

# **ANNUAL REPORT**

**SNS PROPERTIES & LEASING LIMITED**

Regd. Office: D2-11, BUDH VIHAR, PHASE-I, NEW DELHI-110086

**2013-2014**

## CORPORATE INFORMATION:

## Directors:

Kamal Kishore Sharma	Director
Anil Kumar	Director
Gulshan Kumar	Director
Nand Kishore	Director

## Statutory Auditors

Sanjay Singhania & Co.  
Chartered Accountants  
N-17, Pal Building, Green Park Extension, Delhi-110016.  
M.No. 098115 47661

## Registrar &amp; Transfer Agent

Skyline Financial Services Private Limited  
D-153A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

## Annual General Meeting

Date	:	30th September, 2014
Time	:	11:30 A.M.
Day	:	Tuesday
Venue	:	D2-II, Budh Vihar, Phase -I , New Delhi

## Name of the Stock Exchange at which the Company's shares are listed:

1. Delhi Stock Exchange Ltd.

## Registered Office

Village- D2-II, Budh Vihar, Phase -I , New Delhi

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**NOTICE**

NOTICE is hereby given that the 28<sup>th</sup> Annual General Meeting of the Members of the Company will be held on Tuesday, the 30<sup>th</sup> day of September, 2014 at 11.30 A.M. at Registered Office of the Company at D2-II, Budh Vihar, Phase - I , New Delhi to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and Profit & Loss Account for the period ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sh. Anil Kumar (DIN: 03165013), who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors of the company and to fix their remuneration and to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and on the recommendations of the Audit Committee of the Board of Directors, M/s. Sanjay Singhania & Co., (Firm Registration No.: 014099N), Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31<sup>st</sup> Annual General Meeting (subject to ratification of the appointment by the members annually) on such remuneration as may be agreed upon by the Board of Directors and the Auditors in connection with the audit of accounts on a progressive billing basis."

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, General Circular No. 14/2014 dt. 09.06.2014 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Mr. Kamal Kishore Sharma (DIN:02774401), an existing Independent Director of the Company, (who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6)) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold the office for 5 consecutive years up to September 30, 2019 without being liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, General Circular No. 14/2014 dt. 09.06.2014 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications, or re-enactment thereof for the time being in force), read with Schedule IV to the Act, Sh. Anil Kumar (DIN: 03165013), an existing Independent Director of the Company, (who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6)) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office under Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, to hold the office for 5 consecutive years up to September 30, 2019 without being liable to retire by rotation."

By order of the Board  
For SNS Properties And Leasing Limited

Sd/-  
(Anil Kumar)  
Director  
DIN - 03165013

Place: New Delhi  
Date : 14.08.2014

Regd. Office :  
D2-11, BUDH VIHAR, PHASE - I ,  
NEW DELHI - 110 086

## NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THAT THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The proxy form, in order to be effective, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, in respect of Special Businesses under items 4 to 7 to be transacted at the Meeting, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from, September 26, 2014 to September 30, 2014 (both days inclusive) for the purpose of Annual General Meeting.
4. Any queries regarding the Annual Accounts or otherwise must be sent to Registered Office of the Company at least 10 days before the date of the meeting
5. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days during office hours upto the date of the Annual General Meeting.
6. Nomination facility is available to the members in respect of shares held by them. Members holding Shares in physical form may obtain the nomination forms from the Company's Registrar and Share Transfer Agent.
7. Electronic copy of the notice along with the Annual Report is being sent to all members whose E-mail IDs are registered with the Company for communication purposes unless any member has requested for hard copy of the same. For members who have not been registered their email address, physical copies of the Annual Report are being sent to them.
8. **Voting through electronic means:**
  - a) Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
  - b) A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
  - c) During the e-voting period, members of the Company, holding shares as on the cut-off date for the purpose of E-voting i.e. 29<sup>th</sup> August, 2014, may cast their vote electronically.
  - d) **The e-voting period commences at 9:30 a.m. on Thursday, 25<sup>th</sup> September, 2014 and ends at 5:00 p.m. on Friday, 26<sup>th</sup> September, 2014. The e-voting module shall be disabled by CDSL for voting thereafter.**
  - e) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.**
  - f) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the cut-off date for the purpose of E-voting i.e. 29<sup>th</sup> August, 2014.
  - g) The Board of Directors at its meeting held on 14.08.2014 has appointed Mr. Rajeev Bhambri, Practicing Company Secretary (M. No. FCS 4327) as the scrutinizer to scrutinize the e-voting process (including the Ballot forms received from members not having access to E-voting process) in a fair and transparent manner.
  - h) **Instructions for e-voting:**
    - (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
    - (ii) Click on "Shareholders" tab.
    - (iii) Now Enter your User ID
      - a. For CDSL: 16 digits beneficiary ID,
      - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
      - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
    - (iv) Next enter the Image Verification as displayed and Click on Login.
    - (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number/member ID in the PAN field.</li> <li>In case the folio number/member ID is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is BALWANT SINGH with folio number/member ID 1 then enter BA00000001 in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the No. of shares 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 directly reach 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) Click on the EVSN – 140904002 for SNS Properties and Leasing Limited.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### 9. Members who do not have access to e-voting facility.

In terms of Clause 35B of the Listing Agreement, those members who do not have access to the E-voting Facility may send duly completed Ballot Form (enclosed with the Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Rajeev Bhambri, Practicing Company Secretary (M.No. FCS 4327) at SCO No. 9, Jandu Tower, Miller Ganj, Ludhiana, Punjab – 141 003 not later than 26<sup>th</sup> September, 2014 (5.00 p.m. IST).

Ballot Form received after this date will be treated as invalid.

**A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.**

10. Members are requested to carefully read the instructions and in case of any queries, you may refer to the Q & A on e-Voting for Members and User Manual for Shareholders to cast their votes available in the help section of [www.evotingindia.com](http://www.evotingindia.com).

11. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares and not casting their vote electronically or through enclosed Ballot Form, may cast their vote at the Annual General Meeting.

