanations provided by the provided by the management and based on our examination of the records of the Company, the company is not a Nidhi company hence the provision related to the Nidhi Company is not applicable.
- (xiii) In our opinion and according to the information and Explanation given to us company has complied the provision of related party transaction refer in sections 177 and 188 of Companies Act, 2013, and the detail have been disclosed in the financial statement as required by the applicable Accounting Standard.
- (xiv) According to the information and explanations provided by the provided by the management and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to the information and explanations provided by the provided by the management and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations provided by the provided by the management, the company is already registered with RBI vide registration No. B-14.00808 registered under section 45-IA of the Reserve Bank of India Act, 1934.

For SANJEEV GAURAV & ASSOCIATES
(Chartered Accountants)
Firm Registration No: 017483C

CA Gaurav Agarwal
Partner
(Membership No.: 415745)

Place: New Delhi
Date: 27.05.2017
Annexure B to the Auditors' 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 “**SHRI NIWAS LEASING & FINANCE LIMITED**” as of March 31, 2017 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 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. 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 judgment, 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 preparation 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, 2017, 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 Accountant of India.

For SANJEEV GAURAV & ASSOCIATES

(Chartered Accountants)

Firm Registration No: 017483C

CA Gaurav Agarwal

Partner

(Membership No.: 415745)

Place: New Delhi

Date: 27.05.2017

SHRI NIWAS LEASING & FINANCE LIMITED

BALANCE SHEET AS AT 31-03-2017

(IN ₹)

PARTICULARS		NOTE NO.	AS AT 31ST MARCH, 2017	AS AT 31ST MARCH, 2016
I	<u>EQUITY AND LIABILITIES</u>			
	1 <u>Shareholders Funds</u>			
	(A) Share Capital	1	3,99,70,000	3,99,70,000
	(B) Reserves And Surplus	2	15,77,246	5,27,133
	(C) Money Received against share warrants		-	-
	2 <u>Share application money pending allotment</u>		-	-
	TOTAL SHAREHOLDER'S FUND		4,15,47,246	4,04,97,133
	3 <u>Non-Current Liabilities</u>			
	(A) Long-term Borrowings		-	-
	(B) Deffered Tax Liabilities		-	-
	(C) Other Long-term Liabilities		-	-
	(D) Long term Provisions	3	1,43,150	1,26,345
	TOTAL NON CURRENT LIABILITIES		1,43,150	1,26,345
	4 <u>Current Liabilities</u>			
	(A) Short Term Borrowings	4	19,04,521	46,85,670
	(B) Trade Payables	5		
	(i) Total outstanding dues of micro enterprises		654	593
	(ii) Total outstanding dues of creditors other than micro and small		-	-
	(C) Other Current Liabilities	6	36,750	85,147
	(D) Short- term provisions	7	4,92,900	1,98,178
	TOTAL CURRENT LIABILITIES		24,34,825	49,69,588
	TOTAL		4,41,25,221	4,55,93,066
II	<u>ASSETS</u>			
	1 <u>Non-Current Assets</u>			
	(A) Fixed Assets	8		
	(i) Tangible Assets		4,44,047	6,68,814
	(ii) Intangible Assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(B) Non-current Investments		-	-
	(C) Deffered Tax Assets	9	1,15,049	92,048
	(D) Long term loans and advances	10	4,08,99,978	4,21,15,244
	(E) Other non-current assets		-	-
	TOTAL NON-CURRENT ASSETS		4,14,59,074	4,28,76,106
	2 <u>Current Assets</u>			
	(A) Current Investments		-	-
	(B) Inventories	11	12,41,108	12,41,108
	(C) Trade Receivables		-	-
	(D) Cash And Cash Equivalents	12	3,35,081	5,90,805
	(E) Short-term loans and advances	13	10,89,957	8,85,047
	(F) Other current assets		-	-
	TOTAL CURRENT ASSETS		26,66,146	27,16,960
	TOTAL		4,41,25,221	4,55,93,066

Schedules referred to above and notes attached there to form an integral part of Balance Sheet
Significant Accounting policies and Notes on Financial

21

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

FOR SANJEEV GAURAV & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN. 017483C

FOR SHRI NIWAS LEASING & FINANCE LIMITED

CA. GAURAV AGARWAL
(PARTNER)
M. NO. 415745

ANIL
(DIRECTOR)
DIN : 07041162

BABITA JAIN
(DIRECTOR)
DIN : 00560562

PLACE : NEW DELHI
DATE : 27.05.2017

TRIPTI SHAKYA
(COMPANY SECRETARY)
M. NO. A50667

SHRI NIWAS LEASING AND FINANCE LIMITED
Annual Report 2016-2017

Page | 33

SHRI NIWAS LEASING & FINANCE LIMITED
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31-03-2017

(IN ₹)

PARTICULARS	NOTE NO.	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Revenue From Operations	14	42,05,260	45,72,494
Other Income	15	1,14,000	-
Total Revenue		43,19,260	45,72,494
Cost of Material Consumed	16	-	12,43,754
Change in Inventories	17	-	(12,41,108)
Work in progress and Stock in trade		-	-
Employee Benefit expense finance cost	18	6,70,701	6,11,297
Depreciation and amortisation expense	7	2,24,767	3,04,956
Other Expenses	19	19,03,515	31,48,663
Total Expenses		27,98,983	40,67,562
Profit Before Exceptional and Extraordinary items		15,20,277	5,04,931
Exceptional Items	20	16,805	31,345
Profit Before Extraordinary items		15,03,472	4,73,586
Extraordinary Items		-	-
Profit Before Tax		15,03,472	4,73,586
Tax Expense			
Current Tax		(4,76,361)	(1,92,703)
MAT Credit		-	-
Deferred Tax		23,001	36,678
Profit/ (Loss) For The Period from continuing operations		10,50,112	3,17,561
Profit/ (Loss) from Discontinuing operations		-	-
Tax expense of discontinuing operations		-	-
Profit/ (Loss) from Discontinuing operations after tax		-	-
Profit for the Period		10,50,112	3,17,561
Earning Per Equity Share			
Basic		0.26	0.08
Diluted		0.26	0.08

