

ANNUAL REPORT

2014-2015

CERTIFIED TRUE COPY



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SHINEWELL LEASING LIMITED

CIN:
Regis

BOARD OF DIRECTORS

Mr. Ankit Aggarwal
Ms. Samita Gupta
Mr. Deepak Aggarwal
Ms. Amita Gupta(Up to 24-01-2014)

Director
Director
Director
Director

REGISTERED OFFICE

Flat No. 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019

BANKERS

The Federal Bank Limited,
G.1-6, Satkar Building,
79-80 Nehru Place,
New Delhi, 110 019

AUDITORS

A K G & Co.
Chartered Accountants
E-10A, Kailash Colony, Greater Kailash,
Part-1, New Delhi-110048

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NOTICE

Notice is hereby given that the Thirty First Annual General Meeting of the shareholder of **SHINEWELL LTD.** will be held on Tuesday, the 29th day of September, 2015 at 9.30 AM at the registered office situated at 216-B, 2nd Floor, Devika Tower, 6, Nehru Place, New Delhi - 110019 to transact the following

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet for the year ended 31st March, 2015 and the Statement for the period ended on that date together with the reports of the Auditors and Directors there

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

"RESOLVED THAT the Audited Balance Sheet as on 31st March, 2015 and Audited Profit and Loss for the financial year ended on that date, together with Report of Directors and Auditors thereon be and are approved and adopted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is/are hereby authorised to do all such actions as may be required to give effect to the aforesaid resolution"

2. To appoint a director in place of Deepak Aggarwal, who retires by rotation and being eligible for re-appointment

3. **Ratification of Auditors**

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

"RESOLVED THAT pursuant to Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statute or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. CO., Chartered Accountants, (Firm Registration No. 004924N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company for the year 2016."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is/are hereby authorised to do all such actions as may be required to give effect to the aforesaid resolution"



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NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Any member of the company, on demand, shall be entitled to be furnished free of cost, a copy of the balance sheet of the company and every document required by law to be annexed or attached thereto.
3. For the immediate reference, route map for reaching the venue of the annual general meeting hall is attached.
4. Share holders are requested to intimate the company if there is any change in their registered address.
5. The register of members and share transfer books of the company will remain closed from September 24, 2015 to September 29, 2015 (both days inclusive).
6. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the meeting.
7. Brief details of the Directors seeking re-appointment /appointment at the Annual General Meeting scheduled to be held on 29.09.2015 forms part of this notice.
8. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company.
9. The shares of the Company are at present listed on Delhi Stock Exchange Limited.

**By Order of the Board of Directors
For Shinewell Leasing Limited**

Sd/-
**Samita Gupta
Chairman**

**Date: 27th August, 2015
Place: New Delhi**



ANNEXURE TO NOTICE

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Brief Information of Director to be Reappointed as mentioned in item No.2

Mr. Deepak Aggarwal, the retiring Director, who, being eligible, seeks reappointment has a unique knowledge and experience in leasing, finance and marketing of real estate and has laid the foundation of also has a vast experience in construction business.

Following are the required details:

Name	Mr. Deepak Aggarwal
Age	61 years
Qualification	Masters Degree in Business Administration
Expertise	Construction & Maintenance of Buildings
Other Directorships	Shinewell Leasing Limited Vinayak Vanijya Limited Shomit Finance limited Vishwa Properties Private Limited Brisk Services Limited Ankit Leasing and Finance Company Limited Devika Promoters and Builders Private Limited Devika Gold Homz Private Limited Pragati Impex India Private Limited Devika Universal lands Private Limited

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Notice of interest

None of Directors, other than mentioned above, are in any way interested or concerned in the said



Handwritten signature

DIRECTORS' REPORT

To the Members

Your Directors have pleasure in submitting their Thirty First Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2015.

1. ANNUAL RETURN

The extracts of Annual Return(MGT-9) pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure 1** and is attached to this Report.

2. FINANCIAL SUMMARY / HIGHLIGHTS

The Company's financial performance for the year under review along with previous years figures are given hereunder:

Particulars	31.03.2015	31.03.2014
Net Sales /Income Business Operations	45,000	45,000
Other Income	60,455	3,309
Total Income	105,455	48,309
Profit before Depreciation & Interest	(237,958)	(182,449)
Less : Depreciation	-	-
Less : Interest	-	-
Profit/(Loss) after depreciation and Interest	(237,958)	(182,449)
Less : Current Income Tax	-	-
Less : Previous year adjustment of Income Tax	-	43,642
Less : Deferred Tax	-	-
Net Profit/(Loss) after Tax	(237,958)	(226,091)
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	(237,958)	(226,091)
Earnings per share (Basic)	(0.96)	(0.91)
Earning per Share(Diluted)	(0.96)	(0.91)

3. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors duly met 8 times during the year for which proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for this purpose.