12. The Scrutinizer, appointed by the Board of Directors to scrutinize the e-voting process in a fair and transparent manner, shall within a period of not

exceeding three (3) working days from the conclusion of the e-Voting period unlock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

13. The Results shall be declared on the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company on 30<sup>th</sup> September, 2014 and communicated to the DSE Limited.
14. Pursuant to Rule 18 of the Companies (Management and Administration) Rules, 2014, your Company is allowed to send the Notice of General Meetings through electronic mode to their Members. The Members are requested to support this initiative of paperless compliance by registering/ updating their e-mail addresses with the Registrar & Transfer Agent- Skyline Financial Services (P) Ltd, New Delhi by sending an E-mail to admin@skylinerta.com or with the Company at sns.prop.ltd@gmail.com.
15. Information required to be provided under the Listing Agreement entered into with the Stock Exchange, regarding the Directors who are proposed to be appointed/ re-appointed is as below:-

<b>Name of the Director</b>	<b>Nand Kishore</b>	<b>Kamal Kishore Sharma</b>
<b>Age (years)</b>	40 Years	52 Years
<b>Qualification</b>	Matric	Graduate
<b>Expertise</b>		
<b>Directorship held in other Companies</b>	1. Nearby Properties Pvt. Ltd. 2. Mega Build Agri Pvt. Ltd.	Convexity Solutions and Advisors Private Limited
<b>Chairmanships / Memberships of Committees of other public companies</b>	Nil	Nil
<b>Shares held in the Company</b>	Nil	Nil
<b>Relationship with other Director(s)</b>	Not related to any other Director of the Company.	Not related to any other Director of the Company.

## EXPLANATORY STATEMENT TO THE NOTICE

As required by Section 102 of the Companies Act, 2013 the following Explanatory Statement sets out the material facts relating to the businesses under Item No. 4 to 5 accompanying the Notice dated 14.08.2014.

### Item No.4

Mr. Kamal Kishore Sharma is an Independent Director of the Company. He joined the Board of Directors of the Company in March 2011. Mr. Kamal Kishore Sharma is having vast experience and expertise in the field of Finance and Taxation matters. He is a member of Audit Committee. He holds nil shares of the Company.

In terms of Section 149, General Circular No. 14/2014 dt. 09.06.2014 and other applicable provisions of the Companies Act, 2013, Mr. Kamal Kishore Sharma being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of Five (5) consecutive years upto September 30, 2019. Notice has been received from a member proposing him as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Kamal Kishore Sharma fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and wishes to continue to avail his services. Hence Board commends passing of the resolution at item no. 4 of the notice.

Save and except Mr. Kamal Kishore Sharma and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in passing the resolution set out at item no. 4.

### Item No. 5

#### Mr. Nand Kishore

Mr. Nand Kishore is an Independent Director of the Company. He joined the Board of Directors of the Company in March 2011. Mr. Nand Kishore is having vast experience and expertise in the field of Account matters. He is a member of Audit Committee. He holds nil shares of the Company.

In terms of Section 149, General Circular No. 14/2014 dt. 09.06.2014 and other applicable provisions of the Companies Act, 2013, Mr. Nand Kishore being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director of the Company for a term of Five (5) consecutive years upto September 30, 2019. Notice has been received from a member proposing him as a candidate for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Nand Kishore fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and wishes to continue to avail his services. Hence Board commends passing of the resolution at item no. 5 of the notice.

Save and except Mr. Nand Kishore and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in passing the resolution set out at item no. 5.

By Order of the Board  
For SNS Properties and Leasing Limited

Place : New Delhi

Date : 14.08.2014

Sd/-  
(Anil Kumar)  
Director  
DIN - 03165013

**DIRECTORS' REPORT**

To  
The Members

Your Directors are pleased to present the 28<sup>th</sup> Annual Report and the Audited Accounts of the Company for the year ended 31<sup>st</sup> March 2014.

**1. FINANCIAL RESULTS:**

The Financial Results for the period 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014 are as under.

Particulars	(In Rs.)	
	2013-14	2012-13
Operating & Other Income	2,08,941	1,90,039
<b>Profit (Loss) before tax</b>	5,555	13,700
Provision for Tax		
- Current		
- Deferred Tax	-388	-507
<b>Profit (Loss) after Tax (PAT)</b>	5,943	14,207

**2. MANAGEMENT DISCUSSION AND ANALYSIS**

A separate report on the Management & Discussion Analysis forms part of this report.

**3. PROFITABILITY**

The Company has gained a profit of Rs. 5,943 during the year as compared to Rs. 14,207 of the previous year.

**4. DIVIDEND**

Keeping in view the results of operations, your Directors are unable to recommend dividend for the year under review.

**5. DIRECTOR(S)**

Pursuant to the provisions of Section 152 of the Companies Act, 2013 and in accordance with the Articles of Association of the Company, Mr. Anil Kumar, a Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. Notice convening the Annual General Meeting includes the proposal for his re-appointment as the Director.

As on the date of this report, the Company's Board consists of the following Independent Directors:-

- Mr. Kamal Kishore Sharma
- Mr. Anil Kumar

In terms of sections 149 (10) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the aforesaid directors being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors for a term of Five (5) consecutive years commencing from conclusion of the ensuing AGM.

Brief profiles of the proposed appointees together with other disclosures in terms of clause 49 of the Listing Agreement are part of the Annexure to the Notice of the 28<sup>th</sup> Annual General Meeting.

**6. ADEQUACY OF INTERNAL CONTROL**

The Company has a proper and adequate system of internal control, to ensure that all assets are safeguarded, properly utilized and protected against loss from unauthorized use or disposition and those transactions are authorized & recorded by the concerned departments properly and reported to the Audit Committee/Board.

**7. PUBLIC DEPOSITS**

The Company has not accepted any public deposits within the meaning of Section 58A of the Companies Act, 2013 and Section 73 of the Companies Act, 2013 and the Rules made there under and as such, no amount on account of principal or interest on Public Deposits was outstanding on the date of the Balance Sheet.

**8. DIRECTORS RESPONSIBILITY STATEMENT**

In pursuance to the provisions of Section 134(3) of the Companies Act, 2013, we, the Directors confirm that:

- i) In the preparation of the accounts, the applicable accounting standards have been followed along with proper explanations and there are no material departures from the same.
- ii) Appropriate accounting policies have been selected and applied consistently, and have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of your Company for that period.
- iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The annual accounts have been prepared on a going concern basis except in respect of manufacturing activities which have been discontinued.

**9. AUDIT COMMITTEE**

To ensure the composition & independence of the Committee as per the Companies Act, 2013, the Audit Committee has been re-constituted of 3 Directors viz



Mr.Kamal Kishore sharma, Mr.Anil Kumar and Mr. NandKishore Sharma. All the members of Audit Committee are financially literate and have accounting knowledge to interpret and understand the financial statements. Mr. Anil Kumar has been re-confirmed to be the Chairman of the Audit Committee.

**10. LISTING / DE-LISTING OF SHARES**

The Shares of your Company are presently listed on the Delhi Stock Exchange Limited, New Delhi (DSE) and the Annual Listing Fees for the year 2014-15 has already been paid.