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

Significant Accounting policies and Notes on Financial

21

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR SANJEEV GAURAV & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN. 017483C

FOR SHRI NIWAS LEASING & FINANCE LIMITED

CA. GAURAV AGARWAL
(PARTNER)
M. NO. 415745

ANIL
(DIRECTOR)
DIN : 07041162

BABITA JAIN
(DIRECTOR)
DIN : 00560562

PLACE : NEW DELHI
DATE : 27.05.2017

TRIPTI SHAKYA
(COMPANY SECRETARY)
M. NO. A50667

SHRI NIWAS LEASING AND FINANCE LIMITED
Annual Report 2016-2017

Page | 34

SHRI NIWAS LEASING & FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2017

(₹ in Lacs)

PARTICULARS	2016-17	2015-16
<u>A. CASH FLOWS FROM OPERATING ACTIVITIES :</u>		
Net Profit Before Tax And Extraordinary Items	15.03	4.74
Adjustments For :		
Depreciation & preliminary expenses	2.25	3.05
Provision for Statndard Assets	0.17	0.31
Operating Profit Before Working Capital Changes	17.45	8.10
Adjustments For :		
Increase/Decrease In Current Assets	10.10	(45.18)
Increase/Decrease In Current Liabilities	(28.18)	(1.03)
Increase / Decrease in Stock	-	(12.41)
Cash Generated From Operations	(18.08)	(58.62)
Direct Tax Paid	(1.93)	(0.55)
Net Cash From Operating Activities	(2.56)	(51.07)
<u>B. CASH FLOWS FROM INVESTING ACTIVITIES</u>		
Net Proceeds from Loans & Advances	-	-
Purchase of Fixed Asset	-	-
Net Cash Used In Investment Activites	-	-
<u>C. CASH FLOWS FROM FINANCING ACTIVITIES</u>		
Loans & Advances received (inclusive of Interest)	-	-
Net Cash From In Financing Activities	-	-
NET INCREASE IN CASH AND CASH EQUIVALENTS	(2.56)	(4.21)
CASH & CASH EQUIVALENTS (Opening Balance)	5.91	10.12
CASH & CASH EQUIVALENTS (Closing Balance)	3.35	5.91

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.
IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

FOR SANJEEV GAURAV & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN. 017483C

FOR SHRI NIWAS LEASING & FINANCE LIMITED

CA. GAURAV AGARWAL
(PARTNER)
M. NO. 415745

ANIL
(DIRECTOR)
DIN:07041162

BABITA JAIN
(DIRECTOR)
DIN : 00560562

PLACE : NEW DELHI
DATE : 27.05.2017

TRIPTI SHAKYA
(COMPANY SECRETARY)
M. NO. A50667

SHRI NIWAS LEASING AND FINANCE LIMITED
Annual Report 2016-2017

Page | 35

Notes to Financial Statements

NOTE 1. SHARE CAPITAL

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Authorized Share Capital 40,00,000 (Previous Year 40,00,000) Equity Share of ₹ 10 Each	4,00,00,000	4,00,00,000
	<u>4,00,00,000</u>	<u>4,00,00,000</u>
Issued, Subscribed & Paid up Share Capital		
Shares at the end of the Accounting Period 39,97,000 (Previous Year 39,97,000) Equity Shares of ₹10/-	3,99,70,000	3,99,70,000
Total	<u>3,99,70,000</u>	<u>3,99,70,000</u>

1.1

The company has only one class of equity Shares having Par Value of ₹ 10 per Share. All these Shares have Same right & preferences with respect to payment of dividend, repayment of Capital & Voting.

1.2

The reconciliation of the number of Shares outstanding is set out Below

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Equity Shares at the beginning of the year	39,97,000	39,97,000
Add : issued during the year	-	-
Equity Shares at the end of the Year	<u>39,97,000</u>	<u>39,97,000</u>

1.3

Shares In The Company Held By Each Shareholder Holding More Than 5% shares

Name of the Shareholders	AS AT 31ST MARCH 2017		AS AT 31ST MARCH 2016	
	% of Shares held	No. Of Share	% of Shares held	No. Of Share
Reliable Finance Corpn Pvt. Ltd.	19.43%	7,76,600	-	-
VA Realcon Pvt. Ltd.	9.55%	3,81,700	-	-
		<u>11,58,300</u>		<u>-</u>

Notes to Financial Statements

NOTE 2: RESERVES & SURPLUS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
<u>Reserve Under Section 45(IC)</u>		
At The Beginning Of The Accounting Period	3,54,777	2,98,600
Additions During The Year	2,05,422	56,177
At The End Of The Accounting Period	<u>5,60,199</u>	<u>3,54,777</u>
<u>Surplus in Statement of Profit & loss</u>		
At The Beginning Of The Accounting Period	1,72,356	(89,029)
Additions During The Year	10,50,112	3,17,562
(Balance In Statement Of Profit & Loss)		
<u>Transfer To Reserves</u>		
Reserve U/S 45(IC)	(2,05,422)	(56,177)
At The End Of The Accounting Period	<u>10,17,047</u>	<u>1,72,356</u>
Grand Total	15,77,246	5,27,133