4. DECLARATION BY INDEPENDENT DIRECTORS

Company has not appointed any Independent Director as per provisions of Section 149 pertaining to the appointment of Independent Directors. Company is looking for appropriate persons to be appointed as Independent Directors. Company's Management is hopeful to finalise the candidates for Independent Directors in the Coming Financial Year. Without Prejudice it is stated that as per SEBI Circular no. CIR/CFD/POLICYCELL/7/2014 Dated 15.09.2014, the provisions of corporate governance are not applicable on the company as networth of the company is less than 25 Crores and paid up Capital of the company is less than 10 Cr.



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19. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY IN RESPECT OF CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The provisions of Section 135 of The Companies Act, 2013 do not apply to our Company. Annexure 2 is attached with this report.

20. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION OF THE COMPANY'S PERFORMANCE HAS BEEN MADE BY THE BOARD OF DIRECTORS

Directors are making regular monitoring and evaluation of business and management decisions during board meetings, discussions, analysis of impact of crucial decisions etc.

21. DETAIL OF DIRECTORS OR KEY MANAGERIAL PERSONNEL (KMP) WHO HAVE BEEN APPOINTED OR HAVE RESIGNED DURING THE YEAR

No Director was appointed during the year, except re-appointment of retiring director. None of the directors have resigned during the year under review. The company do not have any K.M.P. change during the year.

22. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company. Annexure 3 has been attached with this report.

23. PERFORMANCE AND FINANCIAL POSITION OF EACH OF THE SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENTS

Company does not have any subsidiaries, associates or joint venture companies.

24. DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF SECTION 188 OF THE ACT AND CHAPTER V OF THE ACT

Due absence of any Deposits outstanding at the beginning of the year or accepted during the year, the provisions of Section 188 of the Act are not applicable to the company.

25. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN THE FUTURE

To the best of management knowledge, No significant and material orders were passed by regulators or tribunals which could impact the going concern status and Company's operation in future.

26. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has Internal Financial Controls with reference to the financial statements which are commensurate with the size of the business of the company. The Internal Financial Controls include segregation of duties between various directors and employees, Maker and Checker Controls, wherever, the same is feasible.

27. DISCLOSURE RELATING TO VOTING RIGHTS ARE NOT EXERCISED BY THE COMPANY'S EMPLOYEES UNDER SECTION 67 OF THE COMPANIES ACT, 2013



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redress the complaints received regarding sexual harassment at workplace. All employees included under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the year:

Number of Complaints received: Nil

Number of Complaints disposed off: Nil

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36. **RISK MANAGEMENT POLICY**

The management is assimilating the need for Risk Management Policy in the Company. Currently, it is not anticipating any major risk to which the Company is exposed to and which may threaten the Company.

37. **DIRECTOR'S RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board has prepared the following responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed and proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made the estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounts in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and the financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

38. **ACKNOWLEDGEMENTS**

Your Directors place on record their sincere thanks to the shareholders for their support and confidence in the Company.

FOR AND ON BEHALF OF THE BOARD

Sd/-

ANKIT AGGARWAL

(Director)

DIN: 00385982

PLACE: NEW DELHI

DATE: 27.08.2015



			company		the company
1	Ankit Aggarwal	40300	22.09	40300	22.09
2	Amita Gupta	39500	15.86	39500	15.86

V. INDEBTEDNESS

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

(In Rupees)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
(i) Principal Amount	-	-	-	-
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and /or Manager

Sl No.	Particulars of Remuneration	Name of the MD/WTD/ Manager	Total Amount
1	Gross Salary	Nil	Nil
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of Salary under section 17(3) Income-tax Act, 1961	Nil	Nil
2	Stock Option	Nil	Nil
3	Sweat Equity	Nil	Nil
4	Commission		



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	-as % of profit -others, specify	Nil	Nil
5	Others please specify	Nil	Nil
	Total (A)	Nil	Nil
	Ceiling as per the Companies Act, 2013		

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B. Remuneration to other Directors

Sl No.	Particulars of Remuneration	Name of Director	Total Amount
1	Independent Directors -Fee for attending board Committee - Commission -Others, please specify	Nil	Nil
	Total(1)	Nil	Nil
2	Other Non-Executive Directors -Fee for attending the board Committee meeting -Commission -Others, please specify	Nil	Nil
	Total(2)	Nil	Nil
	Total(B)=(1+2)	Nil	Nil
	Total Managerial Remuneration	Nil	Nil
	Overall Ceiling as per the Companies Act, 2013		

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

Sl No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
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) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	Nil	Nil	Nil	Nil
	Total(1)	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission -as % of profit -others, specify	Nil	Nil	Nil	Nil
5	Others please specify	Nil	Nil	Nil	Nil
	Total	Nil	Nil	Nil	Nil



VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					



- (a) the details of technology imported; Not Applicable
(b) the year of import; Not Applicable
(c) whether the technology been fully absorbed; Not Applicable