**11. AUDITORS**

The retiring Statutory Auditors, namely, M/s. Sanjay Singhania & Co., (Firm Registration No.:014099N) Chartered Accountants, New Delhi, hold office until the conclusion of forthcoming Annual General Meeting (AGM) and being eligible, seek their re-appointment. The Auditors have furnished a certificate to the effect that their re-appointment, if made, at the ensuing AGM, will be within the limits prescribed under Section 141 of the Companies Act, 2013 and that they are not beneficially holding any security or interest in the Company as defined under Companies Act, 2013. The Board on recommendation of the Audit Committee recommends the re-appointment of M/s. Sanjay Singhania & Co. as Statutory Auditors for the next three (3) Financial Years i.e. 2014-15, 2015-16 & 2016-17 subject to annual ratification by the members at the AGM. Members are requested to consider their re-appointment and authorize the Board of Directors to fix their remuneration for the year 2014-15.

**12. AUDITORS' REPORT**

The Auditors' Report on the Accounts of the Company for the period under review is self – explanatory and requires no comments.

**13. CORPORATE GOVERNANCE**

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a separate section titled "Report on Corporate Governance" has been included in this Annual Report. Your Directors are pleased to report that your company fully adheres to the standards set out by the Securities & Exchange Board of India's Corporate Governance Practices and has implemented all of its stipulations. A certificate from the Company's Statutory Auditors in terms of Clause 49 of the Listing Agreement is annexed to and forms part of the Directors' Report. The CEO certificate duly signed forming part of the Corporate Governance Report, has been submitted to the Board. All Board Members have also affirmed compliance to the Code of Conduct.

**14. HUMAN RESOURCE DEVELOPMENT**

The Company always follows the policy of creating a healthy environment and work culture resulting into harmonious inter-personnel relations. The relations at all levels of the Company have remained very cordial throughout the year.

**15. PARTICULARS OF EMPLOYEES**

During the period under review, no employee received salary in excess of the limits as prescribed under the Act. Accordingly, no particulars of employees are being given pursuant to Section 217(2A) of the Companies Act, 1956.

**16. VIGIL MECHANISM**

Pursuant to the provisions of Section 177 (9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

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

Information with respect to conservation of energy, absorption, foreign exchange earnings and outgo pursuant to Section 217(1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is not applicable at present because there were no manufacturing activities in the Company during the year under review.

**18. ACKNOWLEDGEMENT**

Your Directors are pleased to place on record their appreciation and express their gratitude to the Company's Bankers, Clients, Advisors and Business Associates for their continued and valuable co-operation and support to the Company from time to time.

Your Directors also wish to express their gratitude to investors for the faith that they continue to repose in the Company.

Your Directors would also like to place on record their appreciation for committed services rendered by the employees at all levels of your company and its subsidiary companies.

Date : 30.05.2014  
Place : New Delhi

**FOR AND ON BEHALF OF  
SNS PROPERTIES AND LEASING LIMITED**  
Sd/- Sd/-  
(Nand Kishore) (Anil Kumar)  
**Director Director**  
DIN - 03400345 DIN - 03165013

## CORPORATE GOVERNANCE REPORT

This report on corporate governance forms part of the Annual Report. Corporate governance refers to a combination of laws, regulations, procedures, implicit rules and good corporate practices that ensure that a Company meets its obligations to optimise shareholders' value and fulfil its responsibilities to the community, customers, employees, Government and other segments of society. Your Company is committed on adopting the best practices of Corporate Governance as manifested in the Company's functioning to achieve the business excellence by enhancing long-term shareholders' value. Efficient conduct of the business of the Company through commitment to transparency and business ethics in discharging its corporate responsibilities is hallmarks of the best practices followed by the Company. This report on Corporate Governance, besides being in compliance of the mandatory Listing Agreement, gives an insight into the functioning of the Company.

### 1. Company's Philosophy

In order to ensure sustainable returns to all stakeholders of the business, it is imperative, especially for large organizations, to adopt and follow certain policies, procedures and processes, which together constitute a "Code of Corporate Governance." It is important that such a Code is institutionalized, to ensure transparency, consistency and uniformity of decision making processes and actions. Your company has always believed in such a "Sound" Code of Corporate Governance, as a tool for highest standards of management and business integrity.

### 2. Board of Directors

#### A) Composition:

The present strength of the Board consists of 4 Directors who are professionals and are drawn from diverse fields. The majority of the Directors of the Board are Non- Executive Directors.

B) The composition of the Board of Directors and their attendance at the Board Meetings during the year and at last Annual General Meeting of the Company as also the number of other Directorship/Chairmanship in Indian Public Limited Companies as on 31.03.2014 are as follows:-:

Name of the Director & DIN	Category	Attendance at the last AGM	No. of Board meetings attended	No. of Directorships and Committee Membership / Chairmanship in other Companies		
				Directorship	Committee Chairmanship*	Committee membership*
Mr. Anil Kumar (DIN: 03165013)	Non Executive Director	Present	4	-	-	-
Mr. Gulshan Kumar (DIN : 03167859)	Non Executive Director	Absent	-	-	-	-
Mr. Nand Kishore (DIN : 03400345)	Non Executive Independent Director	Present	4	2	-	-
Mr. Kamal Kishore Sharma (DIN:02774401)	Non Executive Independent Director	Absent	4	1	-	-

\* For the purpose of Clause 49, the Committees considered are Audit Committee and Shareholders/ Investors Grievance Committee of Public Limited Companies.

C) During the year 2013-14, Four (4) Board Meetings were held viz. on 15.05.2013, 14.08.2013, 13.11.2013 & 14.02.2014. The necessary Quorum was present for all the meetings.

### 3. Audit Committee

The Audit Committee of the Company has been re-constituted of 3 Non-Executive Directors viz. Mr. Anil Kumar, Mr. Nand Kishore and Mr. Kamal Kishore Sharma. All the Members of Audit Committee are financially literate and have accounting knowledge to interpret and understand the financial statements. Mr. Anil Kumar is the Chairman of the Audit Committee.

The Audit Committee meetings are held at the Registered Office of the Company and Statutory Auditor and Head of Accounts Department are invitees to the meetings. The terms of reference of the Audit Committee are specified on the pattern as contained in Section 177 of the Companies Act, 2013 and also in the clause 49 of the Listing Agreement.

During the year 2013-14, 4 (Four) Audit Committee were held viz. on 15.05.2013, 14.08.2013, 13.11.2013 & 14.02.2014.

### 4. Directors Remuneration

None of the Directors have been paid any remuneration during the year.

#### Shares held by the Non- Executive Directors

Details of Equity Shares of the Company held by the Non-Executive Directors as on 31<sup>st</sup> March 2014.