NON CURRENT LIABLITIES

NOTE: 3 LONG TERM PROVISION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Provision for Standard Assets	1,43,150	1,26,345
Total	1,43,150	1,26,345

CURRENT LIABILITES :

NOTE 4 : SHORT TERM BORROWINGS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Unsecured Loan		
Short Term Loan From NBFC		
RKG Finvest limited (including Interest)	19,04,521	46,85,670
Grand Total	19,04,521	46,85,670

Notes to Financial Statements

NOTE 5 : TRADE PAYABLE

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Other Than MSME	654	593
Grand Total	654	593

NOTE 6 : OTHER CURRENT LIABILITIES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Expenses Payable	36,750	85,147
Total	36,750	85,147

NOTE 7 : SHORT TERM PROVISION

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Provision for Taxation	4,76,361	1,92,703
TDS Payble	16,539	5,475
Total	4,92,900	1,98,178

NON CURRENT ASSETS

NOTE 9 : DEFFERED TAX ASSETS (NET)

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Opening Balance	92,048	55,370
Created / Reversed During the Year	23,001	36,678
Closing Balance	1,15,049	92,048

Notes to Financial Statements

NOTE : 10 LONG TERM LOANS & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Unsecured Loan		
Loans at agreement values less installment received		
Standard Assets		
Suncity Projects Pvt. Ltd.	4,08,99,978	4,21,15,244
Total	4,08,99,978	4,21,15,244

NOTE 11 : STOCK IN TRADE

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017		AS AT 31ST MARCH 2016	
	No. of Shares	Amount	No of Shares	Amount
Scripts Name				
NHPC Limited	50000	10,61,500	50000	10,61,500
Reliance Power Limited	4000	1,79,608	4000	1,79,608
Total		12,41,108		12,41,108
Fair Market Value of Shares		17,94,500		14,02,400

* Inventories should be valued at cost or market value whichever is lower.

NOTE : 12 CASH & CASH EQUIVALENTS

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Cash in Hand	2,58,461	2,75,899
Bank balance with Current account		
Oriental Bank Of Commerce	26,080	2,64,021
HDFC Bank Ltd.	50,541	50,886
Total	3,35,081	5,90,805

NOTE : 13 SHORT TERM LOAN & ADVANCES

IN ₹

PARTICULARS	AS AT 31ST MARCH 2017	AS AT 31ST MARCH 2016
Tax Deducted At Source	4,20,526	4,57,250
Balance with revenue Authority	6,69,431	4,27,797
Total	10,89,957	8,85,047

Notes to Financial Statements

NOTE : 14 REVENUE FROM OPERATION

IN ₹

PARTICULARS	CURRENT PERIOD 2016-17	PREVIOUS PERIOD 2015-16
Interest on Loan	42,05,260	45,72,494
Total	42,05,260	45,72,494

NOTE : 15 OTHER INCOME

IN ₹

PARTICULARS	CURRENT PERIOD 2016-17	PREVIOUS PERIOD 2015-16
Dividend Income	1,14,000	-
Total	1,14,000	-

NOTE : 16 PURCHASES OF TRADING GOODS

IN ₹

PARTICULARS	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Purchases of Stock	-	12,43,754
Total	-	12,43,754

NOTE : 17 CHANGES IN INVENTORIES

IN ₹

PARTICULARS	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
opening balances of Stock in trade	12,41,108	-
Closing Balance of Stock in trade	(12,41,108)	12,41,108
Total	-	(12,41,108)

NOTE : 18 EMPLOYEE BENEFITS EXPENSES

IN ₹

PARTICULARS	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Salary Expenses	5,05,311	4,71,666
Staff welfare	-	99,996
Interest paid	1,65,390	39,635
Total	6,70,701	6,11,297

Notes to Financial Statements

NOTE : 19 OTHER EXPENSES

IN ₹

PARTICULARS	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Advertisement Expenses	22,649	47,654
- Audit Remuneration		
Audit Fees	17,250	17,100
Bank charges	603	230
Business Promotion	9,83,650	22,73,695
Board Meeting expenses	5,750	19,536
Car Insurance	18,640	18,640
Credit Rating charges	34,450	31,707
Trading Expenses	1,261	2,290
Conveyance Expenses	34,060	45,132
Legal & Professional charges	58,750	1,14,235
Listing Compliance Charges	2,49,610	2,46,470
Misc. Expenses	20,235	37,825
Other Community expense	2,500	-
Postal Charges	14,220	35,600
Printing & Stationery	57,517	58,306
Repair & Maintenance	3,74,041	1,77,543
Secretarial & Filing Fees Expenses	3,100	4,200
Telephone Expense	5,229	-
Tour & Travels Expenses	-	18,500
Total	19,03,515	31,48,663

NOTE : 20 CONTINGENT PROVISION OF STANDARD ASSETS

IN ₹

PARTICULARS	CURRENT PERIOD 2016-2017	PREVIOUS PERIOD 2015-2016
Opening Balance	1,26,345	95,000
Created/(reversed) during the year	16,805	31,345
Total	1,43,150	1,26,345

SHRI NIWAS LEASING & FINANCE LIMITED

Schedules Forming Integral Part of the Balance Sheet as at 31st March, 2017

Note : 8 Fixed Asset as per Companies Act, 2013

(IN ₹)

S. No	Particulars	Useful Year	Gross Block				Depreciation				Net Block	
			Value at the beginning	Addition during the year	Deducti on during the year	Value at the end	Value at the beginning	Addition during the year	Deducti on during the year	Value at the end	WDV as on 31.03.2017	WDV as on 31.03.2016
I	Tangible Assets											
1	Vehicles (Cars)	10 Year										
	- Mahindra XUV		15,54,850	-	-	15,54,850	8,92,572	2,21,929	-	11,14,501	4,40,349	6,62,278
2	- Computers	3 years	73,950	-	-	73,950	67,414	2,838	-	70,252	3,698	6,536
	SUB TOTAL		16,28,800	-	-	16,28,800	9,59,986	2,24,767	-	11,84,753	4,44,047	6,68,814
	Total (Current Year)		16,28,800	-	-	16,28,800	9,59,986	2,24,767	-	11,84,753	4,44,047	6,68,814
	(Previous Year)		16,28,800	-	-	16,28,800	6,55,030	3,04,956	-	9,59,986	6,68,814	9,73,770

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

FOR SANJEEV GAURAV & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN. 017483C

FOR SHRI NIWAS LEASING & FINANCE LTD.