(a) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and Not Applicable

iv) the expenditure incurred on Research and Development None

FOREIGN EXCHANGE EARNING & OUTGO

- FOREIGN EXCHANGE OUTGO Nil
- FOREIGN EXCHANGE EARNINGS Nil

For and on behalf of the board of directors,

SHINEWELL LEASING LIMITED

Place: New Delhi
Date: 27.08.2015

Sd/-
Ankit Aggarwal
(Director)
DIN: 00385982

Sd/-
Samita Gupta
(Director)
DIN: 00132853



SHINEWELL LEASING LIMITED

Form AOC-1

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(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014) Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures)

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

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S. No.	Particulars	Details
1.	Name of the subsidiary	None
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Currency : Indian Rupee Exchange Rate : Not Applicable
4.	Share capital	Not Applicable
5.	Reserves & surplus	Not Applicable
6.	Total assets	Not Applicable
7.	Total Liabilities	Not Applicable
8.	Investments	Not Applicable
9.	Turnover	Not Applicable
10.	Profit before taxation	Not Applicable
11.	Provision for taxation	Not Applicable
12.	Profit after taxation	Not Applicable
13.	Proposed Dividend	Not Applicable
14.	% of shareholding	Not Applicable

Notes: The following information shall be furnished at the end of the statement:

- Names of subsidiaries which are yet to commence operations
- Names of subsidiaries which have been liquidated or sold during the year.



Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of associates/Joint Ventures	None
1	Latest audited Balance Sheet Date	31.03.2015
2	Shares of Associate/Joint Ventures held by the company on the year end	None
	No.	Not Applicable
	Amount of Investment in Associates/Joint Venture	Not Applicable
	Extend of Holding%	Not Applicable
3	Description of how there is significant influence	Not Applicable
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Net worth attributable to shareholding as per latest audited Balance Sheet	Not Applicable
6	Profit/Loss for the year	
i)	Considered in Consolidation	Not Applicable
ii)	Not Considered in Consolidation	Not Applicable

1. Names of associates or joint ventures which are yet to commence operations.

2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

AUDITORS REPORT
AS PER OUR REPORT OF EVEN DATE ATTACHED

For A K G & CO.
Chartered Accountants



FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

CA. Anil K. Goel)
Partner
Membership No.083454
Firm Regn. No. Firm
Registration No. 004924N
PLACE : NEW DELHI
DATE : 03.09.2015

Sd/-
ANKIT AGGARWAL
DIRECTOR
DIN : 00385982

Sd/-
SAMITA GUPTA
DIRECTOR
DIN : 00132853

SHINEWELL LEASING LIMITED
FORM NO. AOC.2

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

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

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1	Details of contracts or arrangements or transactions not at arm's length basis	None
a)	Name(s) of the related party and nature of relationship	Nil
b)	Nature of contracts/arrangements/ transactions	Not Applicable
c)	Duration of the contracts/ arrangements/ transactions	Not Applicable
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e)	Justification for entering into such contracts or arrangements or transactions.	Not Applicable
f)	date(s) of approval by the Board	Not Applicable
g)	Amount paid as advances, if any	Not Applicable
h)	Date on which the special resolution was passed in General Meeting as required under first proviso to section 188.	Not Applicable

2	Detail of material contracts or arrangement or transactions at arm's length basis	As per Annex
a)	Name(s) of the related party and nature of relationship	As per Annex
b)	Nature of contracts/arrangements /transactions	As per Annex
c)	Duration of the contracts/arrangements/ transactions	As per Annex
d)	Salient terms of the contracts or arrangements or : As Per Annexure transactions including the value, if any:	As per Annex
e)	Date(s) of approval by the Board, if any	As per Annex
f)	Amount paid as advances, if any	As per Annex



SHINEWELL LEASING LIMITED

List of Related Parties

a) Individuals owning an interest in the voting power of the reporting enterprise that gives them significant influence over the enterprise:

- i) Ankit Aggarwal
- ii) Samita Gupta

b) Interested Directors

- i) Deepak Aggarwal- Director
- ii) Ankit Aggarwal-Director
- iii) Amit Gupta-Director
- iv) Samita Gupta

c) Enterprises over which (a) & (b) above, are able to exercise significant influence

- i) Devika Promoters & Builders Private Limited
- ii) Samco Leasing & Industries
- iii) Associate Leasing
- iv) Devika Estate Management Private Limited
- v) Pragati Construction Co.(Devika Chambers)
- vi) Brisk Services Limited
- vii) Distinctive Properties & leasing Ltd.
- viii) Shomit Finance Limited

Following are the transactions with the entities in which the members of Board of directors are interested

