

Board and committees – Nalin Lease Finance Limited

The Board of Directors

Narendrakumar Dalsukhdas Shah	Chairman (Independent Director)
Dilipkumar Nalinkant Gandhi	Managing Director
Harsh Dilipkumar Gandhi	Whole time Director
Pallaviben Dilipkumar Gandhi	Whole time Director
Navinchandra Chandulal Soni	Independent Director
Samirkumar Kantilal Shah	Additional Director

Company Secretary

Swati Ajay Shah

Chief Financial officer

Nikulkumar Kantibhai Patel

Practising Company Secretary

Amrish N.Gandhi

Statutory Auditors

M/s Deepak R. Soni

Chartered Accountants

Member No.35177,

Firm Registration No. 102245W

Dr.Nalinkant Gandhi Road

Himatnagar – 383001.

(Gujarat) +91 2772 242780.

Registrar & Share Transfer Agent

LINK INTIME INDIA PVT. LIMITED,

C-13, Pannalal Silk Mills Compound,

L.B.S.Marg, Bhandup (West),

Mumbai 400 078

Phone: +91-22-25946970

Fax: +91-22-25946969

Board committees

Audit committee

Stakeholder Relationship committee

Nomination and Remuneration Committee

24th Annual General Meeting

Day : Tuesday
Date : 15th September, 2015
Time : 4.00 p.m.
Venue : Company Registered office

Registered office:

NALIN LEASE FINANCE LIMITED
Ground Floor, Gandhi Nursing Home Bldg.,
Dr.Nalinkant Gandhi Road,
Himatnagar, Sabarkantha,
Gujarat – 383001.(India)
Phone No. +91 2772 241264 242264
CIN: L65910GJ1990PLC014516
E-mail : nalinlease@yahoo.co.in
www.nalinfin.co.in

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Notes :

1. All Correspondence relating to Shares of the company may please be addressed to be Company's Registered office.
2. Member are requested to bring their copy of the Annual Report to the Meeting, as copies of the Report will be distributed at the meeting.
3. Member seeking further information about the Accounts and /or Operation of the Company are Requested to sent their queries to the company at its Registered office at least Ten day before the Date of the meeting.

NOTICE

NOTICE is hereby given that the 24th Annual General Meeting of the members of Nalin Lease Finance Limited will be held on Tuesday, the 15th September, 2015 at 4.00 p.m. at Ground Floor, Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar- 383 001, to transact the following businesses:-

ORDINARY BUSINESS:-

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2015, Profit & Loss Account for the year ended on that date together with the Report of Board of Director & Auditors thereon.
2. To appoint Mrs. Pallaviben Dilipkumar Gandhi (DIN: 00339639) who retires by rotation at this Annual General Meeting and being eligible offers himself for reappointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification (s) following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s. Deepak R. Soni & Co, Chartered Accountants (Registration No. 102245W) be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the company”

SPECIAL BUSINESS:-

4. To appoint Mr. Samirkumar Kantilal Shah (DIN: 07215030) as a Director and in this regard, to consider and if thought fit, to pass the following resolution **as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Samirkumar Kantilal Shah (DIN: 07215030), appointed as an Additional Director of the Company with effect from 15th April, 2015, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Act signifying his intention to propose the candidature of Mr. Samirkumar Kantilal Shah for the office of Director, be and is hereby appointed as an Independent Director (Non-executive) of the Company to hold office for a period of 5 (five) consecutive years for a term up to conclusion of the 29th Annual General Meeting of the Company in the calendar year 2020.

Registered Office:-

Ground Floor,
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar - 383001.
CIN:- L65910GJ1990PLC014516
Himatnagar-383001.
Date: 15/05/2015

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, NALIN LEASE FINANCE LTD.**

**DILIPKUMAR NALINKANT GANDHI
Managing Director
DIN : 00339595**

**STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT 2013 (“the Act”)****Item No.4:-**

Mr. Samirkumar Kantilal Shah was appointed as an Additional Director (Independent Director) by the Board of Director on 15th April 2015. He holds office upto the date of ensuing Annual General Meeting. Pursuant to provisions of section 160 of the Companies Act, 2013, the Company has received a notice from a member proposing his candidature for the office of Director along with the requisite deposit.

