

SHINWELL LEASING LIMITED



**32nd
ANNUAL
REPORT**

BOARD OF DIRECTORS

Mr. Deepak Aggarwal	Non Executive Director
Ms. Samita Gupta (upto 18th May, 2016)	Director
Mr. Ankit Aggarwal (upto 18th May,2016)	Director
Mr. Baktawar Singh Rajwar (appointed on 2nd March,2016)	Additional Director
Mr. Hema Arya (appointed on 18th May,2016)	Additional Director
Mr. Ranjit Singh(appointed on 18th May,2016)	Additional Director

KEY MANAGERIAL PERSONNEL

Mr. Deepak	Chief Financial Officer
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REGISTERED OFFICE

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

REGISTRAR AND TRANSFER AGENT

RCMC Share Registry Private Limited

B-25/1, First Floor, Okhla Industrial Area,

Phase-II-110020, Ph: 011-26387320, Fax: 011-26387322

E-mail: alok.sharma@rcmcdelhi.com

BANKERS

The Federal Bank Limited,

G.I-6, Satkar Building, 79-80 Nehru Place,

New Delhi, 110 019

STATUTORY AUDITORS

M/s A K G & CO.

Chartered Accountants,

(Firm Registration No. 004924N)

E-10A, Kailash Colony, Greater Kailash,

New Delhi-110048

SECRETARIAL AUDITOR

Ms. Preeti Jain

Practicing Company Secretary

M.No. : 41759

C.O.P. No. : 17079

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the shareholders of **SHINEWELL LEASING LIMITED** will be held on Tuesday, the 27th day of September, 2016 at 10:00 A.M. at the registered office of the Company at Flat No.216-B, Second Floor, Devika Tower 6, Nehru Place, Delhi-110019 to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended on 31st March, 2016 together with the reports of the Auditor and Directors thereon.
2. To appoint a Director in place of **Mr. Deepak Aggarwal (DIN: 00127819)**, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139(2), 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, wherever applicable as mentioned from time to time, pursuant to the recommendations of the Audit Committee, the Company hereby ratifies the appointment of **M/s AKG & Co.**, Chartered Accountants, (Firm registration no. 004924N), as the Statutory Auditors of the Company, be and is hereby ratified for the financial year 2016-17 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS

4. **To consider the Appointment of Mr. Ranjit Singh (DIN: 07524007) as Whole Time Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force and as may be enacted from time to time of the said Act) and in terms of the Memorandum and Articles of Association of the Company, consent of the Company be and hereby accorded to appoint **Mr. Ranjit Singh (DIN: 07524007)** as a Whole Time Director of the Company for a period of Five years with effect from 27th September, 2016 to 26th September, 2021, with the liberty given to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration in such manner as may be agreed to by and between the Company and Mr. Ranjit Singh provided however such alterations are within the maximum limits laid down in the Companies Act, 2013 for the time being in force."

5. **To consider the Appointment of Ms. Hema Arya (DIN: 07517238) as an Independent Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the said Act, consent of the Company be and is hereby accorded to appoint **Ms. Hema Arya (DIN: 07517238)** as an Independent Director of the Company for a period of Five years from 27th September, 2016 to 26th September, 2021 and that she shall not be liable to retire by rotation."

6. **To consider the Appointment of Mr. Baktawar Singh Rajwar (DIN: 00476912) as an Independent Director of the Company, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV to the said Act, consent of the Company be and is hereby accorded to appoint **Mr. Baktawar Singh Rajwar (DIN: 00476912)** as an Independent Director of the Company for a period of Five years from 27th September, 2016 to 26th September, 2021 and that he shall not be liable to retire by rotation."

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
SHINEWELL LEASING LIMITED**

Sd/-

**DEEPAK AGGARWAL
DIRECTOR
DIN : 00127819**

**Date: 01.09.2016
Place: New Delhi**

Notes:

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING 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.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company and carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. To prevent fraudulent transactions members holding shares in physical form are requested to notify any change in their address including Pin Code, Bank Mandate, Income Tax Permanent Account Number etc. to the Company's Registrar & Share Transfer Agent RCMC Share Registry Private Limited, B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi-110020.
5. Members who hold shares in physical Form in multiple folios in identical name or joint holding in the same order of names are requested to send the share certificates to Registrar and Transfer Agent for consolidating into single folio. The share certificates will be returned to the Members after making requisite changes thereon.
6. Members holding shares in single name and in physical form are advised to make nomination in respect of their shareholding in the Company. Request may be made to the Company or its Registrar and Transfer Agent for the Nomination Form.
7. Shareholders seeking any information with regard to Accounts are requested to write to the Company at least one week in advance so as to enable the management to keep the information ready.
8. Members attending the Annual General Meeting are requested to bring with them the following:
 - (a) DP & Client ID Numbers or Folio Numbers
 - (b) Attendance Slip and
 - (c) Copy of the Annual Report and Notice, as no copies thereof would be distributed at the Meeting.
9. The register of members and share transfer books of the company will remain closed from **21.09.2016 to 27.09.2016** (both days inclusive).
10. 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 up to the date of the meeting.
11. Brief details of the Directors seeking re-appointment /appointment at the ensuing Annual General Meeting forms part of this notice.
12. The shares of the Company were listed on Delhi Stock Exchange Limited.
13. **The instructions for shareholders voting electronically are as under:-**
 - 1) The voting period begins on 24.09.2016 at 9.00 A.M. and ends on 26.09.2016 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - 3) The shareholders should log on to the e-voting website www.evotingindia.com
 - 4) Click on Shareholders.
 - 5) Now Enter your User I.D
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- 6) Next enter the Image Verification as displayed and Click on Login.
 - 7) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other company, then your existing password is to be used.
 - 8) If you are a first time user, then follow the steps as given below:

	For Members holding shares in Demat Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed on separate annexure • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rahul Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend and Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
Or Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (5).

- 9) After entering these details appropriately, click on "SUBMIT" tab.
- 10) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN for the relevant "**Shinewell Leasing Limited**" on which you choose to vote. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 13) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 16) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- 17) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.

- b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. They should upload a scanned copy of the Board Resolution and Power of Attorney (P.O.A.) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQS") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - II. The voting rights of the shareholders shall be in proportion to their shares of paid up equity share capital of the Company.
 - III. Ms. Preeti Jain, Practicing Company Secretary (ACS: 41759/CP: 17079), Noida, has been appointed as the Scrutinizer for e-voting and Physical Ballot Process at the AGM in a fair and transparent manner.
 - IV. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the Annual General Meeting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 - V. The e-voting period commences on 24.09.2016 at 9.00 A.M. and ends on 26.09.2016 at 5.00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - VI. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.shinewellleasing.com and on the website of CDSL within three days of the conclusion of the 32nd Annual General Meeting of the Company on 27th September, 2016 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The Result shall also be displayed at the notice board of the Company at its Registered Office.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
SHINWELL LEASING LIMITED**

**Date: 01.09.2016
Place: New Delhi**

**Sd/-
DEEPAK AGGARWAL
DIRECTOR
DIN : 00127819**

PROFILE OF THE DIRECTOR MENTIONED IN ITEM NO. 2

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

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding the Directors seeking appointment/reappointment in the AGM

Mr. Deepak Aggarwal, the retiring Director, who, being eligible, seeks reappointment has a unique combination of knowledge and experience of Construction & Maintenance of Building and has laid the foundation of the group. He also has a vast experience in construction business.

Following are the required details:

Name	Mr. Deepak Aggarwal
DIN	00127819
D.O.B.	04/03/1954
Qualification	Masters Degree in Business Administration
Expertise	Construction & Maintenance of Buildings
Other Directorships	1. Shomit Finance limited 2. Ankit Leasing and Finance Company Limited 3. Devika Promoters and Builders Private Limited 4. Devika Gold Homz Private Limited 5. Pragati Impex India Private Limited 6. Devika Universal Lands Private Limited

Notice of interest

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014**Item No. 4****Appointment of Mr. Ranjit Singh (DIN: 07524007) as Whole Time Director**

The Board of Directors in its meeting held on 18th May, 2016 has approved the recommendation of Nomination and Remuneration Committee to appoint Mr. Ranjit Singh and regularize him as Whole Time Director in the ensuing Annual general Meeting of the Company, for the period of 5(five) years.