Name of the Director	Category	No. of Equity Shares held
Mr. Anil Kumar (DIN: 03165013)	Non Executive Director	73,250
Mr. Gulshan Kumar (DIN : 03167859)	Non Executive Director	73,300
Mr. Nand Kishore (DIN : 03400345)	Non Executive Independent Director	Nil
Mr. Kamal Kishore Sharma (DIN:02774401)	Non Executive Independent Director	Nil

### 5. Stakeholders Relationship Committee

Mr. Anil Kumar, Mr. Nand Kishore and Mr. Kamal Kishore Sharma, Director(s) of the Company are Members of the Committee duly constituted by the Board and Mr. Nand Kishore is the Chairman of the Committee.

The terms of reference of the Stakeholders Relationship Committee are in accordance with the Listing Agreement of Stock Exchange as amended from time to time.

During the year, no stakeholders queries/ requests were received. There were no outstanding investor complaints as on 31<sup>st</sup> March 2014.

#### 6. Nomination & Remuneration Committee

The Nomination & Remuneration Committee is constituted of three Non-Executive Directors viz. Mr. Anil Kumar, Mr. Nand Kishore & Mr. Kamal Kishore Sharma, who are free from any business or other relationships.

The role of the Nomination & Remuneration Committee is to look into the entire gamut of remuneration package for the Executive Director(s), KMPs & Senior Management and revise their remuneration suitably within the limits prescribed under the Companies Act, 2013.

#### 7. Code of Conduct

The Board has laid down a Code of Conduct for all Board Members and Senior Management of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the applicable Code of Conduct. The Declaration signed by the Managing Director of the Company to this effect is enclosed and form part of this report.

#### 8. Risk Management

The Company has established an effective risk assessment and minimization procedures, which are reviewed by the Board periodically. There is a structure in place to identify and mitigate various risks faced by the Company from time to time. New risks are identified and after their assessment their controls are designed, put in place with specific responsibility of the concerned person for its timely achievement.

#### 9. General Body Meetings

The details of last three Annual General Meetings are given below:

Year	Location	Date	Time
2013	D2-11, Budh Vihar, Phase- I, New Delhi - 110 086	30.09.2013	10.30 AM
2012	D2-11, Budh Vihar, Phase- I, New Delhi - 110 086	29.09.2012	10.30 AM
2011	13, Bela Road, Civil Lines, Delhi- 110054	30.09.2011	11.00 AM

No special resolution was passed by postal ballot during the financial year 2013-14.

The Company has not proposed any special resolution to be conducted through postal ballot.

#### 10. Disclosures

There was no material/significant transaction with the directors or the management and their relatives etc. that have any potential conflict with interest of the Company at large. Also there has not been any non-compliance by the Company in respect of which penalties or strictures were imposed by the Stock Exchanges or Securities Exchange Board of India (SEBI) or any other Statutory Authority during the last three years.

Further, the Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement. The Company may also take up the non-mandatory requirements of Clause 49 in due course of time.

#### 11. Means of Communication

The Company communicates with the shareholders at large through its Annual Report, publication of financial results and by filing of various reports and returns with the statutory bodies like Stock Exchange and Registrar of Companies. The quarterly results are published in newspapers viz. Financial Express and Uttam Hindu.

#### 12. Audit Qualifications

The Audit qualifications pertaining to the financial results are self – explanatory and require no comments.

#### 13. General Information for Shareholders.

i. Corporate Identification No. (CIN): L65922DL1985PLC020853

ii. Annual General Meeting :

The Annual General Meeting of SNS Properties And Leasing Limited will be held on Tuesday, the 30<sup>th</sup> day of September 2014, at 11:30 A.M. at D2-II, Budh Vihar, Phase -I , New Delhi.

iii. Date of Book Closure : 26.09.2014 to 30.09.2014 (both days inclusive)

iv. Record Date : 30.09.2014

v. Financial Year (Tentative): 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015

Tentative calendar of events for the Financial Year 2014-15 is

First Quarterly Results	:	On or Before 14 <sup>th</sup> August, 2014
Second Quarterly Results	:	On or Before 14 <sup>th</sup> November, 2014
Third Quarterly Results	:	On or Before 14 <sup>th</sup> February, 2015
Audited Results for the year 2013-14	:	On or Before 30 <sup>th</sup> May, 2015

vii. Listing : The securities of the Company are listed on the following Stock Exchange:  
Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, New Delhi 110002 (India)  
The listing fees has been paid to the said Stock Exchange for the year 2014-15.

viii. Stock Code

Delhi Stock Exchange Limited : 5083.

**ix. Stock Market Data**

Since there is no trading in Securities on the exchanges, where the shares of your company are listed, there is no stock market share price data.

**x. Registrar and Share Transfer Agent:**

Pursuant to the circular issued by the Securities & Exchange Board of India, the Company has assigned the physical share transfer work to M/s Skyline Financial Services Ltd. The work related to Share Transfer Registry in terms of both physical and electronic mode is being dealt at single point with:

Skyline Financial Services (P) Ltd.,

D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi

Ph: 011-26812682/83/84, Fax: 011-26812681, Email: [admin@skylinerta.com](mailto:admin@skylinerta.com)

**xi. Share Transfer System**

Shares sent for transfer in physical form are registered within a fortnight (If in order and complete in all respect) and then returned the same to the respective shareholders duly transferred in their names.

Your Company has appointed a SEBI registered Registrar & Transfer Agent viz Skyline Financial Services (P) Ltd. for looking after the physical share transfer work of the company.

The shareholders are requested to send all shares in physical form for transfer to the Registered Office of the Company and/or to the Registrar & Share Transfer Agent of the Company i.e Skyline Financial Services (P) Limited.

The Company has constituted a Share Transfer Committee of its Directors. The Share Transfer Committee meets once in month to consider transfer/ transmission/demat/remat cases and other allied matters.

**xii. Distribution of Shareholding Pattern of the Company as on 31.03.2014**

S.No	Category	No. of Shares	% of Shares
1	Promoters	146550	14.66
2	Bodies Corporate	89000	8.9
3	Other Individual Public	764450	76.44
4	NRI	NIL	0
5	Banks/FIIs	NIL	0
	<b>Total</b>		

**xiii. Break-up of Equity /Dematerialization of Shares**

Category	No. of Shares in Physical form	% of Shares
Promoters	146550	14.66
Non-Promoters	853450	85.34
<b>Total</b>	<b>1000000</b>	<b>100.00</b>

xiv. During the financial year ended on 31<sup>st</sup> March, 2014, the Company has not issued any GDRs / ADRs.

**xv. Address for Correspondence**

Regd. Office : D2-11, BUDH VIHAR, PHASE - I , NEW DELHI - 110 086

Tele. No. : 011-26414441, E-mail : [sns.prop.ltd@gmail.com](mailto:sns.prop.ltd@gmail.com)

xvii. **Compliance Officer:** Mr. Nand Kishore, Director & Compliance Officer.