NAME OF RELATED PARTY	NATURE OF RELATIONSHIP	AMOUNT (Rs.)	TOTAL
Repayment of Loan during the year			
Devika Promoters & Builders Private Limited	Enterprises having significant influences	7,50,000	7,50,000
Maintenance Charges receivable for the year			
Devika Estate Management Pvt. Ltd.	Enterprises having significant influences	45,000	45,000



Fee & taxation Expenses Repayable	Enterprises having significant influences		
Shomit Finanace limited	Enterprises having significant influences	48,000	48,000

For and on behalf of the board of directors,
SHINEWELL LEASING LIMITED

PLACE; New Delhi
DATE: 03.09.2015

Sd/-
ANKIT AGGARWAL
DIRECTOR
DIN : 00385982

Sd/-
SAMITA GUPTA
DIRECTOR
DIN : 00132853



SECRETARIAL AUDIT REPORT

(For The Financial Year Ended 31st March, 2015)

[Pursuant to Section 204(1) of the Companies Act, 2013 and **Rule No. 9** of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
SHINEWELL LEASING LTD
FLAT NO. 216-B SECOND FLOOR
DEVIKA TOWER 6 NEHRU PLACE
NEW DELHI 110019

We have conducted the secretarial audit of the compliance of **applicable statutory provisions** and the adherence to good corporate practices by **SHINEWELL LEASING LTD** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that **provided us** a reasonable basis for evaluating the corporate conducts/statutory compliances and **expressing our opinion** thereon.

Based on our verification of the Company's books, papers, **minute books, forms** and returns filed and other records maintained by the Company and also the **information provided** by the Company, its officers, agents and authorized representatives during the **conduct of secretarial audit**, we hereby report that in our opinion, the Company has, during the audit period **covering the financial year ended on 31st March, 2015** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processed and compliance- mechanism in place to the **extent, in the manner and subject to** the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **SHINEWELL LEASING LTD** ("the Company") for the financial year ended on 31st March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made **thereunder**;
- (ii) The Securities Contracts (Regulation) Act, 1956 (' SCRA ') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and **Bye-laws** framed thereunder (**Not applicable as the equity shares held by the Promoters and public are not held in dematerialized form**);
- (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 as there were no Foreign Direct Investments, Overseas Direct Investments in the Company and no External Commercial Borrowings were made by the Company**);
- (v) The following Regulations and Guidelines prescribed **under the Securities and Exchange Board of India Act, 1992** ('SEBI Act')
 - (a) The Securities and Exchange Board of India (**Substantial Acquisition of Shares and Takeovers**) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 1992;



(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period as the Company has not issued any new securities);

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company during the Audit period as the Company has not granted any stock purchase scheme or stock options to the employees);

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit period as the Company has not issued any Debt instruments/ Securities);

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1995 regarding the Companies Act and dealing with client (Not applicable to the company);

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit Periods as delisting of securities did not take place); and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit period as the Company has not Bought back its securities);

(vi) Other laws specifically applicable to the Company:

Not Applicable

We have relied on the representation made by the Company, information and documents provided by the management of the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations applicable to the Company.

We have also examined compliances with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges as per the information and documents provided by the management of the Company.

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

We further report that:

a. As per the information and documents provided by the Management of the Company, the Company has not appointed a Company Secretary and a Chief Financial Officer as per the provisions of Section 205 of the Companies Act, 2013.

b. As per the information and documents provided by the Management of the Company, the Company has not appointed an internal Auditor as per the provisions of Section 138 of the Companies Act, 2013.

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



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

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

We 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.

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

- i. Public/ Rights/ Preferential issue of shares/ debentures/ sweat equity.
- ii. Redemption/ buy-back of securities.
- iii. Merger/amalgamation/reconstruction etc
- iv. Foreign technical collaborations.

For Divya Agarwal & Associates
Company Secretaries

Date: 27.08.2015

Place: Noida

Sd/-
Divya Agarwal
Company Secretary
C.P. 3711
M. No. F5881

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



To,

The Members,
SHINWELL LEASING LTD
FLAT NO. 204-B SECOND FLOOR
DEVIKA TOWER 6 NEHRU PLACE
NEW DELHI 110019

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processed as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processed and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Divya Agarwal & Associates
Company Secretaries

Date: 27.06.2015
Place: New Delhi

Divya Agarwal
Company Secretary
C.P. 3711
M. No. F5881



S.No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Mr. Ankit Aggarwal	Chairperson	4	4
2.	Ms. Samita Gupta	Member	4	4
3.	Mr. Deepak Aggarwal	Member	4	4

vi. Four Audit Committee meetings were held during the year 2014-15 on 30th April, 2014, 31st July, 2014, 31st October, 2014 and 31st January, 2015. The necessary quorum was present for all the meetings.

Audit & other duties

1. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
2. Discussion with internal auditors of any significant findings and follow up there on.
3. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
4. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
5. To grant approval for related party transactions which are in the ordinary course of business and on an arm's length pricing basis and to review and approve such transactions subject to the approval of the Board.