In view of his extensive experience, knowledge and dedicated efforts made for the Company, Board is considering his involvement, a necessity for Company's future growth.

Therefore, after consideration of all facts and circumstances, the Board recommends appointment of Mr. Ranjit Singh as Whole Time Director by members of the Company.

Except **Mr. Ranjit Singh**, none of the Director(s) is/are interested in the said resolution.

Terms & Conditions

1) Designation: Whole Time Director

2) Term: 5 years with effect from 27.09.2016

3) Salary: No salary was paid to him as on date. However the Board of Directors has paid nil remuneration pursuant to the provisions of section 196, 197, 203 and Schedule V of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company.

A brief profile of the proposed Director is given below:

Name	Mr. Ranjit Singh
Director Identification Number (DIN)	07524007
Date of Birth	09-08-1972
Qualification	B.Com
Expertise in specific area	Administration and Accounts
Date of First appointment on the board of the company	18.05.2016
List of Directorship held in other companies	NIL

Item No. 5**Appointment of Ms. Hema Arya (DIN: 07517238) as an Independent Director**

The Board of Directors had appointed Ms. Hema Arya (DIN: 075127238) as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from Ms. Hema Arya pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose herself as candidate for the office of Independent Director. In opinion of the Board, Ms. Hema Arya fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as an Independent Director of the Company and is Independent of the management and hence recommend her to be appointed for five consecutive years under section 149 of the Companies Act, 2013.

In terms of Section 149 (10), (11), (13) and Section 152 (6), (7) of the Companies Act, 2013 read with schedule IV of the said Act, an Independent Director shall hold office for not more than two consecutive terms of five years and the tenure of an independent Director on the date of commencement of this Act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not applicable to proposed Independent Directors.

So to comply with relevant provision of Companies Act, 2013, all Independent Directors needs to be reappointed on non rotational basis and up to five year at a time.

In the opinion of the Board, the proposed Independent Directors of the Company fulfill the conditions for their appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016. The Board also opined, that they all possess appropriate skill, experience and knowledge as required for occupying the position of an Independent Director.

The Board has also received declaration from the Independent Directors that she meets the Criteria of Independence as prescribed under Section 149(6) read with Schedule IV of the Companies Act, 2013.

Except Ms. Hema Arya, none of the Director(s), Key Managerial Personnel and their relatives is/are interested or concerned in the mentioned resolution.

A brief resume of the proposed Director is given below:

Name	Ms. Hema Arya
Director Identification Number (DIN)	07517238
Date of Birth	16-07-1985
Qualification	Undergraduate
Expertise in specific area	She has a good exposure in Administration, Finance & Accounts.
Date of First appointment on the board of the company	18.05.2016
List of Directorship held in other companies	Brisk Services Limited

Item No. 6**Appointment of Mr. Baktawar Singh Rajwar (DIN: 00476912) as an Independent Director**

The Board of Directors has appointed Mr. Baktawar Singh Rajwar (DIN: 00476912) as an Additional Director of the company under section 161 read with section 149 of the Companies Act, 2013 to hold office up to the upcoming Annual General Meeting of the Company. The Company has received a notice in writing from Mr. Baktawar Singh Rajwar pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying his intention to propose himself as candidate for the office of Independent Director. In opinion of the Board, Mr. Baktawar Singh Rajwar fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is Independent of the management and hence recommend him to be appointed for five consecutive years under section 149 of the Companies Act, 2013.

The Board of Directors consider that in view of the background and immense experience of Mr. Baktawar Singh Rajwar, it would be in the interest of the Company to appoint him as a Director of the Company. The Board recommends the resolution for your approval. A brief profile of the proposed Director, has been given in the annexure attached.

Except Mr. Baktawar Singh Rajwar, none of the Director(s), Key Managerial Personnel and their relatives is/are interested or concerned in the mentioned resolution.

A brief resume of the proposed Director is given below:

Name	Mr. Baktawar Singh Rajwar
Director Identification Number (DIN)	00476912
Date of Birth	02/08/1965
Qualification	B.com
Expertise in specific area	Accounts, Audit & Legal Matters
Date of First appointment on the board of the company	02/03/2016
List of Directorship held in other companies	<i>1. Brisk services Limited 2. Pragati Services Private Limited 3. Surya Services Private Limited</i>

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
SHINEWELL LEASING LIMITED**

**Date: 01.09.2016
Place: New Delhi**

**Sd/-
DEEPAK AGGARWAL
DIRECTOR
DIN : 00127819**

DIRECTORS' REPORT

To
The Members
Shinewell Leasing Limited

Your Directors have pleasure in submitting their 32nd Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2016.

1. FINANCIAL SUMMARY / HIGHLIGHTS

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

Particulars	Year ended on 31.03.2016	Year ended on 31.03.2015
Total Income	386,114	105,455
Total Expenses	371,725	343,413
Profit/(Loss) before interest, Depreciation and Tax	14,389	(237,958)
Interest and Financial Charges	-	-
Profit/(Loss) before Depreciation and Tax	14,389	(237,958)
Depreciation	-	-
Net Profits/(Loss) before Tax	14,389	(237,958)
Tax expenses	(2,740)	-
Deferred Taxes	694,146	-
Net Profit/(Loss) after Tax	705,795	(237,958)
Earning per share (Basic)	2.83	(0.96)
Earning per Share(Diluted)	2.83	(0.96)

2. DIVIDEND

To conserve the financial resources and for continuous growth of the company, the Company has not recommended any dividend for the financial year 2015-16.

3. AMOUNT CARRIED TO RESERVES

Board proposes entire amount of Rs. 7,05,795 /- to transfer to the General Reserve and no amount is kept to be retained in surplus.

4. DEPOSITS

During the year under review, the Company has not accepted any deposits in terms of section 73 of Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, and also no amount was outstanding on account of principal or interest thereon, as on the date of the Balance Sheet.

5. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company. Annexure 1 has also been attached with this report.

6. MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, is presented in a separate section forming part of this Annual Report and give details of overall industry structure, developments, performance and state of affairs of company's business.

7. STATE OF COMPANY'S AFFAIRS

Company lays emphasis on being customer-centric and further strives on a well organized management team of

skilled and trained professionals to deliver quality services to its customers.

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

The Board of Directors duly met 12 times during the year for which proper notices were given and the proceedings were properly recorded in the Minutes Book maintained for this purpose.

9. DIRECTORS

During the year under review, your company has appointed Mr. Baktawar Singh Rajwar (DIN: 00476912) as an Additional Director w.e.f. March 02, 2016 and shall hold the office up to the date of ensuring Annual General Meeting. Company had re-appointed him as an Independent Director of the Company for a term of Five year with effect from 27th September, 2016 to 26th September, 2021.

The Board of Directors in its meeting held on May 18, 2016 had appointed Ms. Hema Arya (DIN: 07517238) as Additional Director and re-appointed her as an Independent Director of the Company for term of Five year with effect from 27th September, 2016 to 26th September, 2021.

Your Company had appointed Mr. Ranjit Singh (DIN: 07524007) as an Additional Director w.e.f. May 18, 2016 and shall hold office up to the date of ensuring Annual General Meeting. Company had re-appointed him as a Whole Time Director of the Company for term of Five year with effect from 27th September, 2016 to 26th September, 2021.

The Board of Directors in its meeting held on May 18, 2016 had approved the resignation of Mr. Ankit Aggarwal and Ms. Samita Gupta from the Board of the Company. The Board expresses its gratitude for their valuable contribution.

In accordance with the provisions of the Companies Act, 2013, Mr. Deepak Aggarwal (DIN: 00127819), Non-Executive Director shall retire at the upcoming Annual General Meeting and being eligible offers himself for re-appointment.