CA. GAURAV AGARWAL
(PARTNER)
M. NO. 415745

ANIL
(DIRECTOR)
DIN : 07041162

BABITA JAIN
(DIRECTOR)
DIN : 00560562

PLACE : NEW DELHI
DATE : 27.05.2017

TRIPTI SHAKYA
(COMPANY SECRETARY)
M. NO. A50667

SHRI NIWAS LEASING & FINANCE LIMITED

SCHEDULE OF FIXED ASSETS AS ON 31.03.2017
(As Per Income Tax)

Sl.No	PARTICULARS	DEP. RATE	OPENING WDV AS ON 01.04.2016	ADDITIONS / REVALUATION ON OR BEFORE 30/09/2016	ADDITIONS / REVALUATION AFTER 30/09/2016	SOLD DURING THE YEAR	TOTAL	DEPRECIATION	CLOSING WDV AS ON 31.03.2017
1	Vehicles	15.00%	9,54,872.00	-	-	-	9,54,872.00	1,43,231.00	8,11,641.00
2	Computers	60.00%	11,832.00	-	-	-	11,832.00	7,099.00	4,733.00
	TOTAL		9,66,704.00	-	-	-	9,66,704.00	1,50,330.00	8,16,374.00

IN TERMS OF OUR REPORT OF EVEN DATE ATTACHED

FOR SANJEEV GAURAV & ASSOCIATES
(CHARTERED ACCOUNTANTS)
FRN. 017483C

FOR SHRI NIWAS LEASING & FINANCE LIMITED

CA. GAURAV AGARWAL
(PARTNER)
M. NO. 415745

ANIL
(DIRECTOR)
DIN: 07041162

BABITA JAIN
(DIRECTOR)
DIN : 00560562

PLACE : NEW DELHI
DATE : 27.05.2017

TRIPTI SHAKYA
(COMPANY SECRETARY)
M. NO. A50667

SHRI NIWAS LEASING AND FINANCE LIMITED
Annual Report 2016-2017

Page | 42

Note 21: SIGNIFICANT ACCOUNTING POLICIES

(a) **Basis for preparation of Accounts:**

The financial Statement have been prepared in conformity with generally accepted accounting principle to comply in all material respect with the notified accounting standards ('AS') under Companies (Accounting Standards) Amendment Rules, 2017 the relevant provisions of the companies Act, 2013 ('the Act') and the guidelines issued by the Reserve Bank of India (RBI) as applicable to a Non – Banking Finance Company ('NBFC'). The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year. The company adopts accrual system of accounting unless otherwise stated.

Based on the nature of its activities, the Company has determined its operating cycle as 12 months for the purpose of classification of its Assets and Liabilities as current and non current

(b) **Use of Estimates**

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

(c) **Fixed Assets**

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

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

(d) **Depreciation & Impairment of Assets**

Depreciation on fixed assets is provided on written down value method, at the useful Lives and in the manner prescribed in Schedule-II to the companies Act, 2013.

(e) **Statutory/ Special reserve**

The Company creates Statutory / Special Reserve every year twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared.

(f) **Revenue Recognition**

(i) **Loan Income**

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

(ii) **Dividend income on investments is recognized when the right to receive the same is established.**

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

(g) **Employee Benefits**

Company do not follow the provision of the accounting Standard-15 "Employee benefits" as the company do not have employee more than 10 personnel's. So it is the policy of the company that any kind of provision mentioned in the AS -15 will not be entertained. And the company does not make provision for gratuity also.

In case the company's employee limits goes beyond the prescribed limits then AS-15 for Employee benefits will be taken into consideration.

(h) **Provisions of Assets**

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

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

Provisions on standards assets are made as per the notification DNBS.PD.CC.No. 002/03.10.001/2014-15 DATED NOV 10, 2014 issued by Reserve Bank of India.

(i) **Provisions, contingents Liabilities and contingent Assets**

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

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

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

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

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

(j) **Taxation**

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

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

(k) **Earnings Per Share**

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

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

(l) **Cash and Cash Equivalents**

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

22. Previous year figures have been reworked, regrouped, & reclassified wherever necessary to confirm to the current year presentation.

23. In the opinion of Board of Director, the current Assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which these are stated.

24. Statutory Reserve represents the Reserve Fund created u/s 45-IC of the Reserve Bank of India Act, 1934. An amount of ₹2,05,422/- (Previous Year ₹56177/-) representing 20% of net Profit is transferred to the fund for the year.

25. **Provision for Standard & Nonperforming Assets:**

The company has made provision towards loan Assets, based on the management's best estimates. Provision of 0.30% (previous Year 0.25%) on Standard Assets has been made during the year, as per stipulation of RBI on standard assets. Company has made provision for standard Assets as per table below:

Particulars	2016-17	2015-16
Standard Assets	40,899,978	42,115,244
Provision For the Year	143,150	126,345

26. **Auditor's remuneration :**

Name of the Auditor	Particulars	2016-17	2015-16
M/s Sanjeev Gaurav & Associates	Statutory Audit	₹17,250/-	₹17,100/-

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

28. There is a pending Tax demand of ₹10,10,977/- against the company. The above demand was raised by Department during the course of assessment proceeding in A.Y. 2006-07. The appeal against above assessment order is pending before CIT (A) till date. The Company is hopeful to get relieved from CIT (A), New Delhi.