## Management Discussion and Analysis Report.

The Company's operations continue to be mainly focused in the areas of providing leasing, financing and investment advisory and counselling service to other entities .

SNS Properties and Leasing Limited has been able to bring in higher operating efficiencies within the company based on the understanding and strength of our superior knowledge of local markets and efficient, proactive and conservative approach.

### FUTURE OUTLOOK

SNS Properties and Leasing Limited is currently engaged in providing leasing, financing and investment advisory and counselling service to other entities. The Company intends to continue focusing on same.

At the same time the company has plans to expand its business by offering a wide array of financial products and services.

In the upcoming years, SNS Properties and Leasing Limited will strive to be one of the top financial consulting businesses in India focused on delivering superior customer experience through class leading services and competitive products while providing consistent and superior returns to the company's shareholders and at the same time maintaining the high levels of integrity.

### ADEQUACY OF INTERNAL CONTROL

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently.

The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

### RISKS & CONCERNS

Being a Financial Consulting company, SNS Properties and Leasing Limited is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The measurement, monitoring and management of risk remains key focus areas for the company as a deliverable to the client.

## CEO CERTIFICATE

Pursuant to Clause 49 (V) of the Listing Agreement of the Stock Exchange, we hereby certify that:

- a. We have reviewed the financial statements and the Cash Flow Statement for the year and that to the best of our 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 our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
  
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we 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 or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
  
- d. We have indicated to the auditors and the Audit committee:
  - I. significant changes, if any, in internal control over financial reporting during the year;
  - II. significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
  - III. that no instances of significant fraud have come to our notice.

**For SNS Properties and Leasing Limited**

Sd/-

**Mr. Nand Kishore**

(DIN : 03400345)

**Director**

**Place: New Delhi**

**Date : 30.05.2014**

## CERTIFICATE OF COMPLIANCE OF THE CODE OF CONDUCT OF THE COMPANY

This is to state that the Company had duly adopted a Code of Conduct. After adoption of the Code of Conduct, the same was circulated to all the Board Members and Senior Management Personnel for compliance. It is affirmed that all the Board Members and Senior Management Personnel have complied with the Code of Conduct and have a confirmation in this regard.

**For SNS Properties and Leasing Limited**

Sd/-

**Mr. Nand Kishore**

(DIN : 03400345)

**Director**

**Place: New Delhi**

**Date : 30.05.2014**

**AUDITORS' CERTIFICATE**

Auditor's Certificate on compliance with the conditions of Corporate Governance under Clause 49 of the Listing Agreement

To  
The Members,  
SNS Properties and Leasing Limited

We have examined the compliance of conditions of Corporate Governance by SNS Properties and Leasing Limited for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said company with the Stock Exchange(s) in India.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, We certify that the Company has complied with

the conditions of Corporate Governance as stipulated under Clause 49 in above mentioned Listing Agreement.

We 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 Sanjay Singhania & Co.  
Chartered Accountants  
FRN 014099N**

**Place : New Delhi  
Dated : 30.05.2014**

**Sd/-  
(Sanjay Singhania)  
Prop.  
Membership No. 093409**

## COMPLIANCE CERTIFICATE

CIN No. of the Company	:	L65922DL1985PLC020853
Authorised Capital	:	Rs. 5,00,00,000/-
Paid up Capital	:	Rs. 99,41,750/-

To,

**The Members  
SNS PROPERTIES & LEASING LIMITED**

I have examined the registers, records, books and papers of M/s SNS Properties & Leasing Limited as required to be maintained under the Companies Act, 2013, and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31<sup>st</sup> March 2014. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies within the time prescribed under the Act and the rules made there under.
3. The company being a public limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met four times as per Annexure C during the year in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members and Share Transfer Books from 24.09.2013 to 30.09.2013 during the financial year.
6. The annual general meeting for the financial year ended on 31<sup>st</sup> March 2013 was held on 30<sup>th</sup> September 2013 after giving due notice to the members of the company and the resolution passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General meeting was held during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies referred to in Section 295 of the Act.
9. As reported by the Management, the company has not entered into the contracts falling within the purview of Section 297 of the Act.
10. The company has made necessary entries in the register maintained under Section 301 of the Act wherever applicable.
11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of Directors, members or Central Government.
12. The company has not issued any duplicate share certificates during the financial year.
13. The Company has:
  - (i) The company has delivered all the certificates on lodgment for transfer and Company not issued any shares during the financial year.
  - (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
  - (iii) The company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
  - (iv) The company was not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - (v) The Company has duly complied with the requirements of Section 217 of the Act.
14. There was no appointment of Director during the financial year. No appointment was made during the financial year ended on 31.03.2014.
15. There was no appointment of Managing Director/Whole-time Director/Manager during the financial year.
16. The company has not appointed any sole selling agent during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year.



18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act.
19. The company has not issued any shares/debentures during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As per Auditor's Report, the company has not accepted any deposits falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings under Section 293(1) (d) of the Companies Act, 1956.
25. As per Management, The company has made loans & investments, or given guarantees or provided securities, if any to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for the purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny. However, during the year under review, the Company has changed its Registered Office within the City.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.
31. No prosecution has been initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year, for offences under the Act.
32. The company has not received any money as security from its employees during the financial year.
33. As reported by the Management, The provisions of Provident Fund Rules are not at present applicable to the Company

Place: Ludhiana  
Date: 14.08.2014

Sd/-  
SANJAY KUMAR AGGARWAL  
Company Secretary  
C.P. No. : 7604

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#### Annexure A

Registers as maintained by the Company  
Statutory Registers

- I. Register of Members under Section 150
- II. Minutes of Books of the Proceedings of Board and General Meeting under Section 193& 196
- III. Books of Accounts under Section 209
- IV. Register of Managing Directors, Manager, Secretary and Directors under Section 303
- V. Register of Director's Shareholding under Section 307
- VI. Register of Charges
- VII. Register of Investments

#### Annexure B

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending 31<sup>st</sup> March 2013

S.No.	Form No. / Return	SRN	Date
1	Form 66	Q21085774	30.10.2013
2	Form 20B	Q25971516	29.11.2013
3	Form 23AC/ACAXBRL	Q21288220	30.10.2013
4	Form 23B	S26388025	30.10.2013

#### Annexure C

Dates of Board Meeting held during the year: 15.05.2013, 14.08.2013, 13.11.2013 & 14.02.2014

## INDEPENDENT AUDITORS' REPORT

To  
The Members of  
SNS Properties & Leasing Ltd  
New Delhi.