10. EXTRACT OF ANNUAL RETURN

The details forming part of extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure 2" in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014.

11. DECLARATION BY INDEPENDENT DIRECTORS

Both Independent Directors have given declarations that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

12. AUDIT COMMITTEE

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Company is re-constituted on March 2, 2016 with the Objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy. The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Report.

S. No.	Name of the Member	Category	No. of Meetings held	No. of Meetings Attended
1.	Mr. Ankit Aggarwal	Chairman	4	4
2.	Mr. Deepak Aggarwal	Member	4	4
3.	Ms. Samita Gupta (Till 02.03.2016)	Member	4	4
4.	Mr. Baktawar Singh Rajwar (From 02.03.2016)	Member	4	0

12.1 NOMINATION AND REMUNERATION COMMITTEE

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Board of Directors of your Company in its meeting held on March 02, 2016 re-constituted Nomination & Remuneration Committee with the requisite terms of the reference as required under section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name of the Directors	Category	No. of Meetings held	No. of Meetings Attended
Mr. Deepak Aggarwal	Chairman	4	4
Ms. Samita Gupta (Till 02.03.2016)	Member	4	4
Mr. Ankit Aggarwal	Member	4	4
Baktawar Singh Rajwar(From 02.03.2016)	Member	4	0

13. STATUTORY AUDITOR & SECRETARIAL AUDITOR WITH THEIR QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS ALONG WITH THE EXPLANATION OR COMMENTS ON BY THE DIRECTORS

A. STATUTORY AUDITOR

M/s A K G & CO., Chartered Accountants, was appointed as Statutory Auditors in the Annual General Meeting held last year. The Appointment of Statutory Auditors shall be placed for ratification at every Annual General Meeting. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Remarks / emphasis matters as reported by Statutory Auditor are listed below:

- i) *We draw attention to Clause 5(i) 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.*

Directors' Comment: Provision for Gratuity Liability is created for an employee on completion of five years of continued service. No employee is in more than five years of employment. Further, it may be stated that, the provision for Gratuity, if made, will not have any material effect on financial position of the Company.

B. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Preeti Jain (CP No.: 41759, ACS: 17079), Company Secretaries to undertake the secretarial audit of the Company. The Secretarial Audit Report is annexed herewith as 'Annexure 5'

Qualification(s) and Directors' comments on the report of Practicing Company Secretary

- I. *As per the information and documents provided by the Management of the Company, the Company has not appointed a Company Secretary as per the provisions of Section 203 of the Companies Act, 2013.*
- II. *Also, the Company has not appointed any person as Whole Time Director as required under the provisions of Section 203 of the Companies Act, 2013.*

Directors' Comment: As Company Act, 2013, has been implemented in financial year 2014-15, demand for Company Secretaries had gone up substantially. There are more companies than available Company Secretaries in the current scenario. Company is making all efforts to appoint company Secretary, for the Company and hope to finalize the qualified candidate for the requisite post at the earliest. Company Propose to appointment Mr. Ranjit Singh, additional Director of the Company as whole time Director for five years starting from September 27, 2016 to September 26, 2021, subject to approval of shareholders in Annual General Meeting.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient are provided in the standalone financial statements. (Please refer to Note 5 to the Balance Sheet for the financial year 2015-2016)

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

Particulars of contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review are given in Annexure 3 of this report in Prescribed Form AOC-2.

16. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

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

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 to be read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in Annexure 4 to this report.

18. RISK MANAGEMENT POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the Company regularly maintains a proper check in normal course of its business regarding Risk Management. At present the Company has not identified any element of risk which may threaten the existence of the company.

19. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per the Section 135 of Companies Act, 2013, the Company does not fulfill the criteria of Net Worth or turnover for Corporate Social Responsibility (CSR), hence the same is not applicable to the Company. Details are also attached as **Annexure 4**.

20. BOARD EVALUATION

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

21. CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the company during the year under review.

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

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

23. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has Internal Financial Controls with reference to the financial statements which are adequate and 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.

24. DISCLOSURE RELATING TO VOTING RIGHTS ARE NOT EXERCISED DIRECTLY BY EMPLOYEES UNDER SECTION 67 OF THE COMPANIES ACT, 2013

No disclosure is required as the provisions of Section 67 of the Companies Act, 2013 do not apply to the company.

25. VIGIL MECHANISM

The Company has a well established whistle blower policy as part of vigil mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of Director(s)/employee(s), who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee.

26. COST AUDIT

Provision given under section 148 of the Companies Act, 2013 and rule 14 of company (audit and auditor) rules, 2014 in respect of requirement of cost audit is not applicable to our company.

27. CORPORATE GOVERNANCE

As per Regulation 27 read with regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Company with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Secretarial Auditor confirming compliance forms an integral part of this Report.

28. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

No sitting fee has been paid to any of the director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

- a) Employed throughout the year Nil
- b) Employed for part of the year Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

29. RATIO OF REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION

No remuneration has been paid to any Director, hence the clause is not applicable.

30. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

31. SHARES

During the year under review, Company has not come up with Sweat Equity Issue, Bonus Issue, ESOPs. Also, the Company has not bought back its shares during the year.

32. ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Committee has been set up to redress the complaints received regarding sexual harassment at workplace. All employees including trainees are covered under this policy.

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

- Number of Complaints received: Nil
- Number of Complaints disposed off: Nil

33. RISK MANAGEMENT POLICY

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

34. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

- 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 that such internal 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.

35. ACKNOWLEDGEMENTS

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

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
SHINWELL LEASING LIMITED**

**PLACE: NEW DELHI
DATE: 01.09.2016**

**Sd/-
DEEPAK AGGARWAL
Chairman
DIN: 00385982**

Annexure 1:-	AOC-1
Annexure 2:-	MGT-9
Annexure 3:-	AOC-2
Annexure 4:-	Particulars of conversation of energy, technology foreign earning and outgo and Corporate Social Responsibility (CSR) Initiatives
Annexure 5	Secretarial Audit Report

SHINWELL LEASING LIMITED**Annexure-1****Form AOC-1**

(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.)

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:

- 1. Names of subsidiaries which are yet to commence operations**
- 2. 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	31.03.2016
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

Sd/-

(CA. Anil K. Goel)

Partner

Membership No.083454

Firm Regn. No. 004924N

PLACE : NEW DELHI

DATE : 01.09.2016

Sd/-

DEEPAK AGGARWAL

DIRECTOR

DIN : 00127819

Sd/-

RANJIT SINGH

DIRECTOR

DIN : 07524007

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2016

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

CIN	L65910DL1984PLC019329
Registration Date	14/11/1984
Name of the Company	SHINEWELL LEASING LIMITED
Category/Sub Category	Company Limited By Shares/Indian Non Govt. Co.
Address of the registered office and contact details	Flat No. 216-B, Second Floor, Devika Tower 6, Nehru Place, Delhi-110019 Contact: 011-43675500
E-mail	shinewell1984@gmail.com
Whether listed company	Yes, Delhi Stock Exchange
Name, Address and Contact details of Registrar and Transfer Agent	RCMC Share Registry Private Limited B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Contact: 011-26387320

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 Descriptions of main Products/ Services	NIC code of the Product/Service	% to total turnover of the company
1.	Lease, maintenance of Real Estate Property	68100	100%

III. Particulars of HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and address of the company	CIN	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 / Shareholding

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	Demat	Physical	Total	% of Total	
(A) Promoters									
(1) Indian									
(a) Individuals/H.U.F	0	153800	153800	61.77	0	153800	153800	61.77	0
(b) Central Government	0	0	0	0	0	0	0	0	0
(c) State Government	0	0	0	0	0	0	0	0	0
(d) Bodies Corporate	0	0	0	0	0	0	0	0	0
(e) Financial Institution/ Banks	0	0	0	0	0	0	0	0	0

