

Board of Directors

Mr. Sameer Gupta	-	Director
Mrs. Meenakshi Gupta	-	Director
Mr. Rajeev Kohli	-	Director
Mr. Rahul Jain	-	Director

Key Managerial Personnel

Mr. Virendra Singh Verma	-	Chief Executive Officer
Mr. Ajay Kumar Jain	-	Chief Financial Officer
Mr. Jairaj Vikas Verma	-	Company Secretary & Compliance Officer

Auditors

M/s. R. Mahajan & Associates
Chartered Accountants
402, Jain Building, 18/12, W.E.A
Karol Bagh, New Delhi - 110005

Bankers

Yes Bank Ltd.
HDFC Bank

Registered Office

37, Hargobind Enclave, Vikas Marg,
New Delhi-110092
Ph: 01122373437, Fax: 011-22373537
Email ID: info@amulyaleasing.com
cs.amulya@gmail.com
Website: www.amulyaleasing.com
CIN: L65999DL1985PLC022723

Registrar & Share Transfer Agent

Beetal Financial & Computer Services
(Pvt.) Ltd.
Beetal House, 3rd Floor, 99, Madangir,
Behind Local Shopping Centre,
Near Dada Harsukh Das Mandir,
New Delhi - 110062

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AMULYA LEASING AND FINANCE LIMITED

CIN: L65999DL1985PLC022723 | Website: www.amulyaleasing.com
Registered Office: 37, Hargobind Enclave, Vikas Marg, New Delhi-110092
Phone: 011-22373437 | Fax: 011-22373537 | E mail ID: cs.amulya@gmail.com

NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of the members of Amulya Leasing and Finance Limited will be held on Friday, 28th August, 2015 at JP Hotel & Resorts, 6B, I.P. Extension, Patparganj, Near Max Hospital, Delhi- 110 092 at 2.00 P.M. to transact the following business:

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company as at March 31, 2015, together with the Reports of the Board of Directors and Auditors thereon

As Special Business

2. To appoint Auditors and to fix their remuneration and in connection therewith to pass, with or without modification(s), the following as Special Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, and pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company, M/s VAPS & Co., Chartered Accountants (FRN No.003612N) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of 34th Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of their appointment at every AGM), on such remuneration as shall be fixed by the Board of Directors, in place of M/s R. Mahajan & Associates, Chartered Accountants, who have expressed their unwillingness to be re-appointed as the Statutory Auditors of the Company.”

3. To consider and if thought fit to pass, with or without modifications, the following as Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 2(54), 196, 197, 203 read with Schedule V, and/or any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory amendment, modification or re-enactment thereof for the time being in force) (“the Act”), consent of the Company be and is hereby accorded to the appointment of Mr. Sameer Gupta, Director (DIN: 00005209) who retires by rotation at this Annual General Meeting, as Managing Director of the Company for a term of five consecutive years with effect from April 1, 2015, without any remuneration on the terms and conditions as approved by the Board.”

Registered Office:
37, Hargobind Enclave,
Vikas Marg, New Delhi-110092

By Order of the Board
Amulya Leasing and Finance Ltd.

Place: New Delhi
Date: July 31, 2015

Jairaj Vikas Verma
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102(1) of the Companies Act 2013 is annexed.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
4. The Registers of Members & Share Transfer Books of the Company will remain closed from Monday, 24th August 2015 to Friday, 28th August 2015 (both days inclusive).
5. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants. Physical copy of the Annual Report for 2014-15 may be sent on request by any Member.
6. Electronic copy of the Notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Admission Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Brief resume of directors seeking appointment/re-appointment as required under Clause 49 of the Listing Agreement is as follows:

Name of Director	Sameer Gupta
Date of birth	2 nd November 1977
DIN	00005209
Nationality	Indian
Date of Appointment	January 5, 2011

Expertise in specific functional areas	Management
Qualification	Graduate
No. of equity shares held in the Company	17,60,000
Directorships held in other public companies (excluding Foreign, Private Limited and Section 8 Company)	1. Apollo Pipes Limited 2. APL Apollo Tubes Limited 3. Shri Lakshmi Metal Udyog Ltd 4. SMT Finance and Investment Ltd
Membership / Chairmanships of Committees of other Companies	<u>APL Apollo Tubes Ltd.</u> - Nomination and Remuneration Committee: Member - Stakeholders' Relationship Committee : Member

9. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is pleased to provide members, facility to exercise their right to vote at the 29th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). E-voting is optional.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com during **25th August 2015 (09.00 a.m.) to 27th August 2015 (5.00 p.m.)**
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Company name from the drop down menu and click on "SUBMIT"
- (iv) Shareholders maintaining their holding in Demat form should enter their user ID (For CDSL 16 digit beneficiary ID, For NSDL 8 character DPID followed by 8 digit Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company then enter the Characters as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted earlier for any Company, then your existing password is to be used.
- (vi) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field. Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is RA00001234.
Date of Birth or Dividend Bank Details or Number of Shares	<ul style="list-style-type: none"> Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or Company please enter the number of shares held by you as on 14th August 2015 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take printout of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvii) The remote e-voting period commences on 25th August 2015 (09.00 a.m.) and ends on 27th August 2015 (5.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialize form, as on the cut off date: 14th August 2015, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

- (xviii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date of 14th August 2015.
- (xix) Mr. Deepak Kumar Lath, Practising Company Secretary (Membership No. FCS-5309) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall immediately after the conclusion of the meeting unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated Scrutinizer Report of the votes cast in favour or against, if any, not later than three days of the conclusion of the meeting, to the Chairman or a person authorised by him in writing who shall countersign the same.
- (xxi) The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.amulyaleasing.com and on the website of CDSL immediately after the result is declared by the Chairman or a person authorised by him in writing.

