



SHRI NIWAS LEASING AND FINANCE LIMITED

22, RAJINDRA PARK, NEW DELHI - 110060

Ref. No.

Dated.....

NOTICE

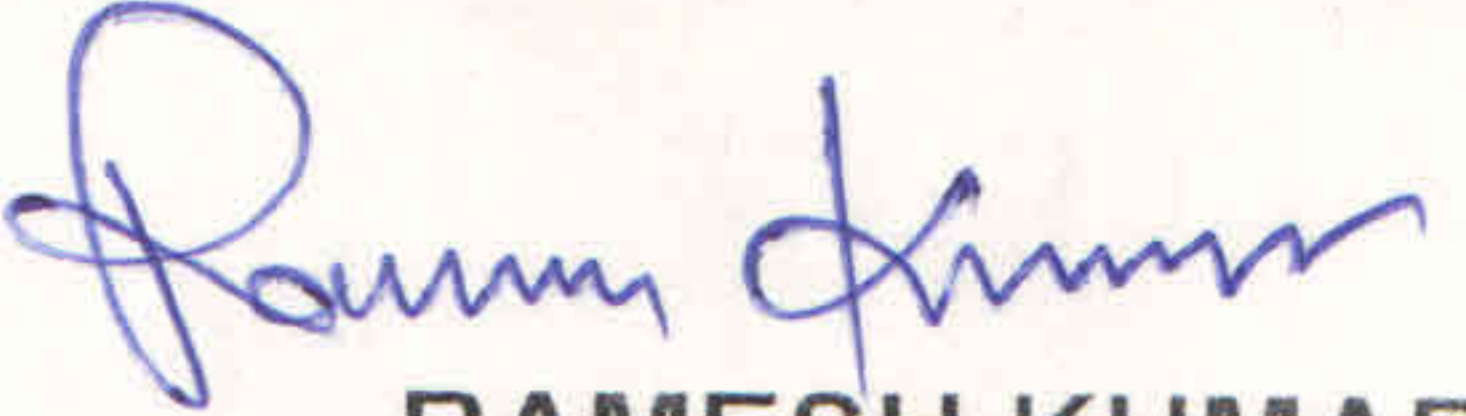
Notice is hereby given that the 29th Annual General Meeting of the Member of **SHRI NIWAS LEASING AND FINANCE LIMITED** will be held on Monday, 10th June, 2013 at 2:00 P.M. at the Registered Office of the Company at 22, Rajindra Park, New Delhi - 110060 to transact the following business:-

AS ORDINARY BUSINESS :

1. To receive consider and adopt the Audited Balance Sheet and Profit & Loss Account for the Company for the year ended 31st March, 2013 together with the Report of Director's with Auditor's report.
2. To appoint Director in place of **MR. VIRENDRA JAIN** who retires by rotation at this meeting and being eligible offers himself for re-appointment.
3. To appoint Director in place of **MR. RAMESH KUMAR** who retires by rotation at this meeting and being eligible offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT **M/S GAURAV ASHOK JAIN & ASSOCIATES** Chartered Accountants, (Registration No. 023419N), be and are hereby appointed as Auditor of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

BY ORDER OF THE BOARD
SHRI NIWAS LEASING AND FINANCE LIMITED


RAMESH KUMAR
DIRECTOR

Place : New Delhi
Date : 13.05.2013

NOTES:

1. A member entitled to attend and vote is entitled to appoint one or more proxies to attend and vote instead of him / herself and a proxy need not be a member, proxies in order to be effective, must be deposited with the company not less than 48 hours before holdings of the meeting.

2. Members are requested to intimate the company, change if any, in their registered addresses.
3. The register of members & share transfer books will remain closed from 4th June, 2013 to 10th June, 2013 (both days inclusive).
4. Members / Proxies are requested to bring their copy of Annual Report to the meeting.
5. As per the provisions of amended Companies Act, 1956 facilities for making nomination is now available to the shareholder of the company in respect of shares held by them.
6. Members / Proxies are requested to produce the enclosed attendance slip duly filled and signed as per the specimen signature recorded with the company for admission to the meeting hall.

DIRECTOR'S REPORT

Dear Members,

Your Directors are pleased to present their 29th annual Report and audited accounts for the year ended 31st March, 2013.

| FINANCIAL RESULTS | FOR THE YEAR ENDED | |
|--|--------------------|--------------------|
| | 31.03.2013 | 31.03.2012 |
| Income | 3,07,342 | 6,500 |
| Expenditure | 1,75,971 | 2,00,056 |
| Profit (Loss) Before Tax | 131,371 | (1,93,556) |
| Profit (Loss) After Tax | (4,885) | (1,93,556) |
| Balance Brought forward from previous year | (13,38,858) | (11,45,302) |
| Balance carried to balance sheet | (13,43,743) | (13,38,858) |

GENERAL CORPORATE MATTERS

The company is currently engaged in sale and purchase of shares & securities. The year under report has been difficult for the Stock Market as the market behaved with great volatility and Market Index showed movement both upward and downward frequently. Moreover, payment problems affecting Stock Market also caused considerable damage to the investor's confidence in the market. It also affected the overall turnover in the Stock Market. The Stock Market Index as on 31st March 2013 were at low levels as a result of which there was low valuation of stock held by the company at the end of the year. The company also intends to make expansion in providing loans and advances and finance to different persons, firms and bodies corporate.

CORPORATE GOVERNANCE

Your company has always striven to incorporate appropriate standard for good corporate governance and has been practicing these principles since inception. Corporate Governance has evolved in the company over the years, not only on account of regulatory requirements but also on account of sound management values for enhancing and meeting stockholder's expectations. The company is taking adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchange are complied within the time schedule laid down by Stock Exchange.

GENERAL INFORMATION

The shares of your company are listed on the Delhi Stock Exchange and Company's ISIN No. is INE201F01015. The company's shares are in electronic form and registered with NSDL-623800.

DIVIDEND

Due to the fact that the Company is in the stage of development thus instead of distribution of dividend, the directors decided to keep the profits as reserves for investment in better project to get higher return.

PARTICULARS OF EMPLOYEES

There are no employees in receipt of remuneration in excess of amount specified in Section 217(2A) read with Companies (Particular of employees) rules 1975 as amended.

DIRECTORS

MR. VIRENDRA JAIN, Director, Retire by Rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.

MR. RAMESH KUMAR, Director, Retire by Rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under section 217(2AA), which was introduced by the Company (Amendment) Act, 2000 your Director confirms that: -

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- b) The Director have 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 as on 31st March, 2013.
- c) The Director have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of the Companies Act, 1956 for safeguarding the assets of the company and preventing and detecting fraud and other irregularities.
- d) The annual accounts have been prepared on a going concern basis.

AUDITORS'

To re-appoint Auditors of the Company and to decide about their remuneration. The retiring auditor **M/S GAURAV ASHOK JAIN & ASSOCIATES** Chartered Accountants, being eligible, offers themselves for re-appointment.

AUDITORS' REMARKS

The observations made by the Auditors with reference to note on the accounts for the year under report are self explanatory and need no further comments from the Directors.

COMPLIANCE CERTIFICATE

The Company has obtained Compliance Certificate from a Practicing Company Secretaries and the same is annexed to this report. This certificate does not call for any adverse comments.

SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

NBFC REGISTRATION

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

NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT (RESERVE BANK) DIRECTIONS, 1998

Pursuant to the Non-Banking Financial Companies Auditors Report (Reserves Bank) Direction, 1998 a report from the Statutory Auditors to the Board of Directors' has been received by your company. This report has certified that the company has complied with all the directions and prudential norms as prescribed under the RBI Act, 1934.

LISTING INFORMATION

The Company shares are listed with Delhi Stock Exchange Ltd., Delhi. Your Company has paid Annual listing fees up to date and there are no arrears.