Mr. Samirkumar Kantilal Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

None of the Directors, Key Managerial Personnel or their relatives except Mr. Samirkumar Kantilal Shah, is, in any way, concerned or interested in the resolution.

Registered Office:

Ground Floor,
Gandhi Nursing Home Bldg,
Dr. Nalinkant Gandhi Road,
Himatnagar-383001.
CIN:- L65910GJ1990PLC014516
Date: 15/05/2015

**BY ORDER OF THE BOARD OF DIRECTORS
FOR, NALIN LEASE FINANCE LTD.**

DILIPKUMAR NALINKANT GANDHI
Managing Director
DIN : 00339595

Notes :

1. A member entitle to attend and vote at the meeting is entitle to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company, proxy 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 50 and holding in the aggregate not more that the 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for any other person or shareholder shall not act as proxy for any other person or member.
2. Corporate members intending to send their authorized representative to attend the meeting are required to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of details of Directors seeking Appointment / Re-appointment at the Annual General Meeting are as under and forms integral part of the notice. The Director has furnished the requisite declaration for his re-appointment.

Name of the Director	Brief details of Educational Qualification & Experience in Functional area.	List of other Directorship/ Committee membership in other Public Companies as on 31 st March, 2015
Mrs. Pallavi Dilipkumar Gandhi	Education Qualification : B.Sc. Experience : 37 Year	- Nalin Services Limited - Nalin Consultancy Services Limited - Amee Finance Ltd.
Mr. Samirkumar Kantilal Shah	Education Qualification: B.E.Civil Experience : 26 Year	—————

4. Statement pursuant to Section 102(1) of the Companies Act 2013, relating the special business Members are requested to send their queries, if any at least 10 days before the date of the meeting so that to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of Joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. 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, except Saturdays, during business hours up to the date of the Meeting.
8. The members are requested to intimate their change of address, if any, immediately to the Company & its Registrar And Transfer Agent (RTA) Viz. **Link Intime India Pvt. Ltd.**, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai 400078, Phone No- 022 - 2594 6970, E-mail : santosh.jaiswal@linkintime.co.in, quoting their Folio No. or Client ID No.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) to every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Link Intime
10. Members who have not registered their e-mail addresses so far are requested to register their email address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

11. Pursuant to the Provisions of Section 91 of Companies Act, 2013 and as per Clause 16 of Listing Agreement, The Register of Members and Share Transfer Books of the Company will remain closed from 12th September, 2015 to 15th September, 2015 (both days inclusive) for the purpose of Annual General Meeting of the Company.
12. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - I. Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - II. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - III. Click on “Shareholder - Login”.
 - IV. Put User ID and password as initial password noted in step (I) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com
 - V. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
 - VI. Home page of remote “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
 - VII. Select “EVEN” of NALIN LEASE FINANCE LTD. Members can cast their vote online from September 12, 2015 (9:00 am) till September 14, 2015 (5:00 pm). **Note: e-Voting shall not be allowed beyond said time.**
 - VIII. Now you are ready for remote e-voting as Cast Vote page opens.
 - IX. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - X. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - XI. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - XII. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail amrishgandhi72@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/ Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	User Id	Password/Pin
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- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

- I. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 8th September, 2015.
- V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 8th September, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nalinlease@yahoo.co.in/ santosh.jaiswal@linkintime.co.in.
- vi. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- IX. Mr. Amrish N Gandhi, Practicing Company Secretary [FCS No. 8193] and failing him Mr. Samsad A Khan, Practicing Company Secretary [Membership No. 28719] has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and on the website of www.nalinfco.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange (BSE Limited).

XIII. 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.evoting.nsdl.com under help section or write an email evoting@nsdl.co.in.