B. NOMINATION & REMUNERATION COMMITTEE:

The terms of reference of the committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.



Although no remuneration is paid to any director at present the company retains the option to do so in future. As and when it is done it shall be revealed in the report.

The Nomination & Remuneration Committee consists of three members Mr. Ankit Aggarwal, Ms. Samita Gupta and Mr. Deepak Aggarwal.

The Chairman of the Committee is Mr. Deepak Aggarwal. During the year 2 meetings of Nomination & Remuneration Committee were held. The detail of attendance of each Committee Member is as under:

Name of the Directors	No. of Meetings held	No. of Meetings Attended
Mr. Deepak Aggarwal (Chairman)	2	2
Ms. Samita Gupta (Member)	2	2
Mr. Ankit Aggarwal (Member)	2	2

C. Stakeholders Relationship Committee (erstwhile Shareholders Grievance Committee)

The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

S.No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Mr. Ankit Aggarwal	Chairman	2	2
2.	Mr. Deepak Aggarwal	Member	2	2
3.	Ms. Samita Gupta	Member	2	2

Functions and Terms of Reference

The functioning and broad terms of reference of the Stakeholders Relationship Committee of the Company are as under:

- A. To consider and resolve the grievance of security holders of the Company.
- ii. To review important circulars issued by SEBI /Stock Exchanges
- iii. To take note of compliance of Corporate Governance during the quarter/year.
- iv. To approve request for share transfer and transmissions.
- v. To approve request pertaining to demat of shares/sub-division/consolidation/issue of renewed/duplicate share certificate etc.



vi. Details of investor complaints received and redressed during the year 2014-15 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
NIL	NIL	NIL	NIL

WHISTLE BLOWER POLICY

As per companies Act 2013 clause 49 of the listing agreement the board of directors of the company have formulated and adopted whistle Blower Policy which aims to provide a channel to the directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. In order to maintain these standards, the company encourages its employees who have genuine concerns about suspected misconduct to come forward and express those concerns without fear of punishment or unfair treatment.

RISK MANAGEMENT

The Board of company has formed a risk management committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area in the area of financial risk and controls. The board of directors has adopted and approved a risk management policy. Review of Risk and mitigation action initiated are presented to the audit committee and board reviewed regularly.

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 31, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

FORMULATION OF POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION:

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of Directors and their remuneration. The highlights of this policy are as follows:

- 1. Criteria of selection of Non Executive Directors**
 - a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
 - b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.



- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.
- v.

REMUNERATION POLICY FOR THE SENIOR MANAGEMENT EMPLOYEES

- I. In determining the remuneration of the Senior Management Employees the Committee shall ensure: consider the following:
 - i. the relationship of remuneration and performance benchmark is clear;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
 - iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance and current compensation trends in the market.
- II. The Independent Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.



PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and are on at arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct & Fair Disclosure Code for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

In accordance with requirement of Companies Act as well as listing agreement a vigil mechanism has been adopted by the board of directors and accordingly a whistle blower policy has been formulated with a view to provide a mechanism for employees of the company to approach Internal Auditor or Chairman of the Audit Committee of the Company to report any grievance. A link to such policy is also provided in the website of the company.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

Compliance with Accounting Standards

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

GENERAL BODY MEETING

a. Annual General Meeting

The details of last three Annual General Meetings (AGM) of shareholders held were as under:

Financial Year	Day and Date	Location	Time	Any Special Resolution passed
2011-12	Friday September 28, 2012	216-B, Second Floor, Devika Tower, 6, Nehru Place, Delhi-110019	10:00 AM	Yes
2012-13	Saturday September 28, 2013	216-B, Second Floor, Devika Tower, 6, Nehru Place, Delhi-110019	10:00 AM	Yes
2013-14	Tuesday September 30, 2014	216-B, Second Floor, Devika Tower, 6, Nehru Place, Delhi-110019	11:30 AM	Yes

- b. No Extraordinary General Meeting of the Members was held during the year 2014-15.
c. No Postal Ballot was conducted during the year 2014-15.

I. SUBSIDIARY COMPANY

The Company does not have any subsidiary Company.

II. Means of communication

The quarterly, half-yearly and annual results of the Company are published in leading national, English and Hindi newspapers. The results are also displayed on the Company's website www.shinewellleasing.com.

General Shareholder Information

S. No. Information

1. Annual General Meeting
- Date and Time 29th September, 2015 at 09:30 AM
- Venue 216-B, 2nd Floor, Devika Tower, 6, Nehru Place, New Delhi - 110019
2. Financial Year ending 31st March, 2015
3. Book Closure Date 24th September, 2015 to 29th September, 2015
(Both days inclusive)
4. Listing on Stock Exchange Delhi Stock Exchange(DSE)
5. Dividend payment date during 2014-15 NIL
6. Scrip Code 4617
7. Market Price Data : High, Low during last financial year Not Available as there was no trading on DSE
8. Outstanding DRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity Nil
9. Registrar & Transfer Agent Nil.