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	Demat	Physical	Total	%of Total	
(f) Any Other(Specify)	0	0	0	0	0	0	0	0	0
Sub-Total(A)(1)	0	153800	153800	61.77	0	153800	153800	61.77	0
(2) Foreign									
(a) Individuals(Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b) Other Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corporate	0	0	0	0	0	0	0	0	0
(d) Financial Institutions/Banks	0	0	0	0	0	0	0	0	0
(e) Any Other(Specify)	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 and Promoters Group(A)=(A)(1)+(A)(2)	0	153800	153800	61.77	0	153800	153800	61.77	0
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds/UTI	0	0	0	0	0	0	0	0	0
(b) Financial Institution/Banks	0	0	0	0	0	0	0	0	0
(c) Central Government/State Government	0	0	0	0	0	0	0	0	0
(d) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e) Insurance Companies	0	0	0	0	0	0	0	0	0
(f) Foreign Institutional Investor	0	0	0	0	0	0	0	0	0
(g) Foreign Venture Capital Investor	0	0	0	0	0	0	0	0	0
(h) Foreign Portfolio Investor (Corporate)	0	0	0	0	0	0	0	0	0
(i) Any Other (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-Institution									
(a) Bodies Corporate	0	1500	1500	0.60	0	0	0	0	0
(b) Individuals									
i. Individual Shareholders, holding Nominal Share Capital upto Rs.1 Lakh	0	93700	93700	37.63	0	95200	95200	38.23	0
ii. Individual Shareholders, holding Nominal Share Capital in excess of Rs.1 Lakh	0	0	0	0	0	0	0	0	0
(c) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(d) Any Other (Specify)									
(i) Trust	0	0	0	0	0	0	0	0	0
(ii) Custodians / Clearing Member	0	0	0	0	0	0	0	0	0
(iii) NRIs	0	0	0	0	0	0	0	0	0
Sub-total (B)(2)	0	95200	95200	38.23	0	95200	95200	38.23	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	95200	95200	38.23	0	95200	95200	38.23	0
TOTAL = (A)+(B)	0	249000	249000	100	0	249000	249000	100	0
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	0	249000	249000	100	0	249000	249000	100	0

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change 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	Ankit Aggarwal	40300	16.18	0	40300	16.18	0	0
2	Amita Gupta	39500	15.86	0	0	0	0	-100
3	Akanksha Gupta	30000	12.05	0	0	0	0	-100
4	Arpita Gupta	25000	10.04	0	0	0	0	-100
5	Samita Gupta	17400	6.99	0	56900	22.85	0	15.86
6	Deepak Aggarwal	0	0	0	55000	22.09	0	22.09
7	Deepak Aggarwal HUF	1600	0.64	0	1600	0.64	0	0

(iii) Change in Promoter's Shareholding (please specify, if there is no change)

SI No.		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
1	At the beginning of the year	No changes during the year			
2	Data wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus / sweat equity etc):	No changes during the year			
3	At the End of the year	No changes during the year			

(iv) Shareholding Pattern of Top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	Arun Bahuguna	10,000	4.02	10,000	4.02
2	Narender Kumar	9,500	3.82	9,500	3.82
3	Deepak	9,300	3.73	9,300	3.73
4	Rohit Sharma	7,900	3.17	7,900	3.17
5	Rekha Goyal	7,400	2.97	7,400	2.97
6	Om Prakash	5,700	2.29	5,700	2.29
7	Abhinav Agarwal	2,300	0.92	2,300	0.92
8	Sarthak Goyal	2,200	0.88	2,200	0.88
9	Arun Goyal	2,200	0.88	2,200	0.88
10	Vani Agarwal	2,200	0.88	0	0
11	Preeti Jain	0	0	1,900	0.76

(v) Shareholding of Directors and Key Managerial Personnel:

SI No.	For Each of the Directors and KMP	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
1	Deepak Aggarwal	0	0	55000	22.09
2	Samita Gupta	17400	6.99	56900	22.85
3	Ankit Aggarwal	40300	16.18	40300	16.18
4	Deepak	9300	3.73	9300	3.73

V. INDEBTEDNESS

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

	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

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

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		

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					

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)
C. OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

**SHINWELL LEASING LIMITED
FORM NO. AOC.2**

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

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

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

SHINWELL 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
 - iii) Deepak Aggarwal
- b) Key Managerial Personnel & Directors
- i. Deepak Aggarwal-Director
 - ii. Ankit Aggarwal-Director
 - iii. Baktawar Singh Rajwar-Additional Director
 - iv. Samita Gupta-Director
 - v. Deepak -Chief Financial Officer
- 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
Maintenance Services Provided			
Devika Estate Management Pvt Ltd	Enterprises having significant influences	45,000	45,000
Rent Paid			
Ankit Aggarwal	Key Managerial Persons	36,000	36,000

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

PLACE; New Delhi
DATE: 01.09.2016

Sd/-
DEEPAK AGGARWAL
DIRECTOR
DIN : 00127819

Sd/-
RANJIT SINGH
DIRECTOR
DIN : 07524007

Annexure 4**Information as per Section 134 (3) (m) of the Companies Act, 2013 Conservation of Energy, Technology Absorption and Foreign Exchange Outgo****A CONSERVATION OF ENERGY**

- | | |
|--|---|
| a) The steps taken or impact on conservation of energy; | During the year under review, no energy consumption activities were incurred. |
| b) the steps taken by the company for utilizing alternate sources of energy; | None |
| c) the capital investment on energy conservation equipments | None |

B TECHNOLOGY ABSORPTION

- | | |
|---|----------------|
| i) the efforts made towards technology absorption; | Not Applicable |
| ii) the benefits derived like product improvement, cost reduction, product development or import substitution; | Not Applicable |
| iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- | Not Applicable |
| (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: 01.09.2016**

**Sd/-
DEEPAK AGGARWAL
DIRECTOR
DIN : 00127819**

**Sd/-
RANJIT SINGH
DIRECTOR
DIN : 07524007**

SHINEWELL LEASING LIMITED

CORPORATE SOCIAL RESPONSIBILITY (CSR)

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	Not Applicable
2.	The Composition of the CSR Committee.	Not Applicable
3.	Average net profit of the company for last three financial years	Not Applicable
4.	Details of CSR spent during the financial year	Not Applicable
	a) Total amount to be spent for the financial year;	Not Applicable
	b) Amount unspent, if any;	Not Applicable
	c) Manner in which the amount spent during the financial year is detailed below	Not Applicable

S. No.	CSR Project or Activity identified	Sector in which the Project is covered	Projects or Programs 1) Local area or other 2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub- heads: 1) Direct expenditure on projects or programs 2) Overheads	Cumulative expenditure upto the reporting period	Amount spent : Direct or through implementing agency*
Not Applicable							

* Give details of implementing agency

5. In case the Company has failed to spend the two percent of the average net profit of the last three financial years of any part thereof, the company shall provide the reasons for not spending the amount in its Board report. **Not Applicable**
6. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company. **Not Applicable**

Sd/-
Deepak Aggarwal
Director
DIN: 00127819

(Chairperson CSR Committee)
None

(Person specified under clause (d) of sub-section (1) of section 380 of the Act)

PREETI JAIN**PRACTICING COMPANY SECRETARY**

Add: C-273, Sector-63, Noida-201301, Uttar Pradesh

Form No. MR-3**SECRETARIAL AUDIT REPORT**

(For The Financial Year Ended 31st March, 2016)

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

To,

The Members,

Shinewell Leasing Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shinewell Leasing Limited**. (hereinafter called 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/our opinion thereon.

Based on my/our verification of the Shinewell Leasing Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2016, has 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31.03.2016, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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 during the current Audit Period)**
5. 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;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable during the current Audit Period)
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the current Audit Period)
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and (Not applicable during the current Audit Period)
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable during the current Audit Period)

We 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 SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015;

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 observation:

The Company has not appointed a Whole Time Company Secretary & Whole Time Director pursuant to Section 203 of the Companies Act, 2013.

We further report that:

The Composition of the Board of Directors of the Company is not duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. However, the changes in the composition of Board of Directors have taken place in compliance with the provisions of the Act and Regulations.