CASH FLOW STATEMENT

In conformity with the provisions of Clause 32 of the Listing Agreement with the Stock Exchange, the Cash Flow Statement for the year ended 31st March 2013 is annexed hereto.

FIXED DEPOSITS

The Company has not accepted any deposits from the public, within the meaning of Section 58 – A of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 during the year under review.

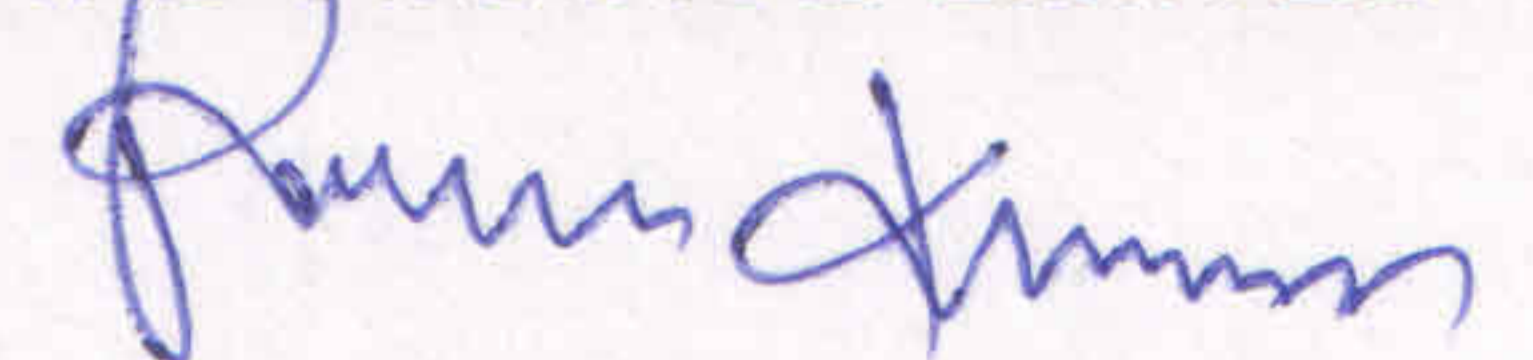
STATUTORY INFORMATION

The Company's (Disclosure of particulars in the report of Board of Directors) Rules 1988, requires the disclosures of particulars regarding conservation of energy in Form A and technology Absorption in Form B prescribed by the rules. The requirement of Forms A and B are not applicable, as the company is not manufacturing company. The company had no foreign Exchange out-go or inflow during the year

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of the assistance provided by the Bankers, Financial Institutions and the Government. The Directors also thank the employees for their contributions made during the year.

BY ORDER OF THE BOARD
SHRI NIWAS LEASING AND FINANCE LIMITED



RAMESH KUMAR
CHAIRMAN

Place : New Delhi
Date : 13.05.2013

Auditors' Report to the members of
SHRI NIWAS LEASING AND FINANCE LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s Shri Niwas Leasing and Finance Limited which comprise the Balance Sheet as at March 31, 2013, Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. 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 control relevant to the Company's preparation and fair presentation of the financial statements 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 management, 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.

Opinion

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

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Profit and Loss Account, of the loss for the year ended on that date;
- (c) in the case of the Cash Flow Statement, of the Cash flows for the year ended on that date.

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.



2. As required by section 227(3) of the Act, we report that:
- a) we have 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, Statement of Profit and Loss and Cash Flow Statement, dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
 - f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company

For **Gaurav Ashok Jain & Associates**
Chartered Accountants
FRN- 023419N

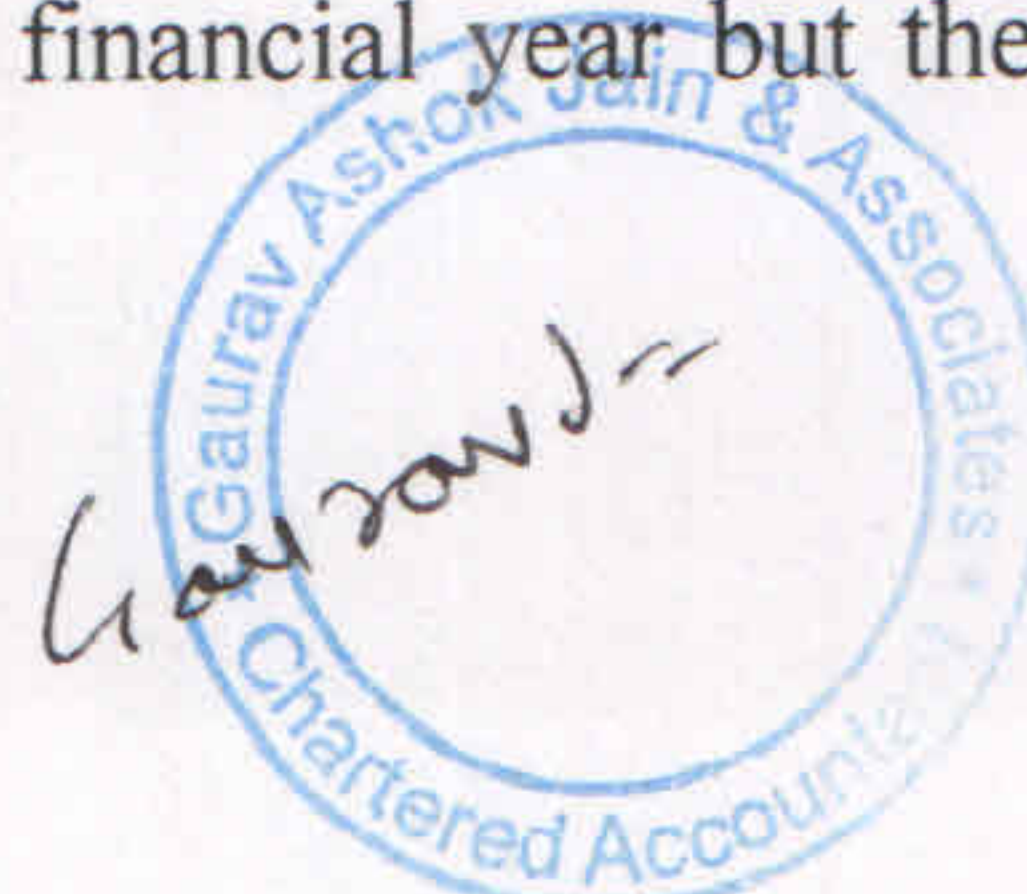

(**Gaurav Jain**)
Partner
M.No. 506695

Delhi, May 13th 2013

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph (3) of our report of even date of SHRI NIWAS LEASING AND FINANCE LIMITED, for the year ended 31st March 2013;

1. (a) The Company does not have any Fixed Assets during the year under review, so this clause is not applicable on the company.
2. (a) On the basis of information and explanation provided by the management, Inventories and Investments in the form of Shares have been physically verified by the management during the year. In our opinion, frequency of verification is reasonable.
(b) In our opinion, procedures for physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion, the company is maintaining proper records of inventory. We have been explained that discrepancies noticed on physical verification as compared to book records were not material and the same have been properly dealt with in the books of account.
3. In respect of loans, secured or unsecured, granted or taken by the Company to/from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act:-
(a) The company has neither granted nor taken any unsecured loan from such parties during the year.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to the purchase and sale of Shares.
5. (a) Based on the audit procedures applied by us and according to the information and explanations given to us, we are of opinion that the transactions that need to be entered into a register maintained under section 301 of the Companies Act, 1956 are being so entered.
(b) As per the audit procedures applied by us, and according to the information and explanations given to us, with respect to the transaction as entered in the register maintained under section 301, exceeding the value of five lac rupees in respect to any party during the financial year, the prices at which these have been made are reasonable having regard to the market prices prevailing at the time of the transaction.
6. The company has not accepted deposits from the public as defined in section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) rules, 1975.
7. In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
8. We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for the year under review.
9. (a) The company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax and any other statutory dues with the Appropriate Authorities.
(b) According to information and explanation given to us and as per the books and records examined by us, there are no dues of income tax, custom duty, excise duty, sale tax, wealth tax and cess which have not been deposited on account of any dispute.
10. There are accumulated losses in the company but it does not exceed 50% of its Net Worth. The company has not incurred cash loss in the current financial year but there was cash loss in the immediately preceding financial year.