10. DISTRIBUTION OF SHAREHOLDINGS AS ON MARCH 31, 2015

Share or Debenture holding of nominal value		Share/ Debenture holders Number	% of total	Amount	Share % total
Rs.	Rs.			Rs.	
(1)	(2)	(3)	(4)	(5)	(6)
Up to	5000	63	67.02	70000	2.81
5001	10000	1	1.06	10000	0.40
10001	20000	5	5.32	84000	3.37
20001	30000	14	14.89	306000	12.3
30001	40000	-	-	-	-
40001	50000	-	-	-	-
50001	100000	6	6.38	498000	20.0
100001	And Above	5	5.32	1522000	61.1
Total		94	100	2490000	100

Categories of Equity shareholder as on March 31, 2015

Category	No. of Shares	% of Holding
1. Promoters Holding		
i. Promoters -Indian Promoters	153800	61.77
- Foreign Promoters	-	-
ii. Persons acting in concert	-	-
Sub Total	153800	61.77
2. Non Promoters Holding		



	i. Institutional Investor	-	-
	ii. Mutual Fund and UTI	-	-
	iii. Banks, Financial Institutions, Insurance Companies (Central/ State Govt. Institutions/ Non Govt. Institutions)	-	-
	iv. FII's	-	-
	Sub Total	-	-
3.	Others		
	i. Corporate Bodies	1500	1500
	ii. Indian Public	93700	93700
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Forien Companies) Clearing Member	-	-
	Sub Total	95200	95200
	Grand Total	249000	249000

1. The Delhi Stock Exchange has been suspended by SEBI.
2. Registered Office: 216-B, Second Floor, Devika Tower, 6, Nehru Place, Delhi-110019
3. Address for communication of shareholders correspondence should be the same as Registered Office of the Company.



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

We submit herewith the Management discussion and analysis report on the business of the Company as applicable to the extent relevant.

FORWARD LOOKING STATEMENT

Certain statements in the Management Discussion & Analysis Report detailing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. These statements being based on certain assumptions and expectation of future event, actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting domestic demand supply conditions, finish goods prices, changes in Government Regulations and Tax regime etc. The Company assumes no responsibility to publically amend, modify or revise any forward looking statements on the basis of subsequent developments, information or events.

INDUSTRY STRUCTURE AND DEVELOPMENT

BUSINESS REVIEW

The Company is in hire purchase business, which has lost its importance after the introduction of the liberal interest rates offered by the banking industry. The closest competitor is none but the banking industry itself. In line with the objective term growth, the Company is developing the strategic competency and enhancing its operational efficiencies.

OPPORTUNITY

Your Company is considering to venture into the business of real estate development in Commercial as well as residential. For infrastructure creation your company will apply to get the approval of the central government and the members for the amendment in the main objects and change of name of the company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate internal control procedures commensurate with the size and nature of the business. It is to ensure that all assets are safeguarded and protected against any loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly, to keep constant check on the cost structures and to prevent revenue leakages.

DISSCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

The financial statement has been prepared in accordance with the requirements of The Companies Act, 2013 and applicable accounting standards issue by the ICAI. The Details of the financial performance of the company are appearing in the Balance Sheet, Profit & Loss Accounts and ~~others~~ financial statements forming part of this annual report. For financial highlights please refer heading 'FINANCIAL STATEMENT'.

HUMAN RESOURCE DEVELOPMENT

The Company regards its human resources as amongst its most valuable assets and proactively reviews policies and processes by creating a work environment that encourages initiative, provides challenges and opportunities and recognizes the performance and potential of its employees attracting and retaining the best manpower available by providing high degree of motivation.

Your Company believes in trust, transparency & teamwork to improve employees productivity at all levels.



For & on behalf of the Board of Directors

Sd/-
(Samita Gupta)
DIRECTOR
DIN: 00132853

Place: New Delhi
Dated: 27/08/2015

CEO/CFO CERTIFICATION

I, Samita Gupta, in my capacity as Director do hereby confirm and certify that:

a) I have reviewed the financial statements and cash the cash flow statement for the year and that to the best of my knowledge and belief, I state that:

i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of Company's code of conduct.

c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

d) During the year under reference:

i) There were no significant changes in the internal control over financial reporting;

ii) No significant changes in accounting policies were made that require disclosure in the notes to the financial statements; and



COMPLIANCE WITH CODE OF CONDUCT

I, Samita Gupta, Director of the Company hereby certify that all the Directors and the Key Management Personnel have affirmed compliance of the Code of Conduct of the Company for the Financial Year ended March 31, 2015.