FOR ATTENTION OF THE SHAREHOLDERS

1. For prompt attention, requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar & Share Transfer Agent (RTA): M/s Beetal Financial & Computer Services (Pvt.) Limited. For other matters, kindly write to the Secretarial Department of the Company at 37, Hargobind Enclave, Vikas Marg, New Delhi - 110092.
2. Please check the address including the Pin code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code number of your delivery post office while notifying change in your address to RTA.
3. Nomination: Pursuant to Section 72 of the Companies Act, 2013, individual Shareholders holding Equity Shares of the Company either singly or jointly may nominate an individual to whom all the rights in the Shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
4. Dematerialisation of Shares and Liquidity: Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form. Dematerialisation facility is available both on NSDL and CDSL. Company's ISIN No. is INE126J01016.
5. Pursuant to Section 101 of the Companies Act 2013 and the Rules made thereunder, the Company is permitted to send various notices/ documents under the Companies Act 2013, to its shareholders, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode with Beetal Financial & Computer Services Limited (RTA). Please quote the following particulars in the E-mail Registration Request: Folio No./ DP ID- Client ID, PAN, Name(s) of Registered Holder(s), Address, Telephone and E-mail Address (to be registered for

sending future communications through E-mail) and send the same under your signature(s).

6. Shareholders may also refer to the “General Shareholders’ Information” contained in the “Report on Corporate Governance” forming part of this Annual Report.

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

ITEM NO. 2

M/s R. Mahajan & Associates, Chartered Accountants, the existing Auditors of the Company have not offered themselves for re-appointment at the ensuing Annual General Meeting. The letter of unwillingness has already been received by the Company. The Board on receipt of Special Notice under section 140 of the Companies Act 2013, from a member, recommended M/s VAPS & Co., Chartered Accountants, New Delhi (Firm Registration No. 003612N) for their appointment as Statutory Auditors for a period of 5 years.

The Board decided to recommend for the appointment M/s VAPS & Co., Chartered Accountants, New Delhi (Firm Registration No. 003612N), to take up the statutory audit of the Company for a term of Five consecutive years from the conclusion of the 29th Annual General Meeting (AGM) till the conclusion of the 34th AGM, (subject to ratification of the appointment by the members at every Annual General Meeting held after this AGM) on a remuneration as shall be fixed by the Board of Directors of the Company.

The Company has received consent and certificate under Section 139 and 141 of the Companies Act, 2013, from M/s VAPS & Co., Chartered Accountants, New Delhi, informing their willingness and eligibility to take up the statutory audit of the Company for the Financial year 2015-16.

Therefore, the Board recommends to pass necessary resolution by way of Special Resolution to M/s VAPS & Co., Chartered Accountants, New Delhi, as the Statutory Auditors of the Company in place of M/s R. Mahajan & Associates, Chartered Accountants, the retiring Auditors to hold office of the Auditors of the Company for a term of Five consecutive years from the conclusion of the 29th Annual General Meeting (AGM) till the conclusion of the 34th AGM, (subject to ratification of the appointment by the members at every Annual General Meeting held after this AGM) on a remuneration as shall be fixed by the Board of Directors of the Company.

None of the director, KMP and relatives of directors and KMP of the Company is concerned and / or interested in the proposed resolution.

ITEM NO. 3

The Board of Directors of the Company at their meeting held on July 30, 2015, on the recommendation of Nomination and Remuneration Committee of Directors at its meeting held on July 30, 2015 and subject to the approval of members of the Company, has appointed Mr. Sameer Gupta, Director (DIN: 00005209) who retires by rotation at this Annual General Meeting, as Managing Director of the Company for a term of five consecutive years with effect from April 1, 2015, without any remuneration on such terms and conditions as approved by the Board.

In terms of Section 2(51) of the Act, he has been designated as Key Managerial Personnel (KMP) to perform such functions as may be necessary under the Companies Act, 2013 (the

“Act”) or rules made thereunder or assigned to him by the Board from time to time. Further, in terms of Section 2(54) he shall be entrusted with substantial power of management of the affairs of the Company.

In the opinion of the Board, Mr. Sameer Gupta fulfils the conditions specified in the Act and/or Listing Agreement in respect of his appointment as Managing Director of the Company. He has also given his consent to act as Managing Director.

Further, he has been appointed as Managing Director on the Board liable to retire by rotation.

Brief resume of Mr. Sameer Gupta including nature of expertise in specific functional areas and names of companies in which he hold directorships and membership/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges are provided in the Notes to Notice convening Annual General Meeting.

The resolution is accordingly recommended for approval of the shareholders by means of a Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives except Mrs. Meenakshi Gupta, Director are in any way concerned or interested in the said Resolution.

Registered Office:
37, Hargobind Enclave,
Vikas Marg, New Delhi-110092

By Order of the Board
Amulya Leasing and Finance Ltd.

Place: New Delhi
Date: July 31, 2015

Jairaj Vikas Verma
Company Secretary

Route Map to the Venue of 29th Annual General Meeting