11. According to the information and explanations given to us and as per the books and records examined by us, the company has not defaulted in repayment of dues to the financial institutions and banks.
12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, during the year under audit.
13. In our opinion, the company is not a chit fund or nidhi mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) (Amended) Order 2004 are not applicable to the company.
14. The Company has maintained proper records of the transactions and contracts regarding dealing or trading in shares, securities, debentures and other investments and timely entries have been made therein. The shares, securities, debentures and other securities have been held by the company in its own name except to the extent of the exemption granted under section 49 of the Act.
15. On the basis of information and explanation provided, the company has not given any guarantee for loans taken by others from the banks during the year.
16. On the basis of records available and information and explanation given to us, during the year the company has not taken any terms loan.
17. On the basis of information and explanation given to us and an overall examination of the balance sheet, we report that no funds raised on short-term basis have been used for long-term investments.
18. The company has not made any preferential allotment of shares during the year.
19. During the period covered by our audit report, the company has not issued any debentures.
20. The company has not raised any money by public issues during the year.
21. During the course of our examination of the books of account carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the company, noticed or report during the year, nor have we been informed of such case by the management.

For **Gaurav Ashok Jain & Associates**

Chartered Accountants

FRN - 023419N


(**Gaurav Jain**)

Partner

M.No. 506695

Delhi, May 13th 2013

-:CORPORATE GOVERNANCE:-

REPORT ON CORPORATE GOVERNANCE

Corporate governance is a term that refers broadly to the rules, processes, or laws by which businesses are operated, regulated, and controlled. The term can refer to internal factors defined by the officers, stockholders or constitution of a corporation, as well as to external forces such as consumer groups, clients, and government regulations. The Corporate Governance is a key element in enhancing investor confidence, promoting competitiveness and ultimately improving economic growth.

The objective of Corporate Governance is "Enhancement of long term shareholders value and ensuring the protection of rights of the shareholders" and your company reiterates its commitment to good Corporate Governance.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company policy on Corporate Governance rests on the pillars of transparency, accountability, integrity, equity and environment responsibility in all facets of its operations. Good Corporate Governance therefore, embodies both enterprise (performance) and accountability (conformance).

Independent directors are appointed not merely to fulfill the listing requirement but for their diverse skills, experience and external objectivity that they bring to effectively perform their role to provide strategic direction and guidance and provide constructive support to management by asking the right questions and generating quality debates and discussions on major decisions.

MANDATORY REQUIREMENTS

BOARD OF DIRECTORS

The Board provides leadership and strategic guidance, objectively reviews management decisions and exercises control over the company. Your company is maintaining the independence of the board and company has the independent and Non-Executive directors. As on date of this report, the board of directors of the company consists of four members and it meets the requirement of the Clause 49 of the listing agreement.

The Board meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, board meeting are also held whenever required. To conduct a board meeting the directors are informed by giving a notice in advance and the agenda of board meeting is also dispatched with the notice. The members of board discuss each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The board members are free to give their suggestions on any agenda item and can also submit their view for improving the performance of company.

During the year Six Board Meetings have taken place on 30.05.2012, 13.08.2012, 03.09.2012, 10.11.2012, 14.02.2013, 31.03.2013.

The composition and category of Board during the year as follows:

| Name of the Director | Designation | Category |
|----------------------|-------------|------------------------------|
| Ramesh Kumar | Chairman | Independent & Non- Executive |
| Virendra Jain | Director | Non- Executive |
| Surendra Kumar Jain | Director | Promoter & Executive |
| Babita Jain | Director | Non- Executive |

Details of attendance of each director at various meetings of the company are as follows:

| Name of the Director | Designation | Category | No. of Board Meetings | Last AGM attended |
|----------------------|-------------|------------------------------|-----------------------|-------------------|
| Ramesh Kumar Murolia | Chairman | Independent & Non- Executive | 6 | Yes |
| Virendra Jain | Director | Non- Executive | 6 | Yes |
| Surendra Kumar Jain | Director | Promoter & Executive | 6 | Yes |
| Babita Jain | Director | Non- Executive | 3 | Yes |

COMMITTEE OF DIRECTORS

AUDIT COMMITTEE:

COMPOSITION AND MEETINGS OF AUDIT COMMITTEE:

The Audit Committee of the Company has been constituted as per the requirements of clause 49 of listing agreement.

The Composition of audit committee is as follows:

| Name of the Director | Designation | Category |
|----------------------|-------------|-------------------------------|
| Ramesh Kumar | Chairman | Non – Executive & Independent |
| Virendra Jain | Director | Non – Executive |
| Surendra Kumar Jain | Director | Executive & Promoter |

ROLE AND RESPONSIBILITIES

The role of Audit Committee includes the review of following:

- Financial Reporting Process
- Draft Financial Results (Quarterly & Annual)
- Record of related party transaction
- Reviewing the company's financial and risk management policies
- Management discussion and analysis of financial condition and results of operations

- Compliance with stock exchanges and legal requirement concerning financial statements
- Any other power which are specifically delegated by the board from time to time

The role of the Audit Committee includes recommending the appointment and removal of Statutory Auditor, discussion of Audit plan, fixation of Audit fees and also approval for payment of any other services.

REMUNERATION COMMITTEE:

Constitution of remuneration committee by listed public company pursuant to the listing agreement is voluntary.

The Composition of Remuneration Committee is as follows:

| Name of the Director | Designation | Category |
|-----------------------------|--------------------|-------------------------------|
| Ramesh Kumar | Chairman | Non – Executive & Independent |
| Virendra Jain | Director | Non – Executive |
| Surendra Kumar Jain | Director | Executive & Promoter |

CODE OF CONDUCT

As per Clause 49 (I) (D), the Board of the Company has laid down Code of Conduct for all the Board members of the Company and Senior Management as well. Annual Compliance Report for the year ended 31st March, 2013 has been received from all the Board members and senior management of the Company regarding the compliance of all the provisions of Code of Conduct. Declaration regarding compliance by Board members and senior management personnel with the Company's Code of Conduct is hereby attached as annexure to this report.

COMPLIANCE REPORT

The Board periodically reviews compliance report of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances, if any.

MATERIAL NON-LISTED SUBSIDIARY COMPANIES

Clause 49 defines a 'material non-listed Indian subsidiary' as an unlisted subsidiary, incorporated in India, whose turnover or net worth (i.e. paid-up capital and free reserves) exceeds 20% of the consolidated turnover or net worth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

Company does not have any such subsidiary during the accounting year under review.

COMPLIANCE OFFICER OF THE COMPANY

Ramesh Kumar

GENERAL BODY MEETING

Annual General Meeting held during the previous financial year

| Year | Date | Venue | Time | Business Transacted |
|------|------------|--|------------|---------------------|
| 2012 | 29.09.2012 | 22, Rajindra Park, New Delhi-110060 | 11:30 A.M. | Ordinary Business |

All resolutions proposed for the above said meetings were duly passed by show of hands.

STATUTORY DISCLOSURES

No transactions of material nature have been entered into by the company with any of the promoters, directors, their related companies, firms, subsidiaries or relatives etc. that may have a potential conflict with interest of the Company.