**By Order of the Board of Directors
For SHINEWELL LEASING LIMITED**

Sd/-
Samita Gupta
Director
DIN : 00132853

Date: 27.08.2015
Place: New Delhi



INDEPENDENT AUDITORS' REPORT

TO
THE MEMBERS
SHINWELL LEASING LIMITED

Report on the Financial Statements

We have audited the accompanying Financial Statements of SHINWELL LEASING LTD. which comprise of the Balance Sheet as at 31st March, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and a summary of significant accounting policies and Notes to Accounts annexed thereto.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") 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 flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 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. While conducting the 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.

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

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said Financial Statements read together with the Significant Accounting Policies and the Notes on Financial Statements appearing thereon, 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, of the state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

Emphasis Matter



We draw attention to Clause 5 (b) of Note No. 17 to the financial statements in respect of deviation from Accounting Standard 15 on Retirement Benefits by the company and that in absence of a report from an actuary we are not in a position to quantify the financial effect of the same on these financial statements.

Report on other Legal and Regulatory Requirements

1 As required by the Companies (Auditor's Report) Order, 2015 ("the order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraph 3 and 4 of the said Order, to the extent applicable.

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 purpose of our audit:

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

(c) The Balance Sheet, 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 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) On the basis of the written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Sub-section (2) of Section 164 of the Companies Act, 2013.

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

i) There were no pending litigations which would impact the financial position of the Company.

ii) The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For A K G & Co.
Chartered Accountants**

Sd/-
(CA. Anil K. Goyal)

Partner

Date: 27.08.2015

Place: New Delhi

M.No. 083454

FRN: 004924N



ANNEXURE TO THE AUDITORS' REPORT

- (i) In respect of fixed assets:
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (ii) In respect of inventories:
- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- (iii) (a) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the company has not granted any new loans to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year under review.
- (c) This clause is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted deposit from the public. Thus, paragraph 3(v) of the Order is not applicable.
- (vi) The Central Government has not prescribed the maintenance of cost records under section 1(48)(1) of the Act, for any of the services rendered by the Company.
- (vii) (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
- (b) According to the records examined by us and the information and explanations given to us, there are no disputed amounts due in respect of income Tax, wealth tax, sales tax, excise duty. Employees provident fund, Employee state insurance fund and other statutory dues at the end of the year.
- (c) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.

(viii) The Company does not have accumulated losses at the end of the financial year. The Company has incurred cash losses during the financial year covered by the audit but has not incurred cash losses in the immediately preceding financial year.

(ix) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions, banks and debenture holders.

(x) In our opinion and according to the Information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) The Company did not have any term loans outstanding during the year.

(xii) In our opinion and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

**For AKG & Co.
Chartered Accountants**

Place: New Delhi
Date: 03.09.2015

Sd/-
C.A. Anil K. Goel
Partner
Membership No. 083454
Firm's Registration No. 004924N



BALANCE SHEET AS AT 31ST MARCH, 2015

Amount in Rs

PARTICULARS	Note No.	As at 31-03-2015	As at 31-0
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
a) Share Capital	1	2,490,000	2,
b) Reserve & Surplus	2	(1,665,988)	(1,4
Sub Total (1)		824,012	1,
(2) Current Liabilities			
a) Other Current liabilities	3	71,993	
b) Short term provisions	4	-	
Sub Total (2)		71,993	
TOTAL (1+2)		896,005	1,
II. ASSETS			
(1) Non Current Assets			
a) Non-Current Investments	5	6,000	
Sub Total (1)		6,000	
(2) Current Assets			
a) Trade Receivables	6	45,000	
b) Cash and Cash equivalents	7	814,792	
c) Shortterm Loans and Advances	8	30,213	
Sub Total (2)		890,005	1,1
TOTAL (1+2)		896,005	1,1

Notes to the financial statements & Significant Accounting Policies from Note No. 1 to 17 form an Integral part of this Balance Sheet

Previous year figures have been re-grouped/re-arranged, wherever necessary to make comparable.

As per our report of even date attached

For A K G & Co.

Chartered Accountants

For and on behalf of the Company:

(CA. Anil K. Goel)
Partner
Membership No.083454
FRN: 004924N
Date: 27.08.2015
Place: New Delhi

Sd/-
(Ankit Aggarwal)
Director
DIN: 00385982

Sd/-
(Samita Gupta)
Director
DIN: 00132853



PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

Amount in Rs

PARTICULARS	Note No.	Year ended 31-03-2015	Year ended 31-03-2014
I. Revenue from operations			
01. Sale of Products		-	-
02. Sale of Services		45,000	45,000
Sub-Total		45,000	45,000
II. Other Income	9	60,455	3,309
III. Total Revenue		105,455	48,309
IV. EXPENSES			
Employees Benefits Expenses	10	102,000	99,500
Other Expenses	11	241,413	131,258
TOTAL EXPENSES		343,413	230,758
V. Profit/ (Loss) before exceptional, extraordinary items and tax (ill - IV)		(237,958)	(182,449)
VI. Exceptional Items		-	-
VII. Profit/ (Loss) before extraordinary items and Tax		(237,958)	(182,449)
VIII. Extraordinary Items		-	-
IX. Profit/ (Loss) before Tax		(237,958)	(182,449)
X. Tax Expenses		-	-
MAT Credit Written Off		-	45,642
XI. Profit/ (Loss) for the period for the continuing operations (IX - X)		(237,958)	(226,091)
XII. Earning per equity share	15		
1) Basic		(0.96)	(0.91)
2) Diluted		(0.96)	(0.91)