As per the information received from Directors, adequate notices were given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were also sent well in advance in compliance of Companies Act, 2013 read with SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015. Also, a system exists in the Company for seeking and obtaining further information and clarifications on the agenda items before the meeting so as to enable a meaningful participation at the meeting, however, certain documents were not made available to review the same.

As per the representation provided by the Directors, majority decisions are carried through while the dissenting members' views are captured and recorded as a part of the minutes as per the practice followed. However, during the period under report, there was no such instance.

We further report that there is a need for 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. Certain non material findings were also made during the course of audit relating to the provisions of the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 & other applicable laws. These are suitably addressed to the management so that corrective measure could be taken by them. However, the observations/qualifications which are treated as material in nature are mentioned in this report.

I further report that I have not reviewed the applicable financial laws, direct and indirect tax laws since the same have been subject to review and audit by the Statutory Auditor of the Company.

We further report that during the audit period, following changes have occurred in the Company:

1. Company has applied to National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for obtaining Demat Connectivity from both the Depositories.
2. The Company has also appointed RCMC Share Registry Private Limited as Registrar & Transfer Agent to carry out various functions.
3. The Company has also applied to get itself registered under SCORES- the Investor Grievance Redressal System of SEBI.

Date: 01.09.2016
Place: Noida

For Preeti Jain
Practicing Company Secretary

Sd/-
Preeti Jain
Membership No. 41759
C.O.P No.: 17079

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

Annexure

To,
The Members,
Shinewell Leasing Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, as followed by the Company provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

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

Date: 01.09.2016
Place: Noida

For Preeti Jain
Practicing Company Secretary

Sd/-
Preeti Jain
Membership No. 41759
C.O.P No.: 17079

CORPORATE GOVERNANCE REPORT

I. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company is committed to good Corporate Governance in all its activities and processes. The Directors endeavor is to create an environment of fairness, equity and transparency with the underlying objective of securing long-term shareholder value, while, at the same time, respecting the rights of all stakeholders.

The Company is in compliance with the legal framework provided by the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and other guidelines as laid down by SEBI from time to time in letter and spirits, and presents the following Corporate Governance report based on the said disclosure requirements:

II. BOARD OF DIRECTORS

The Board of Directors (The Board) is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and had been vested with the requisite powers, authorities and duties.

A. Composition and Category of the Board of Directors

i. Composition of the Board

The composition of Board of Directors as detailed below is in conformity with Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013

S. No.	Name	DIN	Category
1.	Deepak Aggarwal	00127819	Director
2.	Baktawar Singh Rajwar (Appointed on 02.03.2016)	00476912	Additional Director
5.	Samita Gupta	00132853	Director
6.	Ankit Aggarwal	00385982	Director

- iv. None of the Directors on the Board is Member of more than ten Committees or Chairman of more than five Committees across all the public companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2016, have been made by the Directors.
- v. The names of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairpersonships/Memberships held by them in other public companies as on March 31, 2016, is given herein below. Other directorships do not include alternate directorships, directorships of private limited companies, section 8 companies and of companies incorporated outside India.

Name	Number of Board Meetings Held during the year 2015-2016		Whether attended last AGM held on 29th September, 2015	No. of Directorship in other companies
	Held	Attended		
Deepak Aggarwal	12	12	Yes	9
Samita Gupta	12	12	Yes	9
Ankit Aggarwal	12	12	Yes	11
Baktawar Singh Rajwar	12	2	No	3

- iv. During the period, the Board of Directors of your Company met 12 (Twelve) times. The dates on which the meetings were held are 01/04/2015, 30/04/2015, 10/07/2015, 31/07/2015, 04/08/2015, 27/08/2015, 03/09/2015, 31/10/2015, 27/01/2016, 31/01/2016, 02/03/2016, 15/03/2016, 29/03/2016 and the gap requirement of 120 days between two meetings has been complied with. The necessary quorum was present for all the meetings.
- v. During the year 2015-16, all relevant information, as per SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 was placed before the Board from time to time.

B. Code of Conduct

The Board has approved the code of conduct for all the board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

C. Non Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors. No remuneration was given to any of the Director during the financial year 2015-16.

III. COMMITTEES OF THE BOARD**BOARD COMMITTEES**

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has Six committees i.e. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Internal Compliant Committee, Risk Management Committee & Vigil Mechanism Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

A. Audit Committee

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Audit Committee of the Company is re-constituted on March 02, 2016 with the Objectives to monitor, supervise and effective management of company's finance, to ensure effective internal financial controls and risk management systems with high level of transparency and accuracy. The Committee met four times during the year, the details of which are given in the Corporate Governance Report that forms part of this Report.

- i. The terms of reference of the Audit Committee are as per the Companies Act 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- ii. The Audit Committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings.
- iii. The previous Annual General Meeting (AGM) of the Company was held on 29th September 2015 and was attended by Mr. Ankit Aggarwal, Chairman of the Audit Committee.
 - i. The composition of the Audit 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	4	4
2.	Mr. Deepak Aggarwal	Member	4	4
3.	Ms.Samita Gupta (Till 02.03.2016)	Member	4	4
4.	Mr. Baktawar Singh Rajwar (From 02.03.2016)	Member	4	0

- i. Four Audit Committee meetings were held during the year 2015-16 on 30.04.2015, 31.07.2015, 31.10.2015 & 31.01.2016. 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:

SEBI vide its notification dated September 02, 2015 amended the existing Listing Agreement and bring in force SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with effect from December 01, 2015. So, in order to align with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company in its meeting held on March 02, 2016 re-constituted Nomination & Remuneration Committee with the requisite terms of the reference as required under section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 committee meetings were chaired by Mr. Deepak Aggarwal who has been appointed as Chairperson and the director(s) if any, who were inducted in to the committee during the year also attended the meetings. The details of the composition of Remuneration Committee are as under:

The Chairman of the Committee is Mr. Deepak Aggarwal. During the year 4 meetings of Nomination & Remuneration Committee were held. The detail of attendance of each Committee Member is as under:

Name of the Directors	Category	No. of Meetings held	No. of Meetings Attended
Mr. Deepak Aggarwal	Chairman	4	4
Ms. Samita Gupta (Till 02.03.2016)	Member	4	4
Mr. Ankit Aggarwal	Member	4	4
Baktawar Singh Rajwar (From 02.03.2016)	Member	4	0

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 (Till 02.03.2016)	Member	2	2
4.	Baktawar Singh Rajwar (From 02.03.2016)	Member	1	1

Functions and Terms of Reference

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

- i. 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.

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

D. Internal Complaint Committee

The Company has duly constituted the Internal Complaint Committee pursuant to the policy on Prevention of Sexual Harassment of Women.

E. Risk Management Committee

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.

F. Vigil Mechanism Committee

The Company has duly constituted the Vigil Mechanism Policy pursuant to the provisions of the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

WHISTLE BLOWER POLICY

As per companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.

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;

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 Non executive 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year were in the ordinary course of business and are on arm 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Chairperson 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.

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
2012-13	Saturday September 28, 2013	Basement, Devika Tower,6, Nehru Place, Delhi-110019	10:00 AM	Yes
2013-14	Tuesday September 30, 2014	Basement, Devika Tower,6, Nehru Place, Delhi-110019	11:30 AM	Yes
2014-15	Tuesday September 29,2015	216-B,Second Floor, Devika Tower,6, Nehru Place, Delhi-110019	9:30 AM	No

b. No Extraordinary General Meeting of the Members was held during the year 2015-16.

c. No Postal Ballot was conducted during the year 2015-16.

VII. SUBSIDIARY COMPANY

The Company does not have any subsidiary Company.