The company has not been penalized, nor have any strictures been passed by the Stock Exchanges, SEBI or any statutory authority, during the last three years, on any matter relating to capital market.

MEANS OF COMMUNICATIONS

The Company communicates with the shareholders at large through its Annual reports and financial results published therein.

The quarterly results are published in the newspapers.

DISCLOSURES

The Board of Directors receives from time to time disclosures relating to financial and commercial transactions from key managerial personnel of the company where they and /or their relatives have personal interest. There are no materially significant related party transactions, which have potential conflict with the interest of the Company at large.

RISK MANAGEMENT

The Company has in place a Risk Management policy, which lays down a robust and dynamic process for identification and mitigation of risks. This policy has been adopted by the Audit Committee as well as the Board of Directors of the Company. The Audit Committee reviews the risk management and mitigation plan from time to time.

MANAGEMENT DISCUSSION AND ANALYSIS

A statement of management Discussion and Analysis is appearing elsewhere in this Annual report in terms of requirement of the Code of Corporate Governance.

MARKET PRICE DATA

There has been no trading in Delhi Stock Exchange, Delhi, during the year 2012-2013.

SHAREHOLDERS INFORMATION

ANNUAL GENERAL MEETING

Date : 10th June 2013
Time : 2:00 P.M.
Venue: 22, Rajindra Park,
New Delhi, Delhi-110060

FINANCIAL CALENDAR (tentative)

Financial Year- 1st April 2013 to 31st March 2014

Annual General Meeting for the next year ending 31st March 2014: Before 30th September 2014.

DATE OF BOOK CLOSURE:

4th, June 2013 to 10th June, 2013 (both days inclusive)

LISTING ON STOCK EXCHANGE:

Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, Delhi-110002

CORPORATE IDENTIFICATION NUMBER: L65993DL1984PLC019141

STATUS FOR SHAREHOLDERS' COMPLAINTS FOR THE PERIOD 01.04.2012 TO 31.03.2013

Complaint received from the shareholders of the company during the year was duly resolved up to the satisfaction of our shareholders & no complaint was pending at the end of financial year.

SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH 2013

| Category | Total No. of Shares | %age |
|-------------------------------|---------------------|---------|
| Promoter | | |
| a) Indian | .0.00 | 0.00% |
| b) Foreign | - | - |
| Public | | |
| a) Institutional Shareholding | - | - |
| b) General Public | 3997000 | 100.00% |

DISTRIBUTION OF SHAREHOLDERS AS ON 31ST MARCH 2013

| Shareholding of Nominal Value | | No. of Shareholder | % of Shareholder | No of Shares held | % of Shareholding |
|-------------------------------|-----------|--------------------|------------------|-------------------|-------------------|
| (Rs.) | (Rs.) | | | | |
| Up to | 5000 | 206 | 28.61 | 1598 | 0.04 |
| 5001 | 10000 | 49 | 6.81 | 48600 | 1.22 |
| 10001 | 20000 | 111 | 15.42 | 202800 | 5.07 |
| 20001 | 30000 | 82 | 11.39 | 218200 | 5.46 |
| 30001 | 40000 | 24 | 3.33 | 93500 | 2.34 |
| 40001 | 50000 | 108 | 15.00 | 535900 | 13.41 |
| 50001 | 100000 | 97 | 13.47 | 886800 | 22.19 |
| 100001 | and above | 43 | 5.97 | 2009602 | 50.28 |
| TOTAL | | 720 | 100 | 3997000 | 100 |

DEMATERIALISATION OF SHARES AND LIQUIDITY

Some of the shares of the company are traded in dematerialized form and have to be delivered in the dematerialized form to the stock exchange.

ADDRESS FOR CORRESPONDENCE

Shri Niwas Leasing & Finance Ltd,
22, Rajindra Nagar,
New Delhi
Delhi-110060

DECLARATION

None of the Director of the Company is a Director of more than 15 Companies and member of more than 10 committees or Chairman of more than 5 committees across all companies in which he is a Director.

SECRETARIAL AUDIT

To reconcile the total admitted capital with NSDL and the total issue and listed capital, a secretarial audit is carried out by a Practicing Company Secretary on Quarterly basis.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

ECONOMIC OUTLOOK

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

OVERVIEW

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

FINANCIAL PERFORMANCE

The Business of the company during the year under review resulted net Profit of Rs. 1,31,371. The Company's income from operations primarily includes income from trading and distributions of financial products such as Interest income from Inter-Corporate Loan and Long Term Investments. Directors are hopeful of better results in ensuing year.

FUTURE OUTLOOK

The future outlook of the Company is very prospective and it urges to diversify the various areas related to financial markets. Besides continuing aggressively in the existing growth areas, there are certain specifics initiatives that we would like to highlight which the company would be undertaking in the financial year 2012-13. The Company is effectively putting together a growth strategy in the area of Debt Syndication, Private Placement, Corporate / Personal Loan, Advisory Services, Arranger, Distributions of Mutual Fund & Liaison for Financial Products.

SEGMENT REPORTING

Accounting Standard 17 regarding Segment-wise Reporting does not apply to the Company since revenues are derived from only one Segment i.e. Finance Activity.

OPPORTUNITIES & THREATS

Opportunities

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

Threats

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

RISK MANAGEMENT

Your company operates in the Financial Services Sector, which is affected by variety factors linked to economic development in India and globally which, in turn, also affected global fund flows. Any economic event across the globe can have direct or indirect impact on your company. To mitigate this, Company has diversified its revenue stream across multiple verticals. Your Company's risk management system is a comprehensive and integrated framework comprising structured reporting and stringent controls. Through its approach it strives to identify opportunities that enhance organizational values while managing or mitigating risks that can adversely impact the company's future performance. Within the organization, every decision taken, is after weighing the pros and cons of such a decision making taking note of the risk attributable.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly.

The Company has effective system in place for achieving efficiency in operations, optimum and effective utilization of resources, monitoring thereof and compliance with applicable laws. The board has also constituted an Audit Committee which meets periodically inter-alia to review the financial results, and the accuracy of financial records.

HUMAN RESOURCES / INDUSTRIAL RELATIONS

The company believes that the success of an organization largely depends on the quality of its workforce. Employee relations remained cordial and peaceful throughout the year.

CAUTIONARY STATEMENT

Any statement made in this report relating to company's perception of future outlook, objectives, expectations etc. may be considered as forward looking statements within the meaning of applicable securities laws and regulations which may differ from the actual results.

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

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Director. I confirm that the Company has in respect of the Financial Year ended March 31, 2013, received from the Senior Management team of the Company and the members of the Board, a declaration of Compliance with the Code of Conduct as applicable to them.

FOR SHRI NIWAS LEASING & FINANCE LTD.