Contact Details	
Company	NALIN LEASE FINANCE LIMITED Regd. Office: Ground Floor, Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001. CIN: L65910GJ1990PLC014516 E-mail : nalinlease@yahoo.co.in
Registrar and Transfer Agent	LINK INTIME INDIA PVT. LIMITED, C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (West), Mumbai 400 078 Phone: +91-22-25946970 Fax: +91-22-25946969 E-mail : santosh.jaiswal@linkintime.co.in
E-Voting Agency	NATIONAL SECURITIES DEPOSITORY LIMITED E-mail ID: evoting@nsdl.co.in . Toll Free No.:- 1800-222-990
Scrutinizer	CS Amrish N Gandhi, Practising Company Secreatary Phone No.: 9825654756 079-40323014 Email : amrishgandhi72@gmail.com

DIRECTORS' REPORT

To
The members,
NALIN LEASE FINANCE LTD

The directors hereby present their 24th Annual report on the business and operations of the Company and the Audited financial accounts for the Year ended 31st March, 2015.

1. HIGHLIGHTS OF PERFORMANCE :

The income of the company has been diminished from Rs. 315.94 to Rs. 297.92. (In Lacs)

2. FINANCIAL RESULTS:

Sr No.	Particulars	2014-2015	2013-2014
1	Net Total Income	297.92	315.94
2	Less: Operating and Admin. Exps	178.09	214.82
3	Profit before depreciation and Taxes	119.83	101.12
4	Less: Depreciation	14.71	4.36
5	Less: Extraordinary/Exceptional Items	0.00	3.41
6	Profit before Tax (PBT)	105.12	93.35
7	Less: Taxes (including deferred tax and fringe benefit tax)	30.00	28.00
8	Profit after Tax (PAT)	75.12	65.35
9	Balance brought forward from previous period	10.59	8.31
10	Less:		
	1. General Reserve	60.00	50.00
	2. Compulsory Reserve	15.02	13.07
11	Net profit carried to Balance Sheet	10.69	10.59

3. DIVIDEND:

No dividend is being recommended by the Directors for the year ending 2015. As there is no profit/ the Board of Directors wants to plough back the profit in the business.

4. FIXED DEPOSITS:

Our Company is registered as N.B.F.C. with R.B.I. Company has complied with various Guidelines issued by Reserve Bank of India for accepting Public Deposits and the Deposits accepted are within the permissible limits.

- Public Deposits held by the Company as on 31-03-2015 Rs. NIL.
- Matured but not Claimed / Unpaid Public Deposits as on 31-03-2015:- NIL.

5. EXTRACT OF ANNUAL RETURN AS PER SECTION 92 (3) OF COMPANIES ACT 2013:

The details forming part of the extract of the Annual Return in form MGT- 9 is annexed herewith as "ANNEXURE -A".

6. BOARD MEETINGS HELD DURING THE YEAR:

SR NO.	Date on which board Meetings were held	Total Strength of the Board	No of Directors Present
1	15/04/2014	5	5
2	20/05/2014	5	5
3	10/06/2014	5	5
4	15/07/2014	5	5
5	15/10/2014	5	5
6	13/01/2015	5	5

Attendance of Directors at Board meetings:

Name of Directors	Attendance at the Board meetings Held on					
	15/04/14	20/05/14	10/6/2014	15/7/14	15/10/14	13/01/15
Narendrakumar Dalsukhdas Shah	✓	✓	✓	✓	✓	✓
Dilipkumar Nalinkant Gandhi	✓	✓	✓	✓	✓	✓
Harsh Dilipkumar Gandhi	✓	✓	✓	✓	✓	✓
Pallaviben Dilipkumar Gandhi	✓	✓	✓	✓	✓	✓
Navinchandra Chandulal Soni	✓	✓	✓	✓	✓	✓

7. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARY, JOINT VENTURES OR ASSOCIATE COMPANIES:

Sr No.	Name of the entity	Whether subsidiary, Joint ventures or associate companies	Date on which become	Date on which ceased
1	N.A.	N.A.	N.A.	N.A.