VIII. 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.

IX. General Shareholder Information

S.No.	Particulars	Information
1.	Annual General Meeting • Date and Time • Venue	27th September, 2016 at 10:00 AM 216-B, 2nd Floor, Devika Tower, 6, Nehru Place, New Delhi – 110019
2.	Financial Year ending	31st March, 2016
3.	Book Closure Date	21st September, 2016 to 27th September, 2016 (Both days inclusive)
4.	Listing on Stock Exchange	Delhi Stock Exchange(DSE)
5.	Dividend payment date during 2015-16	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	Company has appointed Registrar & Transfer Agent w.e.f. 02.03.2016 who shall look after the share transfer work RCMC Share Registry Private Limited B-25/1, First Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 Contact: 011-26387320

Share or Debenture holding of nominal value		Share/ Debenture holders Number	% of total	Amount	Share/ Debenture % of total
Rs.	Rs.			Rs.	
(1)	(2)	(3)	(4)	(5)	(6)
Up to	5000	283	94.97	349000	14.02
5001	10000	-	-	-	-
10001	20000	3	1.01	54000	2.17
20001	30000	3	1.01	67000	2.69
30001	40000	-	-	-	-
40001	50000	-	-	-	-
50001	100000	6	2.01	498000	20.00
100001	And Above	3	1.01	1522000	61.12
Total		298	100	2490000	100

Categories of Equity shareholder as on March 31, 2016

	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	-	-
	ii. Indian Public	95200	38.23
	iii. NRI's/OCB's	-	-
	iv. Any Other (HUF/Firm/Forien Companies) Clearing Member	-	-
	Sub Total	95200	38.23
	Grand Total	249000	100.00

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
Shinewell Leasing Limited**

**Sd/-
Deepak Aggarwal
DIRECTOR
DIN: 00127819**

**Date: 01.09.2016
Place: New Delhi**

CEO/CFO CERTIFICATION

I, **Deepak**, in my capacity as Chief Financial Officer do hereby confirm and certify that:

- a) I have reviewed the financial statements and 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
 - iii) No instance of significant fraud and the involvement therein, if any, of the Management or employee having a significant role in the Company's internal control system over financial reporting has come to my knowledge.

Date: 01.09.2016
Place: New Delhi

Sd/-
Deepak
Chief Financial Officer

COMPLIANCE WITH CODE OF CONDUCT

I, **Deepak Aggarwal**, 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, 2016

By Order of the Board of Directors
For SHINEWELL LEASING LIMITED

Date: 01.09.2016
Place: New Delhi

Sd/-
Deepak Aggarwal
Director
DIN : 00127819

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

(In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
**The Members of
Shinewell Leasing Limited**

We have examined the compliance of conditions of Corporate Governance by **Shinewell Leasing Limited** for the year ended March 31, 2016 stipulated in relevant Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with Stock Exchanges.

The Compliance of condition of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company to ensure Compliance with the condition of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

**Date: 30th May, 2016
Place: New Delhi**

**Sd/-
CA. Anil K. Goyal
Partner
M.No. 083454
FRN: 004924N**

INDEPENDENT AUDITORS' REPORT

**TO
THE MEMBERS
SHINWELL LEASING LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying Financial Statements of SHINWELL LEASING LTD. which comprise of the Balance Sheet as at, 31st March, 2016, 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 Standalone 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, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis Matter

- a) **We draw attention to Clause 5 (i) 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.**

Our opinion is not modified in respect of this matter.

Report on other Legal and Regulatory Requirements

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 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.

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, 2016 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 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 to Auditors Report"
- (g) 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

Date: 30th May, 2016
Place: New Delhi

Sd/-
CA. Anil K. Goyal
Partner
M.No. 083454
FRN: 004924N

ANNEXURE TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company does not have any fixed asset, so the question of maintenance of records or physical verification does not arise.
- (b) Since the company did not have any immovable property during FY 2015-16, the question of verification of Title Deed of immovable property does not arise. Hence, this clause is not applicable.
- (ii) (a) The company did not have any inventory during the period covered under audit. Thus Para (ii) of order not applicable.
- (iii) The company has not granted any loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013, and thus Para (iii) of order not applicable on company.
- (iv) In our opinion and according to the information and explanation given to us, the company has not granted any loans or given guarantees or security to any person or concern, and thus para (iv) of order not applicable on company.
- (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 148(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, Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other 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, 2016 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, sales tax, excise duty, Employees provident fund, Employee state insurance fund and other statutory dues at the end of the year.
- (viii) In our opinion and based on our audit procedures company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- (ix) In our opinion and according to the information and the explanations given to us, the Company has not raised any money by way of initial public offer or term loans. Thus, paragraph (ix) of the Order is not applicable.
- (x) 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. Thus, Para (x) of the order not applicable.
- (xi) As per the records obtained the company has not paid any managerial remuneration. Thus Para (XI) of the order not applicable.
- (xii) The said company does not fall under the provisions of Nidhi Company. Thus, paragraph (xii) of the Order is not applicable.

- (xiii) As per the records obtained, all transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and details have been disclosed in the Financial Statements as required by applicable accounting standards.
- xiv) As per the records obtained the company has not made any preferential allotment or private placement of shares or debentures. Thus para (xiv) not applicable.
- (xv) As per the information obtained the company has not entered into any non-cash transactions.
- (xvi) As per the records obtained the, company is not required to be registered under section 45-IA of the Reserve Bank of India.

**For AKG & Co.
Chartered Accountants**

**Date: 30th May, 2016
Place: New Delhi**

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

BALANCE SHEET AS AT 31st MARCH, 2016

PARTICULARS	Note No.	Amount in Rs.	
		As at 31-03-2016	As at 31-03-2016
I. EQUITY AND LIABILITIES			
(1) Shareholders Funds			
a) Share Capital	1	2,490,000	2,490,000
b) Reserve & Surplus	2	(960,193)	(1,665,988)
Sub Total (1)		1,529,807	824,012
(2) Current Liabilities			
a) Other Current liabilities	3	112,797	71,993
b) Short term provisions	4	2,740	-
Sub Total (2)		115,537	71,993
TOTAL (1+2)		1,645,344	896,005
II. ASSETS			
(1) Non Current Assets			
a) Non-Current Investments	5	6,000	6,000
b) Deferred Tax Asset (Net)		694,146	-
Sub Total (1)		700,146	6,000
(2) Current Assets			
a) Trade Receivables	6	330,000	45,000
b) Cash and Cash equivalents	7	594,179	814,792
c) Other Current Assets	8	21,019	30,213
Sub Total (2)		945,198	890,005
TOTAL (1+2)		1,645,344	896,005

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

Sd/-
CA. Anil K. Goel
PARTNER
Membership No.: 083454
Firm's Registration No.004924N
Place : New Delhi
Date : 30th, May 2016

Sd/-
(RANJIT SINGH)
DIRECTOR
DIN No. 07524007

Sd/-
(DEEPAK AGGARWAL)
DIRECTOR
DIN No. 00127819

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

			Amount in Rs.	
PARTICULARS	Note No.	" Year ended 31-03-2016 "	" Year ended 31-03-2015 "	
I. Revenue from operations				
01. Sale of Products		-	-	
02. Sale of Services		375,000	45,000	
Sub-Total		375,000	45,000	
II. Other Income	9	11,114	60,455	
III. Total Revenue				
		386,114	105,455	
IV. EXPENSES				
Employees Benefits Expenses	10	108,000	102,000	
Other Expenses	11	263,725	241,413	
TOTAL EXPENSES				
		371,725	343,413	
V. Profit/ (Loss) before exceptional, extraordinary items and tax (III - IV)				
		14,389	(237,958)	
VI. Exceptional Items		-	-	
VII. Profit/ (Loss) before extraordinary items and Tax				
		14,389	(237,958)	
VIII. Extraordinary Items		-	-	
IX. Profit/ (Loss) before Tax				
		14,389	(237,958)	
X. Tax Expenses		(2,740)	-	
XI. Deferred Tax Assets		694,146	-	
XII. Profit/ (Loss) for the period for the continuing operations				
		705,795	(237,958)	
XII. Earning per equity share				
	15			
1) Basic		2.83	(0.96)	
2) Diluted		2.83	(0.96)	