RAMESH KUMAR
(DIRECTOR)

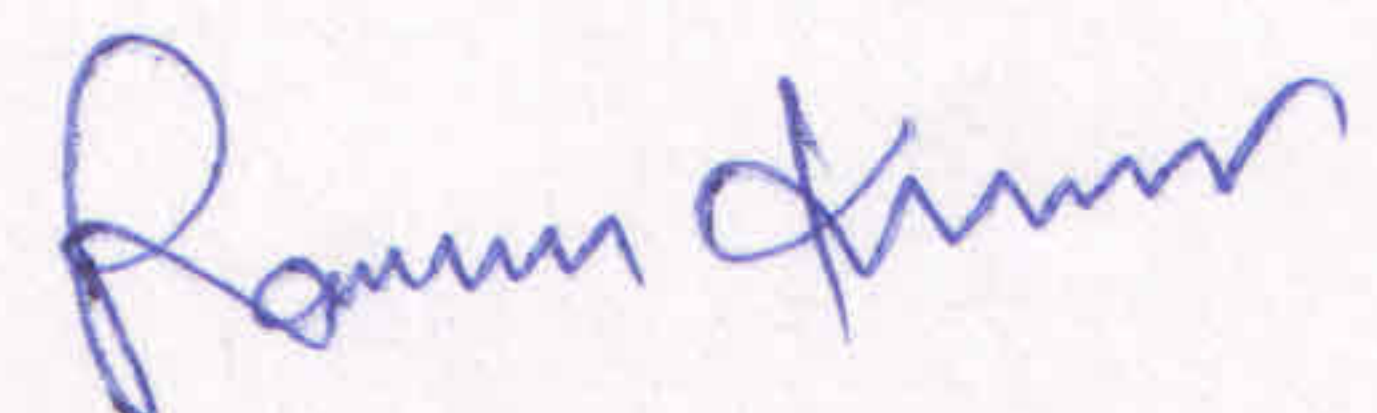
Date : 13.05.2013
Place: Delhi

DIRECTOR CERTIFICATION

I, **RAMESH KUMAR**, Director, of SHRI NIWAS LEASING AND FINANCE LIMITED to the best of my knowledge and belief hereby certify that:

- (a) I have reviewed the financial statements and the cash flow statements for the year ended 31.03.2013 and that to the best of my knowledge and belief:
- (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 that are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee deficiencies in the design and operations of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the auditors and the Audit Committee:
- (i) Significant changes in the internal control over financial reporting during the year under reference.
 - (ii) Significant changes in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.
- (e) I further declare that the board members and senior managerial personnel have affirmed compliance with the code of conduct under Clause 49 of the Listing Agreement, for the current year.

Date : 13.05.2013
Place: Delhi



RAMESH KUMAR
(DIRECTOR)

**AUDITORS CERTIFICATE ON COMPLIANCE WITH CONDITIONS
OF CORPORATE GOVERNANCE AS STIPULATED IN CLAUSE 49
OF THE LISTING AGREEMENT**

To
The Members of
Shri Niwas Leasing & Finance Ltd.
22, Rajindra Park,
New Delhi-110060

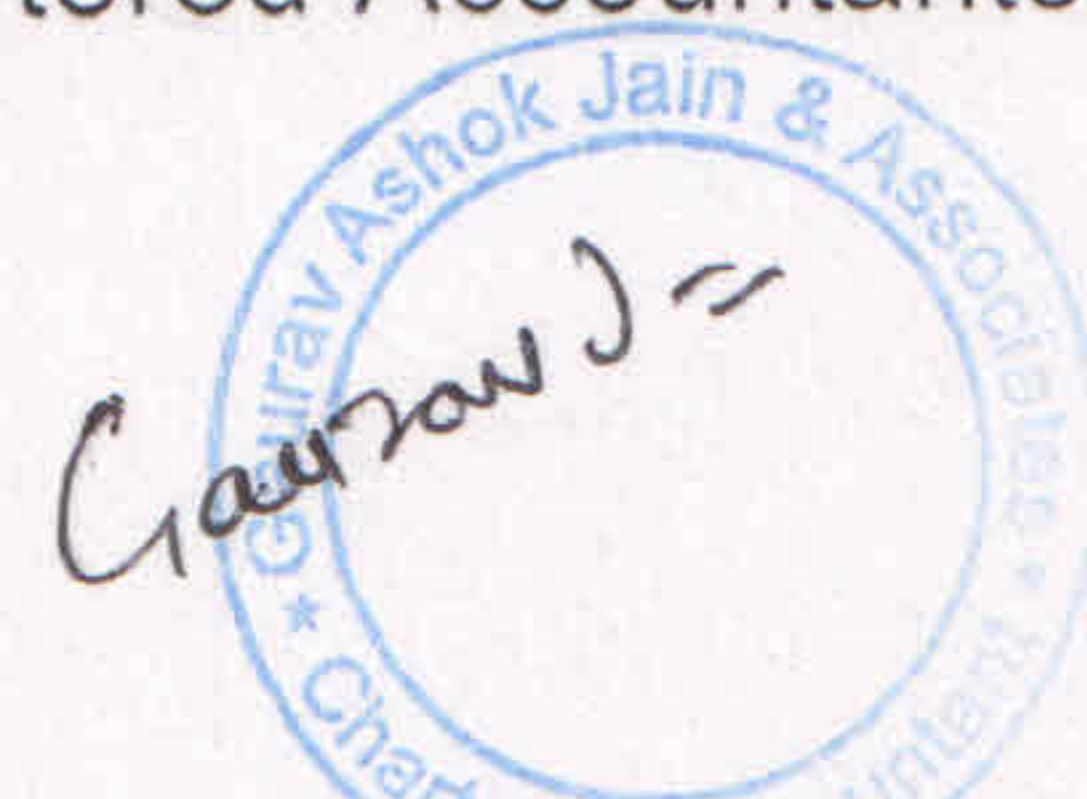
We have examined the compliance of the conditions of Corporate Governance by Shri Niwas Leasing And Finance Ltd. for the year ended 31st March 2013 as stipulated in clause 49 of the listing agreement of the said company with the Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was carried out in accordance with guidance note on certification of corporate governance (as stipulated in Clause 49 of the Listing Agreement) issued by the Institute of the Chartered Accountants of India and was limited to procedures and implementations thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the financial statements of the company.

In our opinion and to the best of our information and explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR GAURAV ASHOK JAIN & ASSOCIATES
(Chartered Accountants)



(GAURAV JAIN)
(Partner)

M.No. 506695

Dated: 13.05.2013
Place: Delhi

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

BALANCE SHEET AS AT 31-03-2013

(IN RUPEES)

| S. NO. | PARTICULARS | NOTE NO. | FIGURES AS AT THE END OF CURRENT REPORTING PERIOD | FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD |
|-----------|--------------------------------------|----------|---|--|
| I | <u>EQUITY AND LIABILITIES</u> | | | |
| 1 | <u>Shareholders Funds</u> | | | |
| | (A) Share Capital | A | 39,970,000.00 | 39,970,000.00 |
| | (B) Reserves And Surplus | B | (1,343,743.00) | (1,338,858.00) |
| 2 | <u>Current Liabilities</u> | | | |
| | (A) Other Current Liabilities | C | 94,842.00 | 16,402.00 |
| | (B) Short-term Provisions | D | 95,662.00 | - |
| | TOTAL(1+2) | | 38,816,761.00 | 38,647,544.00 |
| II | <u>ASSETS</u> | | | |
| 1 | <u>Non-Current Assets</u> | | | |
| | (A) Non-Current Investments | E | - | 38,558,265.00 |
| | (B) Long-Term Loans And Advances | F | 38,264,822.00 | - |
| | (B) Other Non-Current Assets | G | 9,600.00 | 14,400.00 |
| 2 | <u>Current Assets</u> | | | |
| | (A) Trade Receivables | H | - | 402.00 |
| | (B) Cash And Cash Equivalents | I | 512,914.00 | 74,477.00 |
| | (C) Short-Term Loans And Advances | J | 29,425.00 | - |
| | TOTAL(1+2) | | 38,816,761.00 | 38,647,544.00 |