29. **Related Party disclosure:**

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

Name of the Related Party	Relationship	Nature of transaction	Number of Transaction	Amount of Transaction
RKG Finvest Limited (NBFC)	Common Director	Loan Received	9	₹19,04,521/-

30. Earnings per Share "AS-20" issued by the Institute of chartered Accountants of India:

Particulars	Year ended March 31, 2017
(A) Profit after taxation as Statement of Profit and Loss (in ₹)	10,50,112
(B) Weight Average number of equity Shares outstanding during the year	39,97,000
(C) Nominal value of Equity shares (in ₹)	10.00
(D) Basic Earnings per Share	0.26
(E) Diluted Earnings per share	0.26

31. Information as required by Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Direction, 2007 is Furnished vide Annexure -1 Attached Herewith.

32. The Company has Outstanding Loan to the Suncity Projects Pvt. Ltd. of ₹ 4,08,99,978/- as on 31-03-2017, the borrower company is involved in the business of Real estate.

33. The Company estimates the deferred tax created / (credit) using the applicable rate of Taxation based on the impact of timing Differences between financial Statements and Estimated taxable income for the current Year.

Detail of Deferred Tax Assets (Liabilities) is As follows:

Calculation of Deferred Tax Assets (Liabilities)	
WDV as per Companies Act	₹ 4,44,047/-
WDV as per Income Tax act	₹ 8,16,374/-
Timing Difference	₹ 3,72,327/-
Deferred Tax Assets/ Liabilities	₹ 23001/-

34. There are no micro, Small and Medium Enterprises, to Whom the Company owes dues which outstanding for more than 45 days as at 31st March 2017. This information as required to be disclosed under the micro, small and medium Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company.

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

**FOR SANJEEV GAURAV & ASSOCIATES
CHARTERED ACCOUNTANTS**

FRN: 017483C

FOR SHRI NIWAS LEASING & FINANCE LIMITED

**CA. GAURAV AGARWAL
(PARTNER.)
M. No. 415745**

**ANIL
(DIRECTOR)
DIN: 07041162**

**BABITA JAIN
(DIRECTOR)
DIN: 00560562**

**PLACE: NEW DELHI
DATE: 27.05.2017**

**TRIPTI SHAKYA
(COMPANY SECRETARY)
M. No. A50667**

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2017
SPECIFIED BANK NOTES (SBN) AND TRANSACTED DURING THE PERIOD
08.11.2016 TO 30.12.2016

PARTICULAR	SBN	Other Denomination notes	Total
Closing Cash in hand as on 08.11.2016	₹ 2,00,000/-	₹ 135/-	₹ 2,00,135/-
(+) Permitted receipts	NIL	NIL	NIL
(-) Permitted Payment	NIL	₹ 500/-	₹ 500/-
(-) Amount deposited in Banks	₹ 2,00,000/-	NIL	₹ 2,00,000/-
(+) Amount withdrawal from Bank	NIL	₹ 50,000/-	₹ 50,000/-
Closing cash in hand as on 30.12.2016	NIL	₹ 49,635/-	₹ 49,635/-

AS PER CERTIFIED BY THE MANAGEMENT

FOR SANJEEV GAURAV & ASSOCIATES
CHARTERED ACCOUNTANTS

FRN: 017483C

FOR SHRI NIWAS LEASING & FINANCE LIMITED

CA. GAURAV AGARWAL
(PARTNER.)
M. No. 415745

ANIL
(DIRECTOR)
DIN: 07041162

BABITA JAIN
(DIRECTOR)
DIN: 00560562

PLACE: NEW DELHI
DATE: 27.05.2017

TRIPTI SHAKYA
(COMPANY SECRETARY)
M. No. A50667

**SCHEDULE OF 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, 2007)

(₹ In Lacs)

Particulars			
Liabilities Side:			
(1)	Loan and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:	<i>Amount outstanding</i>	<i>Amount Overdue</i>
	a) <i>Debenture : Secured</i>	NIL	NIL
	<i>: Unsecured</i>	NIL	NIL
	<i>(Other than falling within the meaning of public deposit*)</i>		
	b) <i>Deferred Credit</i>	NIL	NIL
	c) <i>Term Loans</i>	19.04	NIL
	d) <i>Inter corporate Loan and Borrowing</i>	NIL	NIL
	e) <i>Commercial Paper</i>	NIL	NIL
	f) <i>Other loans (Specify nature</i>	NIL	NIL
	• Please See Note 1 below		
Assets side:			
		<i>Amount outstanding</i>	
(2)	Break up of Loans and Advance including bill receivables [other than those included in (4) below]:		
	a) <i>Secured</i>	NIL	
	b) <i>Unsecured</i>	408.99	
(3)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
	(i) <i>Lease assets including lease rentals under sundry debtor:</i>		
	a) <i>Financial Lease</i>	NIL	
	b) <i>Operating Lease</i>	NIL	
	(ii) <i>Stock on hire including hire charges under sundry debtors:</i>		
	a) <i>Assets on Hire</i>	NIL	
	b) <i>Repossessed Assets</i>	NIL	
	(iii) <i>Other Loans counting towards AFC activities</i>		
	a) <i>Loans where assets have been repossessed</i>	NIL	
	b) <i>Loans other than (a) above</i>	NIL	
(4)	<u>Break up of Investment:</u>		
	<u>Current Investment:</u>		
	1. <u>Quoted:</u>		
	(i) <i>Share: (a) Equity</i>	12.41	
	<i>(b) preference</i>	NIL	
	(ii) <i>Debenture and Bonds</i>	NIL	
	(ii) <i>Units of Mutual Funds</i>	NIL	
	(iv) <i>Government Securities</i>	NIL	
	(v) <i>Others (Please Specify)</i>	NIL	