Notes to the financial statements & Significant Accounting Policies from Note no. 1 to 17 form an Integral part of this Profit and Loss Statement 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

Sd/-
CA. Anil K. Goel
PARTNER
Membership No. : 083454
Firm's Registration No.004924N
Place : New Delhi
Date : 30th,May 2016

Sd/-
(RANJIT SINGH)
DIRECTOR
DIN No. 07524007

Sd/-
(DEEPAK AGGARWAL)
DIRECTOR
DIN No. 00127819

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2016

PARTICULARS	Amount In Rs.	
	Year ended 31-03-2016	Year ended 31-03-2015
A. Cash Flow From Operating Activities		
Net Profit (Loss) Before Tax And Extra Ordinary Items	14,389	(2,37,958)
Adjusted for :		
Operating profit before working capital changes	14,389	(2,37,958)
Adjusted for :		
(Increase)/ Decrease in Trade Receivables (Sundry Debtors)	(2,85,000)	45,000
(Increase)/ Decrease in Short - Term Loans & Advances (Loans &	9,194	7,43,898
Increase/ (Decrease) in Trade Payables (Sundry Creditors)	40,804	15,326
Increase/ (Decrease) in Provision for Expenses	2,740	(17,978)
Cash flow before taxation and extra ordinary items	(2,17,873)	5,48,288
Less: Taxes Paid	(2,740)	
Net Cash Flow From Operating Activities	(2,20,613)	5,48,288
B. Cash Flow From Investing Activities		
Net Cash Flow From Investing Activities	-	-
C. Cash Flow From Financing Activities		
Net Cash Flow From Financing Activities	-	-
Net Increase / (Decrease) In Cash & Cash Equivalents (A+B+C)	(2,20,613)	5,48,288
Cash And Cash Equivalents - Opening Balance	8,14,792	2,66,504
Cash And Cash Equivalents - Closing Balance	5,94,179	8,14,792

As per our report of even date attached
For A K G & CO.
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Sd/-
CA. Anil K. Goel
PARTNER
Membership No.: 083454
Firm's Registration No.004924N
Place : New Delhi
Date : 30th, May 2016

Sd/-
(RANJIT SINGH)
DIRECTOR
DIN No. 07524007

Sd/-
(DEEPAK AGGARWAL)
DIRECTOR
DIN No. 00127819

NOTE NO. - 1

SHARE CAPITAL

PARTICULARS	As at 31-03-2016	As at 31-03-2015
Authorised	10,000,000	10,000,000
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	2,490,000	2,490,000
249000 Equity shares of Rs. 10/- each fully paid up		
(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

- "a) The company is having only one class of Shares referred to as Equity shares having a par value of Rs. 10/- each."
- b) Each holder of equity shares is entitled to one vote per share.
- c) No shares are reserved for issue under options and contracts/commitments for the sale of shares / disinvestment/ ESOP etc.\
- d) 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

Shareholders holding more than 5 percent shares:

Name of Shareholder	No. of Equity Shares*	
	As at 31-03-2016	As at 31-03-2015
Samita Aggarwal	56,900	17,400
	(22.85%)	(06.99%)
Amita Gupta	-	39,500
		(15.86%)
Aakanksha Gupta	-	30,000
		(12.05%)
Arpita Gupta	-	25,000
		(10.04%)
Ankit Aggarwal	40,300	40,300
	(16.18%)	(16.18%)
Deepak Aggarwal	55,000	-
	(22.09)	

* 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, 2016 and March 31, 2015:

Particulars	Amount of Equity Shares*	
	As at 31-03-2016	As at 31-03-2015
Shares outstanding at the beginning of the year	2,490,000	2,490,000
	(2,49,000)	(2,49,000)
Shares Issued during the year for cash	-	-
Shares outstanding at the end of the year	2,490,000	2,490,000
	(2,49,000)	(2,49,000)

* Value in brackets denotes number of shares

NOTE NO. - 2**RESERVE AND SURPLUS**

PARTICULARS	As at 31-03-2016	As at 31-03-2015
1. Profit & Loss Account		
Opening Balance	(1,665,988)	(1,428,029)
Add: Profit/ (Loss) for the Year	705,795	(237,959)
Closing Balance	(960,193)	(1,665,988)
TOTAL	(960,193)	(1,665,988)

NOTE NO. - 3**OTHER CURRENT LIABILITIES**

PARTICULARS	As at 31-03-2016	As at 31-03-2015
Duties & Taxes Payable	12,600	1,600
Other Expenses Payable	100,197	70,393
TOTAL	112,797	71,993

NOTE NO. - 4**SHORT TERM PROVISIONS**

PARTICULARS	As at 31-03-2016	As at 31-03-2015
Provision for Income Tax (Net of Advance Tax & TDS)	2,740	-
TOTAL	2,740	-

NOTE NO. - 5

NON-CURRENT INVESTMENTS

PARTICULARS	As at 31-03-2016	As at 31-03-2015
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 Cost (Rs)	6,000

NOTE NO. - 6

TRADE RECEIVABLES

PARTICULARS	As at 31-03-2016	As at 31-03-2015
"01. Trade Debts outstanding for a period exceeding 6 months "		
Unsecured Considered good	-	22,500
02. Trade Debts (Others)		
Unsecured Considered good	330,000	22,500
TOTAL (1+2)	330,000	45,000

NOTE NO. - 7

CASH AND CASH EQUIVALENTS

PARTICULARS	As at 31-03-2016	As at 31-03-2015
Balance with Banks	40,647	751,201
Cash in Hand	553,532	63,591
TOTAL	594,179	814,792

NOTE NO. - 8

OTHER CURRENT ASSETS

PARTICULARS	As at 31-03-2016	As at 31-03-2015
01. Unsecured - Considered good		
Prepaid Expenses	-	280
Balance with Income Tax Authorities	21,019	29,933
TOTAL	21,019	30,213

In the opinion of the Management loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated.

NOTE NO. - 9

OTHER INCOME

PARTICULARS	Year ended 31-03-2016	Year ended 31-03-2015
Interest Income	11,114	60,455
TOTAL	11,114	60,455

NOTE NO. - 10

EMPLOYEES BENEFITS AND EXPENSES

PARTICULARS	Year ended 31-03-2016	Year ended 31-03-2015
Salaries and Wages	108,000	102,000
TOTAL	108,000	102,000

NOTE NO. - 11

OTHER EXPENSES

PARTICULARS	Year ended 31-03-2016	Year ended 31-03-2015
Payment to Auditors		
a. As Auditor	18,320	17,978
Conveyance Expenses	6,000	6,000
Duties & Taxes	46,465	19,235
Legal and Professional Charges	112,244	67,337
Office Expenses	11,140	7,100
Penalties	-	48,000
Rent	36,000	19,100
Stock Exchange Listing Fees	28,354	53,119
Telephones	3,000	3,000
Miscellaneous Expenses	2,203	544
TOTAL	263,725	241,413

NOTE NO. - 12**CONTINGENT LIABILITIES & COMMITMENTS**

PARTICULARS	As at 31-03-2016	As at 31-03-2015
(i) Contingent Liabilities	NIL	NIL
(ii) Commitments	NIL	NIL
TOTAL	NIL	NIL

NOTE NO. - 13**SIGNIFICANT EVENTS OCCURRING AFTER BALANCE SHEET DATE**

There are no significant events occurring after balance Sheet Date having any material impact on Balance Sheet as at 31st March 2016.

NOTE NO. - 14**RELATED PARTY DISCLOSURES - AS - 18**

There are no significant events occurring after balance Sheet Date having any material impact on Balance Sheet as at 31st March 2016.