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

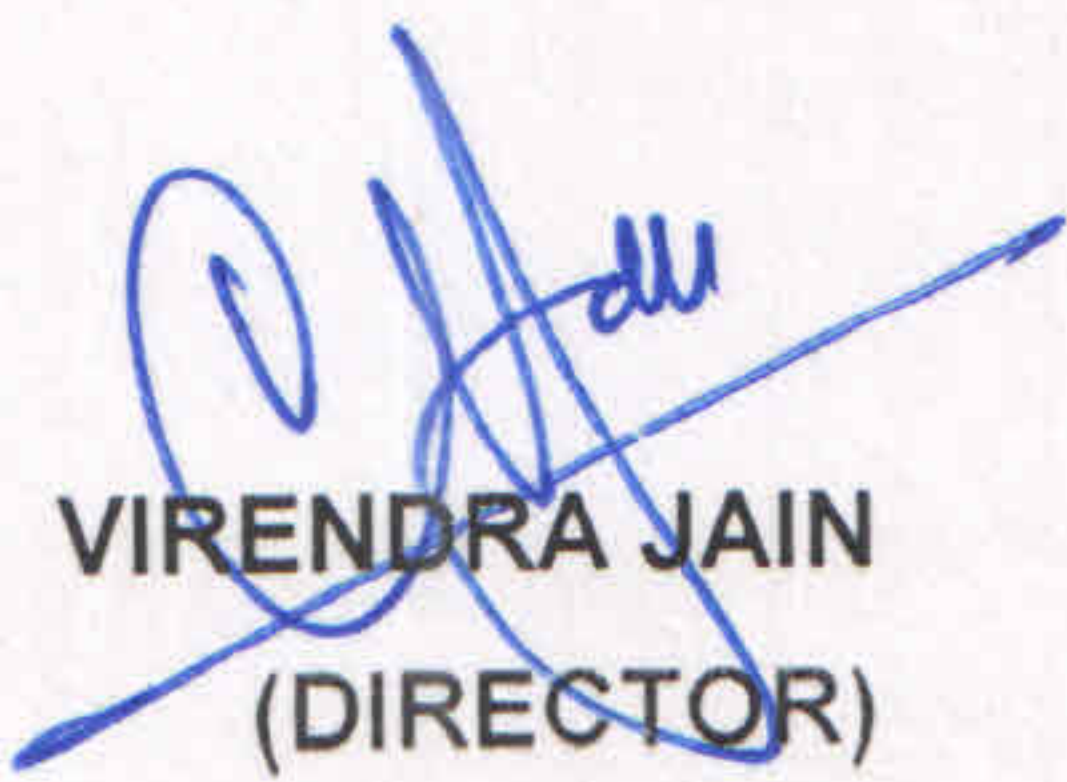
In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)


GAURAV JAIN
(PARTNER)
M.NO. 506695

Place: New Delhi
Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.


VIRENDRA JAIN
(DIRECTOR)
(00530078)


RAMESH KUMAR
(DIRECTOR)
(00537915)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

PROFIT & LOSS STATEMENT FOR THE YEAR ENDED 31-03-2013

(IN RUPEES)

| S. NO. | PARTICULARS | NOTE NO. | FIGURES FOR THE CURRENT REPORTING PERIOD | FIGURES FOR THE PREVIOUS REPORTING PERIOD |
|--------|--|----------|--|---|
| | Revenue From Operations | | | |
| | Other Income | PL-1 | 307,342.00 | 6,500.00 |
| I | Total Revenue | | 307,342.00 | 6,500.00 |
| | Expenses | | | |
| a | Amortization Expenses | PL-2 | 4,800.00 | 4,800.00 |
| b | Other Expenses | PL-3 | 171,171.00 | 195,256.00 |
| II | Total Expenses | | 175,971.00 | 200,056.00 |
| III | Profit Before Tax (I-II) | | 131,371.00 | (193,556.00) |
| | Less: Contingent Provision For Std. Assets | | 95,662.00 | |
| IV | Tax Expense | | | |
| a | Current Tax | | 40,594.00 | - |
| b | Earliar Years Tax | | - | - |
| c | Deferred Tax | | - | - |
| V | Profit (Loss) For The Period (III-IV) | | (4,885.00) | (193,556.00) |
| VI | Earning Per Equity Share | | | |
| a | Basic | | (0.00) | (0.05) |
| b | Diluted | | - | - |

Schedules referred to above and notes attached there to form an integral part of Profit & Loss Statement

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)



GAURAV JAIN
(PARTNER)


M.NO. 506695

Place: New Delhi

Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.


VIRENDRA JAIN
(DIRECTOR)
(00530078)


RAMESH KUMAR
(DIRECTOR)
(00537915)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2013

(IN RUPEES)

| NOTE NO. | PARTICULARS | FIGURES AS AT THE END OF CURRENT REPORTING PERIOD | FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD |
|----------|--|---|--|
| A | <u>Share Capital:</u> | | |
| 1 | <u>Authorised:</u> | | |
| | 40,00,000 (Last Year 40,00,000) | 40,000,000.00 | 40,000,000.00 |
| | Equity Shares Of Rs.10/- Each. | | |
| 2 | <u>Issued, Subscribed & Paid Up:</u> | | |
| | Shares At The Beginning of the Accounting Period | 39,970,000.00 | 39,970,000.00 |
| | 39,97,000 (Last Year 39,97,000) equity shares of Rs. 10/- each | | |
| | Additions During The Year | - | - |
| | Shares At The End of the Accounting Period | | |
| | 39,97,000 (Last Year 39,97,000) equity shares of Rs. 10/- each | 39,970,000.00 | 39,970,000.00 |
| B | <u>Reserve & Surplus:</u> | | |
| | <u>Surplus</u> | | |
| | At The Beginning Of The Accounting Period | (1,338,858.00) | (1,145,302.00) |
| | Additions During The Year | (4,885.00) | (193,556.00) |
| | (Balance In Statement Of Profit & Loss Account) | | |
| | At The End Of The Accounting Period | (1,343,743.00) | (1,338,858.00) |
| | Grand Total | (1,343,743.00) | (1,338,858.00) |
| C | <u>Other Current Liabilities:</u> | | |
| 1 | Audit Fees Payable | 16,854.00 | 15,000.00 |
| 2 | Compliance Certificate Charges Payable | 1,100.00 | 1,000.00 |
| 3 | Expense Payable | 17,979.00 | - |
| 4 | Registrar Ch Payable | 18,315.00 | - |
| 5 | TDS Payable | - | 402.00 |
| 6 | Provision for Taxation | 40,594.00 | - |
| | | 94,842.00 | 16,402.00 |
| D | <u>Short-Term Provisions</u> | | |
| | (A) Contigent Provision for Standard Asset | 95,662.00 | - |
| | | 95,662.00 | - |

| E <u>Non Current Investment:</u> | | | | | | |
|---|-----------------------------------|-------------|-------------|----------------------|--|------------------|
| | <u>NAME OF THE COMPANY</u> | <u>N.V.</u> | <u>QTY.</u> | <u>AMOUNT</u> | | <u>AMOUNT</u> |
| | Edoptica Developers (India) Ltd | 10/- | 256800 | - | | 38,558,265.00 |
| | | | | - | | 38,558,265.00 |
| F <u>Long Term Loans And Advances:</u> | | | | | | |
| | Suncity Project Pvt. Ltd. | | | 38,264,822.00 | | - |
| | | | | <u>38,264,822.00</u> | | <u>-</u> |
| G <u>Other Non-Current Assets:</u> | | | | | | |
| <u>Misc . Expenditure</u> | | | | | | |
| (To The Extent Not Written Off Or Adjusted) | | | | | | |
| <u>Preliminary & Pre Operative Expenses</u> | | | | | | |
| | Opening Balance/Addition | | | 14,400.00 | | 19,200.00 |
| | Less: Written Off During The Year | | | 4,800.00 | | 4,800.00 |
| | | | | <u>9,600.00</u> | | <u>14,400.00</u> |
| H <u>Trade Receivables:</u> | | | | | | |
| (Unsecured Considered Good Unless Otherwise Stated) | | | | | | |
| | Innovative Communication | | | - | | 402.00 |
| | | | | <u>-</u> | | <u>402.00</u> |
| I <u>Cash & Cash Equivalent:</u> | | | | | | |
| (A) Balance With Banks | | | | | | |
| | ICICI Bank Ltd. | | | - | | - |
| | Oriental Bank Of Commerce | | | 108,167.00 | | 4,763.00 |
| (B) Cash in Hand | | | | | | |
| | | | | 404,747.00 | | 69,714.00 |
| | | | | <u>512,914.00</u> | | <u>74,477.00</u> |
| J <u>Short Term Loans & Advances:</u> | | | | | | |
| | Tax Deducted At Source - 2012-13 | | | 29,425.00 | | - |
| | | | | <u>29,425.00</u> | | <u>-</u> |

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)

GAURAV JAIN
(PARTNER)
M.NO. 506695

FOR SHRI NIWAS LEASING & FINANCE LTD.