### Report on the Financial Statements

We have audited the accompanying financial statements of **SNS Properties & Leasing Ltd.** which comprise the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. 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.

### Auditors' 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 the 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, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the 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 aforesaid 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, 2014;
- (b) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("CARO" / "the Order") issued by the Central Government in terms of Section 227(4A) 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 purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs)
  - (e) On the basis of the written representations received from the directors taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

**For Sanjay Singhania & Co.**  
Chartered Accountants  
FRN 014099N

Place : New Delhi  
Dated : 30.05.2014

Sd/-  
(Sanjay Singhania)  
Prop.  
Membership No. 093409

**Annexure to the Auditors Report****(Referred to in paragraph 1 of our report of even date)**

- (i). a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) As explained to us, the management has physically verified these fixed assets during the year and no serious discrepancies have been noticed. In our opinion, the frequency of verification of fixed assets is reasonable. To the best of our knowledge, no material discrepancy have been noticed on verification.  
c) No substantial part of the fixed assets have been disposed off during the year.
- ii a) The inventory, which are held in physical form has been physically verified during the year by the management and in our opinion the frequency of verification is reasonable.  
b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of inventory followed by the company is reasonable and commensurate with the size of company and the nature of its business.
- (iii) The company has neither granted nor taken any loans, secured or Unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 and hence the reporting requirements under clause (iii) are not applicable.
- (iv) In our opinion and according to the information and explanation given to us during the course of audit, there are adequate internal control procedure commensurate with size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods as applicable. Further, on the basis of our examination of books and records of the company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across nor have we been informed of any instance of major weaknesses in the aforesaid internal control procedures.
- (v) Based upon the audit procedures applied by us and according to the information and explanation given to us, we are of the opinion that no transactions were required to be entered into the register required to be maintained section 301 of the Act.
- (vi) The company is dealing or trading in shares, securities debentures and other investments and maintaining proper records of transactions and contracts and also timely entries have been made therein. Shares, securities debentures and other securities have been held by the company in its own name except to the extent of the exemption, if any, granted under section 49 of the Act.
- (vii) The company has not accepted any deposits from public within the meaning of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975.
- (vii) In our opinion, the company has an adequate system of internal audit which is commensurate with the size and nature of its business.
- (ix) We are informed that maintenance of cost records has not been prescribed by the Central Government under Section 209(1) (d) of the Companies Act, 1956 in respect of the Company's product.
- (x) The company is regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Cess and any other statutory dues with the appropriate authorities where ever applicable No amount was outstanding for more than six months as on the date of Balance Sheet from the date they became payable.
- (xi) The company's accumulated losses at the end of the financial year are more than fifty per cent of its net worth as on 31.3.2014. The company has not incurred cash losses during the current year and immediately preceding year.
- (xii) According to the information and explanations given to us and as per books and records examined by us, the company has not defaulted in repayment of dues to any financial institution or bank.
- (xiii) According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiv) The company does not fall within the category of Chit fund/Nidhi/Mutual Benefit fund/Society and hence the related reporting requirements are not applicable.
- (xv) The company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, and according to the information and explanations given to us, the company has not raised any term loan during the year and hence the related reporting requirements are not applicable.
- (xvii) According to the information and explanation given to us and as per the books and records examined by us, as on the date of balance sheet, the fund raised by the company on short-term basis have not been applied for long term investments. .
- (xviii) The company has not made any preferential allotment of shares during the year to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.

- (xix) The company has not issued any debentures during the year.
- (xx) The company has not raised any money by way of public issues during the year.
- (xxi) During the course of our examination of books and records of the company carried out in accordance with the generally accepted auditing practices in India we have neither come across any instance of fraud on or by the company, nor have we been informed of such case by the management.

**For Sanjay Singhania & Co.**  
**Chartered Accountants**  
**FRN 014099N**

**Place : New Delhi**  
**Dated : 30.05.2014**

**Sd/-**  
**(Sanjay Singhania)**  
**Prop.**  
**Membership No. 093409**

## BALANCE SHEET AS AT 31ST MARCH, 2014

(Amount in Rupees)

Particulars	Note	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
Share capital	1	9,941,750	9,941,750
Reserves and surplus	2	(6,915,252)	(6,921,195)
		<b>3,026,498</b>	<b>3,020,555</b>
<b>Non-current liabilities</b>			
Deferred tax liabilities	3	1,375	1,763
<b>Current liabilities</b>			
Other current liabilities	4	3,260,581	3,640,323
		<b>3,260,581</b>	<b>3,640,323</b>
<b>TOTAL</b>		<b>6,288,454</b>	<b>6,662,641</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Fixed assets	5	9,878	11,949
Non-current investments	6	20,000	20,000
Long-term loans and advances	7	33,110	33,110
		<b>62,988</b>	<b>65,059</b>
<b>Current assets</b>			
Inventories	8	5,600,000	5,600,000
Cash and cash equivalents	9	63,411	72,582
Short-term loans and advances	10	562,055	925,000
		<b>6,225,466</b>	<b>6,597,582</b>
<b>TOTAL</b>		<b>6,288,454</b>	<b>6,662,641</b>

## Significant Accounting Policies Notes on Financial Statements 1 to 20

As per our Report of even date

For SANJAY SINGHANIA & Co.  
Chartered Accountants  
Firm Registration Number 014099N

For and on behalf of the Board

Sd/-  
(SANJAY SINGHANIA)  
PROP.  
Membership Number 093409

Sd/-  
(ANIL KUMAR)  
Director  
DIN- 03165013

Sd/-  
(NAND KISHORE)  
Director  
DIN- 03400345

New Delhi, 30th May, 2014

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

(Amount in Rupees)

Particulars	Note	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
<b>INCOME</b>			
Revenue from operations	11	208,941	190,039
<b>Total Revenue</b>		<b>208,941</b>	<b>190,039</b>
<b>Expenses</b>			
Employee benefits expense	12	60,000	30,000
Finance costs	13	1,066	1,809
Depreciation	5	2,071	2,722
Other expenses	14	140,249	141,808
<b>Total Expenses</b>		<b>203,386</b>	<b>176,339</b>
<b>Profit before tax</b>		<b>5,555</b>	<b>13,700</b>
<b>Tax expense:</b>			
Current tax		-	-
Deferred tax		(388)	(507)
Current tax expense relating to prior years		-	-
<b>Profit for the year</b>		<b>5,943</b>	<b>14,207</b>
<b>Earnings per equity share of face value Rs. 10 each</b>			
Basic and Diluted ( in Rs.)		0.01	0.01
Weighted average number of shares outstanding		1,000,000	1,000,000