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 Aggarwal
- (iii) Deepak Aggarwal

b) Key Management Personnel & Directors (KMP)

- (i) Deepak Aggarwal-Director
- (ii) Ankit Aggarwal-Director
- (iii) Baktawar Singh Rajwar-Additional Director
- (iv) Samita Aggarwal-Director
- (v) Deepak -Chief Financial Officer

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 Pvt. Ltd.
- (v) Pragati Construction Co. (Devika Chambers)
- (vi) Brisk Services Ltd.
- (vii) Distinctive Properties & Leasing Ltd
- (viii) Shomit Finance Ltd

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

Transaction / Outstanding Balances	Key Managerial Personnels	Entities Under Significant Influence	Total
Maintenance Services Provided			
Devika Estate Management Pvt Ltd		45,000	45,000
Rent Paid			
Ankit Aggarwal	36000	-	36,000
TOTAL	36,000	45,000	81,000

NOTE NO. - 15

CALCULATIONS OF EARNING PER SHARE - AS-20

PARTICULARS	Year ended 31-03-2016	Year ended 31-03-2015
Net profit attributable to the Equity Share Holders - A	705,795	(237,958)
Weighted average number of equity shares during the year - B	249,000	249,000
Nominal value of equity share	10	10
Basic & Diluted Earning per share (Rs.) - A/B	2.83	-0.96

NOTE NO. - 16

DISCLOSURE OF TRANSACTIONS INVOLVING FOREIGN CURRENCY

PARTICULARS	Year ended 31-03-2016	Year ended 31-03-2015
CIF Value of imports	Nil	Nil
Total	Nil	Nil
Expenditure in Foreign Currency	Nil	Nil
Total	Nil	Nil
Earning in Foreign Exchange	Nil	Nil
Total	Nil	Nil

As per our report of even date attached
For A K G & CO.
CHARTERED ACCOUNTANTS

Sd/-
CA. Anil K. Goel
PARTNER
Membership No.: 083454
Firm's Registration No. : 004924N
Place : New Delhi
Date : 30th, May 2016

Sd/-
(RANJIT SINGH)
DIRECTOR
DIN No. 07524007

For and on behalf of the Company

Sd/-
(DEEPAK AGGARWAL)
DIRECTOR
DIN No.00127819

NOTE NO. - 17

NOTES TO ACCOUNT

Significant Accounting Policies

1 Basis for Preparation of Accounts

The accounts are prepared under the Historical cost convention and evaluated on a going concern basis. The Financial statements materially comply with and are in conformity with mandatory accounting standards issued by The Institute of Chartered Accountants of India and generally accepted accounting policies and accordance with the provisions of the Companies Act, 2013.

2. Revenue Recognition

Revenue is being recognized in accordance with the Guidance Note on accrual basis of accounting issued by the Institute of Chartered Accountants of India and applicable accounting standards in this regard. The company follows accrual system of accounting in Preparation of accounts. Dividend is recognized on receipt basis.

3. Expenditure

Expenditures have been charged to revenue on accrual basis, except, no provision for Gratuity, Bonus and Leave encashment has been made in the books of account, as same are accounted for on payment basis

3 Inventories

Valuation of Stock in trade is at cost or Net realizable value whichever is less. However, there was no stock in the company at the end of the year

4. Impairment of Assets

Carrying amount of cash generating units/assets is reviewed for impairment. Impairment, if any, is recognized where the carrying amount exceeds the recoverable amount being the higher of net realizable price and value in use.

5 Retirement Benefits

(i) No Provision for Gratuity Liability is made as the same would be accounted for on payment basis.

6 Investments

(a) Long term investments are stated at cost. Current investments are stated at the lower of cost or fair value whichever is lower.

(b) Any diminution in the value of long term investments is charged off, only if, such a decline is other than temporary, in the opinion of the Management.

7 Taxation

Income Tax

Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act 1961. The deferred tax for timing differences between the book and tax profits for the year is accounted for using the tax rates and laws that have been substantively enacted as of the balance sheet date in accordance with Accounting Standard - 22 i.e. "Accounting for Taxes on Income". Deferred tax assets/ (Liabilities) arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised / Payable in future respectively.

From this year, provision for DTA is being prepared considering the future virtual certainty of profits.

8 Use of Estimates

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized.

As per our report of even date attached
For **A K G & CO.**
CHARTERED ACCOUNTANTS

For and on behalf of the Company

Sd/-
CA. Anil K. Goel
PARTNER
Membership No. : 083454
Firm's Registration No.004924N
Place : New Delhi
Date : 30th,May 2016

Sd/-
(RANJIT SINGH)
DIRECTORS
DIN No. 07524007

Sd/-
(DEEPAK AGGARWAL)
DIRECTOR
DIN No. 00127819

PROXY FORM

Form No. MGT-11

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

SHINWELL LEASING LIMITED**CIN: L65910DL1984PLC019329**

Registered Office: 216- B, Second Floor, Devika Tower 6, Nehru Place, New Delhi-110019

Name of the Member(s)			
Registered address			
E-mail I.d			
Folio no./Client Id		DP I.d.	

I/We, being the member (s) holding of..... shares of Shinewell Leasing Limited, hereby appoint:

- Name :E-mail Id :
Address :
Signature :, or failing him/her
- Name : E-mail Id :
Address :
Signature :, or failing him/her
- Name : E-mail Id :
Address :
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 Tuesday, the 27th day of September, 2016 at 10.00 A.M. at the Registered Office of the company at 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019 and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	For	Against
1.	Adoption of Annual Accounts and Reports thereon for the financial year ended March 31, 2016		
2.	Reappointment of Mr. Deepak Aggarwal as the Director of the Company.		
3.	To Ratify the appointment of M/s AKG & Associates, Chartered Accountants, as Statutory Auditor of the company		
4.	Appointment of Mr. Ranjit Singh (DIN: 07524007) as Whole Time Director		
5.	Appointment of Ms. Hema Arya (DIN: 07517238) as an Independent Director		
6.	Appointment of Mr. Baktawar Singh Rajwar (DIN: 00476912) as an Independent Director		

Signed this..... day of _____ 2016.

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp of
Rs. 1/-

Notes:

- 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.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- **This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SHINEWELL LEASING LIMITEDCIN: **L65910DL1984PLC019329**

Registered Office: 216- B, Devika Tower 6, Nehru Place, New Delhi-110019

S. No.

BALLOT PAPER

32nd ANNUAL GENERAL MEETING of the members of the company to be held at Registered office of the company 216- B, Second Floor, Devika Tower 6, Nehru place, New Delhi-110019

Folio No./DP ID & Client ID	
No. of Shares held	
Name of the Shareholder or name of the Proxy	

S. No.	Brief of Resolutions	In favor of Resolutions	Against the Resolutions
1.	To receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon.		
2.	To Reappoint Mr. Deepak Aggarwal who liable to retire by rotation but being eligible offers himself for reappoint.		
3.	To Ratify the Appointment of M/s AKG & Associates as statutory auditor of the company till the conclusion of next Annual General Meeting		
4.	Appointment of Mr. Ranjit Singh (DIN: 07524007) as Whole Time Director		
5.	Appointment of Ms. Hema Arya (DIN: 07517238) as an Independent Director		
6.	Appointment of Mr. Baktawar Singh Rajwar (DIN: 00476912) as an Independent Director		

Signature of Member(s)/proxy

* Please tick in the appropriate column

SHINWELL LEASING LIMITED**CIN: L65910DL1984PLC019329**

Registered Office: 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi-110019

ATTENDANCE SLIP

I/we hereby confirm and record my/our presence at the 32nd Annual General Meeting of Shinewell Leasing Limited to be held on 27th day of September, 2016 at 10:00 A.M. at Registered office at 216-B, Second Floor, Devika Tower, 6, Nehru Place, New Delhi – 110019.

Folio No.:	DP ID*	Client ID*
Full name and address of the Shareholder/Proxy Holder (in block letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		
Signature of Shareholder/Proxy		

Note:

Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and handover at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
160906103		

Note: Please read instructions given in the Notice of 32nd Annual General Meeting of the Company before casting your vote through e-voting.

BOOK POST

If Undelivered Please Return

Regd. Office: SHINEWELL LEASING LIMITED

216-B, Second Floor, Devika Tower, 6,
Nehru Place, New Delhi-110019