VIRENDRA JAIN
(DIRECTOR)
(00530078)

RAMESH KUMAR
(DIRECTOR)
(00537915)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

NOTES TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2013

(IN RUPEES)

| NOTE NO. | PARTICULARS | FIGURES FOR THE CURRENT REPORTING PERIOD | FIGURES FOR THE PREVIOUS REPORTING PERIOD |
|----------|---|--|---|
| PL-1 | Income From Operations | | |
| | Profit On Sale Of Investments | 13,095.00 | 6,500.00 |
| | Interest Received on Loan | 294,247.00 | - |
| | | <u>307,342.00</u> | <u>6,500.00</u> |
| PL-2 | Amortization Expenses: | | |
| | Preliminary & Pre-Operative Exp.Written Off | 4,800.00 | 4,800.00 |
| | | <u>4,800.00</u> | <u>4,800.00</u> |
| PL-3 | Other Expenses: | | |
| | Administrative Expenses | | |
| | Advertisement & Publicity Expenses | 73,567.00 | 49,795.00 |
| | Audit Fees | 16,854.00 | 15,000.00 |
| | Bank Charges | 1,032.00 | 2,250.00 |
| | Compliance Certificate Charges | 1,100.00 | 1,000.00 |
| | Consultancy Fees | - | - |
| | Conveyance Expenses | 2,984.00 | 2,429.00 |
| | Demat Account Charges | 1,000.00 | - |
| | Filing Fees | 5,500.00 | 2,000.00 |
| | Intrest on TDS | 25.00 | - |
| | Legal & Professional Charges | 28,750.00 | 100,000.00 |
| | Listing Fee | - | 18,009.00 |
| | Miscellaneous Expenses | 2,635.00 | 3,512.00 |
| | Postage & Telegram | 467.00 | 521.00 |
| | Printing & Stationery | 963.00 | 740.00 |
| | Prior Year Exps. | 17,979.00 | - |
| | Registrar Charges | 18,315.00 | - |
| | | <u>171,171.00</u> | <u>195,256.00</u> |

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)

GAURAV JAIN
(PARTNER)

M.NO. 506695

Place: New Delhi
Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.

VIRENDRA JAIN
(DIRECTOR)
(00530078)

RAMESH KUMAR
(DIRECTOR)
(00537915)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

ADDITIONAL INFORMATIONS- NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31-03-2013

| NOTE NO. | PARTICULARS | FIGURES AS AT THE END OF CURRENT REPORTING PERIOD | | FIGURES AS AT THE END OF PREVIOUS REPORTING PERIOD | |
|----------|---|---|---------------|--|---------------|
| | | Holdin g | No. of Shares | % of Holding | No. of Shares |
| A | SHARE CAPITAL: | | | | |
| 1 | Shares In The Company Held By Each Shareholder Holding More Than 2 % Shares.(Equity Shares In Nos. Of Rs. 10) | | | | |
| | AMITABH SWAROOP | 4.46 | 178400 | 4.46 | 178400 |
| | S. J . CAPITAL LTD. | 3.51 | 140500 | 3.51 | 140500 |
| | ELBEE PORTFOLIO PVT LTD. | 3.45 | 138000 | 3.45 | 138000 |
| | SURYA UDYOG LTD | 2.50 | 100000 | 2.50 | 100000 |
| | TANITA LEASING & FINANCE LTD | 2.50 | 100000 | 2.50 | 100000 |
| | LABHTRONICS OVERSEAS PVT LTD | 2.50 | 100000 | 2.50 | 100000 |
| | SINGHAL FIN STOCK PVT LTD | 2.50 | 100000 | 2.50 | 100000 |
| | SHASHI SALES & MARKETING PVT LTD | 2.00 | 80000 | 2.00 | 80000 |
| | | z | 936900 | | 936900 |

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)

GAURAV JAIN
(PARTNER)
M.NO. 506695

Place: New Delhi
Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.

VIRENDRA JAIN
(DIRECTOR)
(00530078)

RAMESH KUMAR
(DIRECTOR)
(00537915)

SHRI NIWAS LEASING & FINANCE LTD.

22, Rajindra Park, New Delhi-110060

ADDITIONAL INFORMATIONS TO AND FORMING PART OF STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31-03-2013

(IN RUPEES)

| NOTE NO. | PARTICULARS | FIGURES FOR THE CURRENT REPORTING PERIOD | FIGURES FOR THE PREVIOUS REPORTING PERIOD |
|----------|-----------------------------------|--|---|
| | <u>PAYMENT TO THE AUDITORS AS</u> | | |
| | Auditor | 16,854.00 | 15,000.00 |
| | For Taxation Matters | - | - |
| | For Company Law Matters | - | - |
| | For Management Services | - | - |
| | For Other Services | - | - |
| | For Reimbursement Of Expenses | - | - |
| | Total | <u>16,854.00</u> | <u>15,000.00</u> |


In Terms Of Our Report Of Even Date Annexed

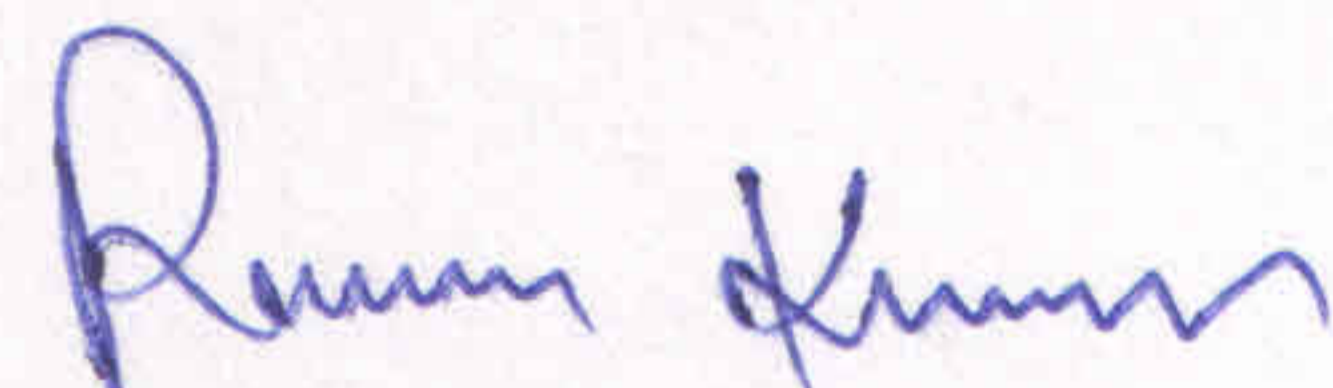
FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)


GAURAV JAIN
(PARTNER)
M.NO. 506695

Place: New Delhi
Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.