## Significant Accounting Policies Notes on Financial Statements 1 to 20

As per our Report of even date

For SANJAY SINGHANIA & Co.  
Chartered Accountants  
Firm Registration Number 014099N

For and on behalf of the Board

Sd/-  
(SANJAY SINGHANIA)  
PROP.  
Membership Number 093409

Sd/-  
(ANIL KUMAR)  
Director  
DIN- 03165013

Sd/-  
(NAND KISHORE)  
Director  
DIN- 03400345

New Delhi, 30th May, 2014

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

	For the year ended 31st March, 2014		For the year ended 31st March, 2013	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from operating activities</b>				
Net Profit before tax and extraordinary items		5,555		13,700
<i>Adjustments for:</i>				
Depreciation and amortisation	2,071		2,722	
		<u>2,071</u>		<u>2,722</u>
Operating profit before working capital changes		7,626		16,422
<i>Changes in working capital:</i>				
<i>Adjustments for increase / (decrease) in operating assets:</i>				
Trade receivables	-		87,915	
Short-term loans and advances	362,945		650,000	
<i>Adjustments for increase / (decrease) in operating liabilities:</i>				
Other current liabilities	(379,742)		(756,565)	
		<u>(16,797)</u>		<u>(18,650)</u>
		(9,171)		(2,228)
Cash flow from extraordinary items		-		-
Cash generated from operations		(9,171)		(2,228)
Net income tax (paid) / refunds		-		-
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>(9,171)</b>		<b>(2,228)</b>
<b>B. Cash flow from investing activities</b>				
Net cash flow (used in) investing activities (B)		-		-
<b>C. Cash flow from financing activities</b>				
Net cash flow from / (used in) financing activities (C)		-		-
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>(9,171)</b>		<b>(2,228)</b>
Cash and cash equivalents at the beginning of the year		72,582		74,810
Cash and cash equivalents at the end of the year		63,411		72,582
As per our Report of even date				

For SANJAY SINGHANIA & Co.  
Chartered Accountants  
Firm Registration Number 014099N

For and on behalf of the Board

Sd/-  
(SANJAY SINGHANIA)  
PROP.  
Membership Number 093409

Sd/-  
(ANIL KUMAR)  
Director  
DIN- 03165013

Sd/-  
(NAND KISHORE)  
Director  
DIN- 03400345

New Delhi, 30th May, 2014

## Notes forming part of the Financial Statements

## Note 1 Shares Capital

Particulars	As at 31 March, 2014		As at 31 March, 2013	
	Number of Shares	Amount	Number of Shares	Amount
<b>Authorised</b>				
Equity shares of Rs.10 each	5,000,000	50,000,000	5,000,000	50,000,000
<b>Issued</b>				
Equity shares of Rs.10 each	1,000,000	10,000,000	1,000,000	10,000,000
<b>Subscribed and fully paid up</b>				
Equity shares of Rs.10 each	976,700	9,767,000	976,700	9,767,000
<b>Subscribed but not fully paid up</b>				
Equity shares of Rs.10 each	23,300	174,750	23,300	174,750
<b>Total</b>	<b>1,000,000</b>	<b>9,941,750</b>	<b>1,000,000</b>	<b>9,941,750</b>

1.1 The Company has only one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share.

1.2 The details of shareholders holding more than 5% shares:

Name of the Shareholder	As at 31 March, 2014		As at 31 March, 2013	
	Number of Shares held	% of holding	Number of Shares held	% of holding
Anil Kumar	73,250	7.33	73,250	7.33
Gulshan Kumar	73,300	7.33	73,300	7.33

1.3 The reconciliation of the number of shares and amount outstanding is set out below :

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Number of Shares held	Number of Shares held
Equity Shares at the beginning of the year	1,000,000	1,000,000
Equity Shares at the end of the year	1,000,000	1,000,000

## Note 2 Reserves and surplus

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Profit and Loss Account		
As per last Balance Sheet	(6,921,195)	(6,935,402)
Add: Profit for the year	5,943	14,207
<b>Closing balance</b>	<b>(6,915,252)</b>	<b>(6,921,195)</b>

## Note 3 Deferred Tax Liability

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Deferred Tax Liability		
Related to fixed assets	1,375	1,763
<b>Total</b>	<b>1,375</b>	<b>1,763</b>

## Note 4 Other current liabilities

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Other payables	3,260,581	3,640,323
<b>Total</b>	<b>3,260,581</b>	<b>3,640,323</b>



## Note 5 Fixed assets

PARTICULARS	GROSS BLOCK				Accumulated depreciation				NET BLOCK-	
	Balance as at 1st April, 2013	Additions	Disposals/ Transfer	Balance as at 31st March, 2014	Balance as at 1st April, 2013	Depreciation expense for the year	Eliminated on disposal of assets	Balance as at 31st March, 2014	Balance as at 31st March, 2014	Balance as at 31st March, 2013
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Office equipment	25,650	-	-	25,650	18,512	993	-	19,505	6,145	7,138
Air Conditioner	12,000	-	-	12,000	8,756	451	-	9,207	2,793	3,244
Computer	17,900	-	-	17,900	16,332	627	-	16,959	941	1,568
<b>Total</b>	<b>55,550</b>	<b>-</b>	<b>-</b>	<b>55,550</b>	<b>43,601</b>	<b>2,071</b>	<b>-</b>	<b>45,672</b>	<b>9,878</b>	<b>11,949</b>
Previous year	55,550	-	-	55,550	40,879	2,722	-	43,601	11,949	

## Note 6 Non-current Investments

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Investments (At cost):		
Investment in equity instruments (Unquoted)	20,000	20,000
<b>Total</b>	<b>20,000</b>	<b>20,000</b>

## Note 7 Long -term loans and advances

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Advance income tax (net of provision for tax)	33,110	33,110
<b>Total</b>	<b>33,110</b>	<b>33,110</b>

## Note 8 Inventories

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Stock-in-trade		
Securities	5,600,000.00	5,600,000.00
<b>Total</b>	<b>5,600,000.00</b>	<b>5,600,000.00</b>

## Note 9 Cash and cash equivalents

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Cash in hand	39,904	55,202
Balances with banks		
In current accounts	23,507	17,380
<b>Total</b>	<b>63,411</b>	<b>72,582</b>

**Note 10 Short-term loans and advances**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Other Receivable Unsecured, considered good	562,055	925,000
<b>Total</b>	<b>562,055</b>	<b>925,000</b>

**Note 11 Revenue from operations**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Operative Income	208,941	190,039
<b>Total</b>	<b>208,941</b>	<b>190,039</b>

**Note 12 Employee benefits expense**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Salaries and Other Allowances	60,000	30,000
<b>Total</b>	<b>60,000</b>	<b>30,000</b>