	<p>2. <u>Unquoted:</u></p> <p>(i) Share: (a) Equity (b) preference</p> <p>(ii) Debenture and Bonds</p> <p>(iii) Units of Mutual Funds</p> <p>(iv) Government Securities</p> <p>(v) Others (Please Specify)</p> <p><u>Long Term Investment:</u></p> <p>1. <u>Quoted:</u></p> <p>(i) Share: (a) Equity (b) preference</p> <p>(ii) Debenture and Bonds</p> <p>(iii) Units of Mutual Funds</p> <p>(iv) Government Securities</p> <p>(v) Others (Please Specify)</p> <p>2. <u>Unquoted:</u></p> <p>(i) Share: (a) Equity (b) preference</p> <p>(ii) Debenture and Bonds</p> <p>(iii) Units of Mutual Funds</p> <p>(iv) Government Securities</p> <p>(v) Others (Please Specify)</p>	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
(5)	Borrower group wise classification of assets financed as in (2) and (3) above: Please see note 2 below														
	Category		Amount of Net of provision												
			Secured			Unsecured			Total						
	1. Related Parties**														
	(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						408.99						408.99
	Total								408.99						408.99
(6)	Investor group wise classification of all investments (current and long term) in share and securities (both quoted and unquoted): Please see note 3 below:														
	Category		Market Value / Break up or Fair value of NAV						Book value (Net of Provision)						
	1. Related Parties**														
	(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	
	(a) <i>Related parties</i>	NIL
	(b) <i>Other than related parties</i>	NIL
(ii)	Net Non Performing assets	NIL
	(a) <i>Related parties</i>	NIL
	(b) <i>Other than related parties</i>	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 Non Banking financial (Non- Deposit accepting or Holding) companies Prudential Norms (Reserve Bank Directions, 2007).
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investment and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investment 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(4) above.

Indicative List of Balance Sheet Disclosure for NBFCs with Asset Size 500 Crore and above and Deposit Taking NBFC's

1. **Capital fund to Risk Weighted Assets/Exposure (in percentage)**

Sr. No.	Particulars	Current Year	Previous Year
1.	<i>Tier I Capital</i>	95.53	90.71
2.	<i>Tier II Capital</i>	0.33	0.28
	Total	95.86	90.99

2. **Investments:**

Amount in ₹(Crore)

Sr. No.	Particulars	Current Year	Previous Year
1.	<i>Value of Investments</i>	0.12	0.12
	<i>Gross value of Investments</i>	0.00	0.00
	<i>Less: provision for Depreciation</i>	0.00	0.00
	<i>Net Value of Investments</i>	0.12	0.12
2.	<i>Movements of Provisions</i>	0.00	0.00

3. **Details of Single Borrower Limit (SGL) / Group Borrower Limit (GBL) exceeded by the NBFC:**
During the year, NBFC has not make borrowings exceeded by prescribed Limits.

(In ₹)

Particulars	2016-17	2015-16
Doubtful Assets	0.00	0.00
Total Non-Performing Assets	0.00	0.00

<i>Provision already available</i>	<i>0.00</i>	<i>0.00</i>
<i>Additional Provision made during the year</i>	<i>0.00</i>	<i>0.00</i>
<i>Reversed during the year</i>	<i>0.00</i>	<i>0.00</i>
Total Provision at the end of the Year	0.00	0.00
Standard Assets	4,08,99,978.00	4,21,15,244.00
<i>Provision already available</i>	<i>1,26,345.00</i>	<i>95,000.00</i>
<i>Additional provision made/ (Reversed) during the year</i>	<i>16,805.00</i>	<i>31,345.00</i>
Total Provision at the end of Year	1,43,150.00	126,345.00

4. *The Company has its membership Certificate from all four CICs i.e. Credit Information Bureau (India) Limited (CIBIL), Equifax Credit Information Services Private Limited (ECIS), Experian Credit Information Company of India Pvt Ltd, CRIF High Mark Credit Information Services Pvt Ltd But the company has not received any rating from above said agencies.*

5. **Provision for Standard & Non Performing Assets:**

Provision for non performing assets (NPAs) is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs. The Company also makes additional provision towards loan assets, based on the management's best estimate. Additional provision of 0.35% on Standard assets has also been made during the year, as per revised Framework guidelines for NBFCs Circular Date 10th Nov, 2014(updated till date) issued by the RBI on Standard assets. Company has made provisions for Standard Assets as well as Non-Performing Assets as per the table below.