VIRENDRA JAIN
(DIRECTOR)
(00530078)


RAMESH KUMAR
(DIRECTOR)
(00537915)

SHRI NIWAS LEASING & FINANCE LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2013


(IN RUPEES)

| S. NO. | PARTICULARS | 2012-2013 | 2011-2012 |
|--------|--|------------------------|---------------------|
| A. | CASH FLOWS FROM OPERATION ACTIVITIES : | | |
| | Net Profit Before Tax And Extraordinary Items | 131,371.00 | (193,556.00) |
| | Adjustments For : | | |
| | Preliminary Expenditure Written Off | 4,800.00 | 4,800.00 |
| | Operating Profit Before Working Capital Changes | 136,171.00 | (188,756.00) |
| | Adjustments For : | | |
| | Increase in Trade Receivables | (29,023.00) | (402.00) |
| | Increase/(Decrease) In Current Liabilities | 37,846.00 | (12,098.00) |
| | Cash Generated From Operations | 144,994.00 | (201,256.00) |
| | Direct Tax Paid | - | - |
| | Net Cash From Operating Activities | 144,994.00 | (201,256.00) |
| B. | CASH FLOWS FROM INVESTING ACTIVITIES | | |
| | Sale Proceeds from Investments | 38,558,265.00 | 255,425.00 |
| | Net Cash Used In Investment Activites | 38,558,265.00 | 255,425.00 |
| C. | CASH FLOWS FROM FINANCING ACTIVITIES | | |
| | Loans & Advances Given | (38,264,822.00) | - |
| | Repayment of Long Term Borrowings | - | - |
| | Net Cash From In Financing Activities | (38,264,822.00) | - |
| | NET INCREASE IN CASH & CASH EQUIVALENTS | 438,437.00 | 54,169.00 |
| | CASH & CASH EQUIVALENTS (Opening Balance) | 74,477.00 | 20,308.00 |
| | CASH & CASH EQUIVALENTS (Closing Balance) | 512,914.00 | 74,477.00 |

NOTE : NEGATIVE FIGURES HAVE BEEN SHOWN IN BRACKETS.

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)


GAURAV JAIN
(PARTNER)
M.NO. 506695

Place: New Delhi
Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.


VIRENDRA JAIN
(DIRECTOR)
(00530078)


RAMESH KUMAR
(DIRECTOR)
(00537915)

ACCOUNTING POLICIES AND NOTES OF ACCOUNTS

1. Basis of Preparation of Financial Statements

(a) The financial statements have been prepared under the historical cost convention in accordance with generally accepted accounting principals in India and the provisions of the Companies Act, 1956.

2. Revenue Recognition

(a) The Company follows mercantile systems of accounting and recognizes income and expenditure on accrual basis.

3. Investments

(a) During the year the company has not made any fresh purchase of shares. During the year the company has sold investments of Edoptica Developers India Limited

(b) Investments (Long Term) are valued a acquisition cost (Including Brokerage & Transfer Expenses). No Provision is made for diminution in the value of long term investments. As in the opinion of the management the diminution is temporary and not permanent.

4. The figures for the previous year have been regrouped or rearranged wherever necessary, so to make them comparable with those of the current year.

5. Revenue Recognition: Income & Expenditure is accounted for on accrual basis.

6. Expenditure & Earning in foreign currency : Nil

Previous Year : Nil

8. The Company has not paid any managerial remuneration and the remuneration paid to employee is not exceeding the limit prescribed under the Companies Act, during the financial year 2012-13.

9. Details of Opening Stock, Purchase, Sales, Closing Stock during the year.

| OPENING STOCK | PURCHASE | SALE | CLOSING STOCK |
|---------------|----------|------|---------------|
| - | - | - | - |

10. Payment to Auditors :
Audit Fee

31.03.2013
16,854/-

31.03.2012
15,000/-

11. Notes form an integral part of the Balance Sheet and Profit & Loss Account.


12. Company has not provided for deferred Taxation as per AS-22.

13. The company has followed Income Tax Method for writing off its Preliminary Expenses i.e. It has write off its preliminary expenses in 5 years

As per our report of even date attached

In Terms Of Our Report Of Even Date Annexed

FOR GAURAV ASHOK JAIN & ASSOCIATES
(CHARTERED ACCOUNTANTS)


GAURAV JAIN
(PARTNER)
M.NO. 506695

Place: New Delhi
Date: 13.05.2013

FOR SHRI NIWAS LEASING & FINANCE LTD.


VIRENDRA JAIN
(DIRECTOR)
(00530078)


RAMESH KUMAR
(DIRECTOR)
(00537915)

Schedule of the

Balance sheet of a non deposit taking non-banking financial company

Shri Niwas Leasing & Finance Limited

(As required in terms of paragraph 13 of Non Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank Directions,2007)

(Rs. In Lacs)

| Particulars | | | |
|--------------------------|---|--------------------|----------------|
| Liabilities Side: | | | |
| (1) | Loan and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid: | Amount outstanding | Amount Overdue |
| | a) Debenture : Secured | NIL | NIL |
| | : Unsecured (Other than falling within the meaning of public deposit*) | NIL | NIL |
| | b) Deferred Credit | NIL | NIL |
| | c) Term Loans | NIL | NIL |
| | d) Inter corporate Loan and Borrowing | NIL | NIL |
| | e) Commercial Paper | NIL | NIL |
| | f) Other loans (Specify nature | NIL | NIL |
| | • Please See Note 1 below | | |
| Assets side: | | | |
| | | Amount outstanding | |
| (2) | Break up of Loans and Advance including bill receivables [other than those included in (4) below]: | | |
| | a) Secured | NIL | |
| | b) Unsecured | 382.65 | |
| (3) | Break up of Leased Assets and stock on hire and other assets counting towards AFC activities | | |
| | (i) Lease assets including lease rentals under sundry debtor: | | |
| | a) Financial Lease | NIL | |

| | | | | |
|-----|--|---|-----------|---------------------------------------|
| | 2. <u>Unquoted:</u> | | | |
| | (i) Share: (a) Equity | | | NIL |
| | (b) preference | | | NIL |
| | (ii) Debenture and Bonds | | | NIL |
| | (iii) Units of Mutual Funds | | | NIL |
| | (iv) Government Securities | | | NIL |
| | (v) Others (Please Specify) | | | NIL |
| | | | | |
| (5) | Borrower group wise classification of assets financed as in (2) and (3) above: | | | |
| | Please see note 2 below | | | |
| | Category | Amount of Net of provision | | |
| | | Secured | Unsecured | Total |
| | 1. Related Parties** | | | |
| | (a) Subsidiaries | NIL | NIL | NIL |
| | (b) Companies in the same group | NIL | NIL | NIL |
| | (c) Other related parties | NIL | NIL | NIL |
| | 2. Other than Related parties | NIL | 381.69 | 381.69 |
| | Total | | | |
| (6) | Investor group wise classification of all investments (current and long term) in share and securities (both quoted and unquoted): | | | |
| | Please see note 3 below: | | | |
| | Category | Market Value / Break up or Fair value of NAV | | Book value (Net of Provision) |
| | | | | |
| | 1. Related Parties** | | | |
| | (a) Subsidiaries | NIL | | NIL |
| | (b) Companies in the same group | NIL | | NIL |
| | (c) Other related parties | NIL | | NIL |
| | 2. Other than Related parties | NIL | | NIL |
| | Total | | | |

** As per Accounting Standard of ICAI (Please see note 3)

(7) Other Information:

| Particulars | | Amount |
|-------------|---|--------|
| (i) | Gross Non Performing Assets | |
| | (a) Related parties | NIL |
| | (b) Other than related parties | NIL |
| (ii) | Net Non Performing assets | NIL |
| | (a) Related parties | NIL |
| | (b) Other than related parties | NIL |
| (iii) | Assets acquired in satisfaction of debt | NIL |

Notes:

1. As defined in paragraph 2 (1) (xii) of the Non Banking Financial Companies acceptance of public deposits (Reserve Bank) directions, 1998.
2. Provisioning norms shall be applicable as prescribed in Non Banking financial (Non- Deposit Accepting or Holding) companies Prudential Norms (Reserve Bank Directions, 2007).
3. All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investment and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investment and break up / fair value /NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in(4) above.