Notes to the financial statements & Significant Accounting Policies from Note No. 1 to 17 form an Integral part of this Balance Sheet

Previous year figures have been re-grouped/re-arranged, wherever necessary to make comparable.

As per our report of even date attached

For A K G & Co.

Chartered Accountants

For and on behalf of the Company:

(CA. Anil K. Goel)
Partner
Membership No.083454
FRN: 004924N
Date: 27.08.2015
Place: New Delhi

Sd/-
(Ankit Aggarwal)
Director
DIN:00385982

Sd/-
(Samita Gupta)
Director
DIN: 00132853



NOTE NO.-1 SHARE CAPITAL

PARTICULARS	As at 31-03-2015	As at 31-03-
Authorised 1000000 Equity Shares of Rs. 10/-each (Previous Year 1000000 Equity Shares of Rs. 10/- each)	10,000,000	10,000,000
Issued, Subscribed & Paid up 249000 Equity shares of Rs. 10/- each fully (Previous Year 249000 Equity shares of Rs. 10/- each fully paid up)	2,490,000	2,490,000
Total	2,490,000	2,490,000

Note 1.a

- The company is having only one class of Shares referred to as Equity shares having a par value of Rs. 10/- each.
- Each holder of equity shares is entitled to one vote per share.
- No shares are reserved for issue under options and contracts/commitments for the sale of shares / disinvestment/ ESOP etc.
- The company does not have any Holding company in the current or previous period, hence disclosure of shares held by holding and ultimate holding companies is not applicable

Note 1.b

Name of Shareholder	No. of Equity Shares*	
	As at 31-03-2015	As at 31-03-2014
Samita Gupta	17400 (6.99%)	17400 (6.99%)
Amita Gupta	39500 (15.86%)	39500 (15.86%)
Aakanksha Gupta	30000 (12.05%)	30000 (12.05%)
Arpita Gupta	25000 (10.04%)	25000 (10.04%)
Ankit Aggarwal	40300 (16.18%)	40300 (16.18%)

* Value in brackets denotes percentage of shareholding

Note 1.c

Reconciliation of the number of Shares outstanding and the amount of Shares as at March 31, 2015 and March 31, 2014:

Particulars	Amount of Equity Shares*	
	As at 31-03-2015	As at 31-03-2014
Shares outstanding at the beginning of the year	2,490,000 (2,49,000)	2,490,000 (2,49,000)
Shares Issued during the year for		
Shares outstanding at the end of the year	2,490,000 (2,49,000)	2,490,000 (2,49,000)

* Value in brackets denotes number of shares



NOTE NO. - 2
RESERVE AND SURPLUS

PARTICULARS	As at 31-03-2015	As at 31-03-2014
I. Profit & Loss Account		
Opening Balance	(1,428,029)	(1,201,938)
Add: Profit/ (Loss) for the Year	(237,959)	(226,091)
Closing Balance	(1,665,988)	(1,428,029)
TOTAL	(1,665,988)	(1,428,029)

NOTE NO. -3
OTHER CURRENT LIABILITIES

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Duties & Taxes Payable	1,600	3,800
Other Expenses Payable	70,393	52,867
TOTAL	71,993	56,667

NOTE NO. -4
SHORTTERM PROVISIONS

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Provision for Other Expenses	-	17,978
TOTAL	-	17,978

NOTE NO. -5
NON-CURRENT INVESTMENTS

PARTICULARS	As at 31-03-2015	As at 31-03-2014
Trade Investments		
Investment in Equity Instruments (Unquoted)	6,000	6,000
TOTAL	6,000	6,000

Note 5.a - Details of Investments in Quoted and Unquoted Equity Instruments

Name of Body Corporate	Relationship		
Unquoted Shares			
Shomit Finance Ltd.	Enterprises (significant influence / control)	Face Value of Share (Rs)	10
		No. of Shares	100
		Total Investment at	6,000

NOTE NO. - 6
TRADE RECEIVABLES

PARTICULARS	As at 31-03-2015	As at 31-03-2014
01. Trade Debts outstanding for a period exceeding 6 months		
Unsecured Considered good	22,500	67,500
02. Trade Debts (Others)		
Unsecured Considered good	22,500	22,500
TOTAL (1+2)	45,000	90,000

NOTE NO. --7
CASH AND CASH EQUIVALENTS