**Note 13 Finance costs**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Bank Charges	1,066	1,809
<b>Total</b>	<b>1,066</b>	<b>1,809</b>

**Note 14 Other expenses**

Particulars	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.
Audit Fees		
Statutory Audit	4,000	4,000
Taxation Matters	1,000	1,000
Fee & Taxes	2,605	2,396
General Expenses	2,018	6,835
Printing & Stationery	31,070	30,400
Postage, Telegram, Telephone & Telex	30,050	38,400
A.G.M. Expenses	2,500	3,060
Advertisement & Publicity	64,006	55,717
Professional charges	3,000	-
<b>Total</b>	<b>140,249</b>	<b>141,808</b>

**15. Contingent Liabilities**

No Contingent Liability exists at the end of financial year

16. Disclosures, relating to amounts unpaid as at the year end together with interest required under the Micro, Small and Medium Enterprises Development Act, 2006 have been given to the extent company has received intimation from "Suppliers" regarding their status under the said Act.

17. Balances of Sundry Debtors, Loans & Advances and Sundry creditors are subject to confirmation. In the opinion of Board of Directors, Current assets, Loans & Advances have the value at which they are stated, if realized in ordinary course of business.

**18. Related Party Disclosures**

As required by AS-18, Related Party Disclosures, are given below:

Key Management  
Personnel

Mr. Nand Kishore  
Mr. Anil Kumar  
Mr. Gulshan Kumar  
Mr. Kamal Kishore Sharma

There are no Transactions with related parties during the year.

19. The company is engaged in the business of Real Estate and Leasing activities and there are no separate reportable segments as per Accounting standard -17 on "Segment reporting".

20. Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For Sanjay Singhania & Co.  
Chartered Accountants  
FRN014099N

Sd/-  
Sanjay Singhania  
Prop.  
Membership No. 093409

For & on behalf of the Board

Sd/-  
(Anil Kumar)  
Director  
DIN-03165013

Sd/-  
(Nand Kishore)  
Director  
DIN-03400345

New Delhi, 30th May, 2014

**SIGNIFICANT ACCOUNTING POLICIES****A Basis of Preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956. The financial statements have been prepared on accrual basis under the historical cost convention.

**B. Use of Estimates**

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

**C. Fixed Assets**

Fixed assets are carried at cost less accumulated depreciation and impairment losses, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use and other incidental expenses incurred up to that date. Subsequent expenditure relating to fixed assets is capitalized only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

**D. Depreciation and Amortization**

Depreciation has been provided as per written down value Method (WDV), at the rates mentioned below:

<b>Nature of Assets</b>	<b>Rate of Deprectiaion</b>
Computer	40%
Office Equipments	13.91%
Air Conditioner	13.91%

The rates are prescribed in schedule XIV of the Companies Act, 1956.

**E. Impairment of Assets**

The company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of cash generating unit which the asset belongs to, is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit & Loss Account. If at the balance sheet date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount subject to maximum of depreciable historical cost.

**F. Investments**

Current investments are carried at lower of cost and fair value. Long Term investments are stated at cost. Provision for diminution in the value of long- term investments is made only if such a decline is other than temporary.

**G. Inventories:**

Inventories are valued at cost at the lower of cost and the net realizable value

**H. Revenue Recognition**

The Company follows the mercantile system of accounting and recognized Profit & Loss on that basis.

**I. Borrowing Costs**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

**J. Taxes on income**

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation and carry forward of losses are recognized only if there is virtual certainty that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

**K. Provisions and contingencies**

Contingent liabilities, if material, are disclosed by way of notes, contingent assets are not recognized or disclosed in the financial statements, A provision is recognized when an enterprise has a present obligation as a result of past event(s) and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation(s), in respect of which a reliable estimate can be made for the amount of obligation.

**PROXY FORM**

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

**SNS PROPERTIES AND LEASING LIMITED**

(CIN: L65922DL1985PLC020853)

Regd. Office : D2-11, BUDH VIHAR, PHASE -I , NEW DELHI - 110086

Name of the member (s):.....
Registered Address:.....
E-mail Id: .....
Folio No/ Client Id:.....
DP ID:.....

I/We being a member(s) of ..... shares of SNS Properties and Leasing Limited, hereby appoint

1. Name : ..... E-mail Id:.....  
 Address : ..... Signature:..... or failing him
2. Name : ..... E-mail Id:.....  
 Address : ..... Signature:..... or failing him
3. Name : ..... E-mail Id:.....  
 Address : ..... Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting/ Extraordinary general meeting of the company, to be held on Tuesday, the 30th day of September, 2014 at 11.30 a.m. / p.m. at Regd. Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution	I / We assent to the resolution	I / We dissent to the resolution (Against)
1.	Adoption of the audited Balance Sheet and Profit & Loss Account for the year ended March 31, 2014 and the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Mr. Anil Kumar (DIN: 03165013), who retires by rotation and being eligible, seeks re-appointment.		
3.	To re-appoint Statutory Auditors of the Company		
4.	Appointment of Mr. Kamal Kishore Sharma (DIN: 02774401 ) as an Independent Director		
5.	Appointment of Mr. Nand Kishore (DIN: 03400345) as an Independent Director		

Signed this..... day of \_\_\_\_\_ 2014.



.....  
Signature of shareholder

.....  
Signature of Proxy holder(s)

**NOTES:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
6. The member has the option of indicating the manner in which the vote be cast. This is only optional. If the member leaves the 'For' or 'Against' column blank against any or all the resolutions, the Proxy will be entitled to vote in the manner as he/she thinks appropriate.

**SNS PROPERTIES AND LEASING LIMITED**

(CIN: L65922DL1985PLC020853)

Regd. Office : D2-11, BUDH VIHAR, PHASE - I , NEW DELHI

**ATTENDANCE SLIP**

(Please complete and hand it over at the entrance of the meeting hall.)

(Only Members or their Proxies are entitled to be present at the Meeting)

Folio No.....

Name of Shareholder/Joint Shareholder/Proxy .....

Address .....

.....

No. of Shares held.....

I/We hereby record my/our presence at the 28<sup>th</sup> Annual General Meeting held on Tuesday, the 30<sup>th</sup> September, 2014 at 11.30 A.M. at the Registered Office of the Company.

SIGNATURE OF THE MEMBER(S)/PROXY(S) PRESENT.....

**Registered Post**

*If undelivered, please return to:*

**SNS PROPERTIES AND LEASING LIMITED**

(CIN: L65922DL1985PLC020853)

REGD. OFFICE : D2-11, BUDH VIHAR, PHASE -I ,  
NEW DELHI - 110 086