6. **Disclosure of Complaints**
Customer Complaints

No. of complaints pending at the beginning of the year - NIL

No. of complaints received during the year -NIL

No. of complaints redressed during the year -NIL

No. of complaints pending at the end of the year- NIL

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: NIL
- (b) Nature of contracts/arrangements/transactions: NIL
- (c) Duration of the contracts / arrangements/transactions: NIL
- (d) Salient terms of the contracts or arrangements or transactions including the value: NIL
- (e) Justification for entering into such contracts or arrangements or transactions: NIL
- (f) Date of approval by the Board: NIL
- (g) Amount paid as advances: NIL
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NIL

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship: RKG Finvest Limited, Common Director
- (b) Nature of contracts/arrangements/transactions: Loan Received
- (c) Duration of the contracts / arrangements/transactions: 9 Transactions
- (d) Salient terms of the contracts or arrangements or transactions including the value: The Company has avail loan from RKG Finvest Limited at market price.
- (e) Date(s) of approval by the Board: 7th January, 2016
- (f) Amount paid as advances, if any: ₹ 19,04,521/-

Form No. MR-3

**SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31.03.2017**
[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,
SHRI NIWAS LEASING AND FINANCE LIMITED
22, Rajindra Park, New Delhi - 110060

Date of Incorporation: 26/09/1984
Authorized Share Capital: ₹40,000,000.00
Paid up Share Capital: ₹39,970,000.00

I have conducted the secretarial audit of the compliance of applicable statutory provisions **SHRI NIWAS LEASING AND FINANCE LIMITED** hereinafter referred to as ("the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on My verification of the **SHRI NIWAS LEASING AND FINANCE LIMITED** 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 Day of March, 2017 ('Audit Period') 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 **SHRI NIWAS LEASING AND FINANCE LIMITED** ('The Company') for the financial year ended on 31st Day of March, 2017 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 there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- 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 (Listing Obligation & Disclosure Requirements) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- d. *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;*
- e. *The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;*
- f. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*
- g. *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;*
- h. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and*
- i. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;*
- vi. *Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by the Reserve Bank of India from time to time.*

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations as applicable to the Company

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

- i. *Secretarial Standards issued by The Institute of Company Secretaries of India.*
- ii. *The Listing Agreements entered into by the Company with Stock Exchange(s),*

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:

1. *The Company has not complied with the provisions of Section 203 (iii) of Companies Act, 2013 for appointment of Chief Financial Officer during the audit period.*

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 however, Company does not have proof of payment of sitting fee to the directors.

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.

Disclaimer: *The above fact and figure are corrected and true to the best of my knowledge as per the document and information provided by the Company and its officer. Any false or incorrect information is responsibility of management.*

***Place: New Delhi
Date: 11.08.2017***

Vijay Jain & Co.

***Vijay Jain
(Proprietor)
ACS No. 50242
C P No.: 18230***

This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.

Annexure- A

To,
The Members,
SHRI NIWAS LEASING AND FINANCE LIMITED
22, Rajindra Park, New Delhi - 110060

My report of even date is to be read along with this letter;

- i. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.*
- ii. I have followed the audit practices and process 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. I believe that the process and practices, I followed provide a reasonable basis for my opinion.*
- iii. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.*
- iv. Where ever required, i have obtained the management representations about the compliance of laws, rules and regulations and happening of events etc.*
- v. The Compliance of provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedure on test basis.*
- vi. The Secretarial Audit report is neither an assurance as to the future viability nor of the efficacy of the effectiveness with which the management has conducted the affairs of the Company.*

Place: New Delhi
Date: 11.08.2017

Vijay Jain & Co.

Vijay Jain
(Proprietor)
ACS No. 50242
C P No.: 18230

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L65993DL1984PLC019141
ii.	Registration Date	26/09/1984
iii.	Name of Company	SHRI NIWAS LEASING AND FINANCE LIMITED
iv.	Category of Company	Having Share Capital
v.	Sub-Category of Company	Indian Non-Government Company
vi.	Address	22, RAJINDRA PARK ,NEW DELHI-110060
vii.	Listed/Unlisted	Listed
viii.	Name & Address of RTA	Skyline Services Private Limited D-153/A 1 st Floor, Phase-1, Okhla Industrial area, New Delhi-110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S. No	Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
1	Other Financial Services- Dealing in shares and securities	65993	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – N.A.

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

i. Category-wise share Holding

Category of Shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTORS									
1. Indian									
a) Individual/ HUF	77700	0	77700	1.94	77700	0	77700	1.94	0
b) Central govt.	0	0	0	0	0	0	0	0	0
c) State Govt.(s)	0	0	0	0	0	0	0	0	0
d) Bodies corp.	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (1):	77700	0	77700	.94	77700	0	77700	1.94	0
2. Foreign									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Others	0	0	0	0	0	0	0	0	0
Sub Total A (2):	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)	77700	0	77700	1.94	77700	0	77700	1.94	0
B. Public Share holding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central govt.	0	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2.Non Institutions									
a) Bodies Corp.									
(i) Indian	450993	73000	523993	0	14,71,408	73,000	15,44,408	38.64	25.54
(ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
(i) Individual shareholders Holding nominal share capital upto Rs. 2 lakh	155573	367148	522721	13.10	155609	367148	522757	13.09	0

ii) Individual shareholders holding nominal share capital excess of Rs 2 lakh	2872586	0	2872586	71.90	1852135	0	1852135	46.33	(25.54)
c) Others (Specify)	450993	73000	523993	13.10	0	0	0	0	0
sub-total (B) (2):-	3479152	440148	3919300	98.06	3479152	440148	3919300	98.06	0
Total Public Shareholding (B)= (B) (2)	3479152	440148	3919300	98.06	3479152	440148	3919300	98.06	0
C. Share held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3556852	440148	3997000	100	3556852	440148	3997000	100	0

ii. Category-wise share Holding

S. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% 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	Surender Kumar Jain	77700	1.94	0	77700	1.94	0	0
	Total	77700	1.94	0	77700	1.94	0	0

iii. Change in Promoters shareholding (Please Specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total share of company	No. of shares	% of Total shares of the company
At the beginning of the year	77700	1.94	77700	1.94
Date wise Increase/Decrease in Promoters Share holding the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	0	0	0	0
At the end of year	77700	1.94	77700	1.94

iv. Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding At the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total of the company
At the beginning of the year	929200	23.24	929200	23.24
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	999850	25.02	999850	25.02
At the end of year (or on the date of separation during the year)	1929050	48.26	1929050	48.26

v. **Shareholding of Director and Key Managerial Personnel:**

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	387800	09.70	387800	09.70
Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment/transfer /bonus/sweat equity etc.)	0	0	0	0
At the end of year	387800	09.70	387800	09.70

V. **INDEBTEDNESS**

Indebtedness of the company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year				
(i)Principal Amount	-	46,85,670	-	46,85,670
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	46,85,670	-	46,85,670
Change in Indebtedness during the financial year				
Ø Addition	-	-	-	-
Ø Reduction	-	27,81,149	-	27,81,149
Net Charge	-	27,81,149	-	27,81,149
Indebtedness at the end of the financial year				
(i)Principal Amount	-	19,04,521	-	19,04,521
(ii)Interest due but not paid	-	-	-	-
(iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	19,04,521	-	19,04,521

VI. **REMUNARATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A. **Remuneration to managing Director, Whole -time Directors and / or Manager:**

S. N	Particulars of Remuneration	Name of MD/WTD/Manager				Total Amount
		----	-----	----	----	
1.	Gross Salary					
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act,1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961					
	(c) Profit in lieu of salary under section					

	17(3) Income tax Act, 1961					
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission					
	- As % of profit	-	-	-	-	-
	- others, Specify...					
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
7.	Ceiling as per the Act	-	-	-	-	-

B. Remunerations to others Director

S. No	Particulars of Remuneration	Name of Director				Total Amount
		----	----	----	----	
1.	1. Independent Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission					
	• Others, Please specify					
2.	Total (1)	-	-	-	-	-
3.	2. Other Non – Executive Directors					
	• Fee for attending board committee meetings	-	-	-	-	-
	• Commission					
	• Others, please specify					
4.	Total (2)	-	-	-	-	-
5.	Total (B) = (1+2)	-	-	-	-	-
6.	Total Managerial Remuneration	-	-	-	-	-
7.	Overall Ceiling as per the Act	-	-	-	-	-

C. Remuneration to Key Managerial Personnel other than MD/ MANAGER/WTD

S. N.	Particulars of Remuneration	Key Managerial Personnal			
		CEO	Company Secretary	CFO	Total
1.	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income –tax Act, 1961	-	Upendra Mani Tripathi*	-	₹ 3,41,351/- P.A.
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	-	-	-	-
	(c) Profit in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As % of profit	-	-	-	-
	- Others specify.....				
5.	Others, Please specify	-	-	-	-
	Total	-	-	-	₹ 3,41,351/- P.A.

* Mr. Upendra Mani Tripathi has resigned from the post of Company secretary with effect from 1st April, 2017.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

<i>Type</i>	<i>Section of the companies Act</i>	<i>Brief Description</i>	<i>Details of Penalty / Punishment / Compounding fees imposed</i>	<i>Authority [RD / NCLT / COURT]</i>	<i>Appeal made, if any (give Details)</i>
A. COMPANY					
<i>Penalty</i>	-	-	-	-	-
<i>Punishment</i>	-	-	-	-	-
<i>Compounding</i>	-	-	-	-	-
B. DIRECTORS					
<i>Penalty</i>	-	-	-	-	-
<i>Punishment</i>	-	-	-	-	-
<i>Compounding</i>	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
<i>Penalty</i>	-	-	-	-	-
<i>Punishment</i>	-	-	-	-	-
<i>Compounding</i>	-	-	-	-	-

SHRI NIWAS LEASING AND FINANCE LIMITED

Regd. Office: 22, Rajindra Park, New Delhi- 110060
CIN: L65993DL1984PLC019141, **Ph. No.:** 011-25815486
E-mail Id: shriniwas.limited@gmail.com
Website: www.shriniwasleasingfinance.com

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 32nd Annual General Meeting of the Company being held on Thursday, 21st Day of September, 2017 at 10.00 a.m. at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof.

Signature of the Shareholder	Signature of the Proxy

- Note:** 1. The copy of Annual Report may please be brought to the Meeting Hall.
2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
3. Please note that no gifts will be distributed at the meeting.

SHRI NIWAS LEASING AND FINANCE LIMITED

Regd. Office: 22, Rajindra Park, New Delhi- 110060
CIN: L65993DL1984PLC019141, **Ph. No.:** 011-25815486
E-mail Id: shriniwas.limited@gmail.com
Website: www.shriniwasleasingfinance.com

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]

CIN: L65993DL1984PLC019141

Name of the company: Shri Niwas Leasing and Finance Limited

Registered office: 22, Rajindra Park, New Delhi- 110060

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

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

1. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

or failing him

2. Name :	Address :
E-mail Id :	Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on **Thursday, 21st Day of September, 2017 at 10.00 a.m.** at 16/121-122, Jain Bhawan, Faiz Road, Karol Bagh, New Delhi-110005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	RESOLUTIONS
Ordinary Business	
1.	Ordinary Resolution for approval and adoption of Audited Financial Statements as at 31 st March, 2017 and Statement of Profit and Loss for the year ended on that date, together with the Director's Report and Auditor's Report.
2.	Ordinary Resolution for re- appointment of Mrs. Babita Jain (DIN: 00560562), who is liable to retire by rotation as Director of the Company and being eligible for re-appointment.
3.	Ordinary Resolution for the appointment M/s Bhutani & associates, Chartered Accountants (FRN -025906N), as Statutory Auditor of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the Company.

Signed this day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

If Undelivered, Please return to:
Shri Niwas Leasing and Finance Limited
22, Rajindra Park, New Delhi-110060