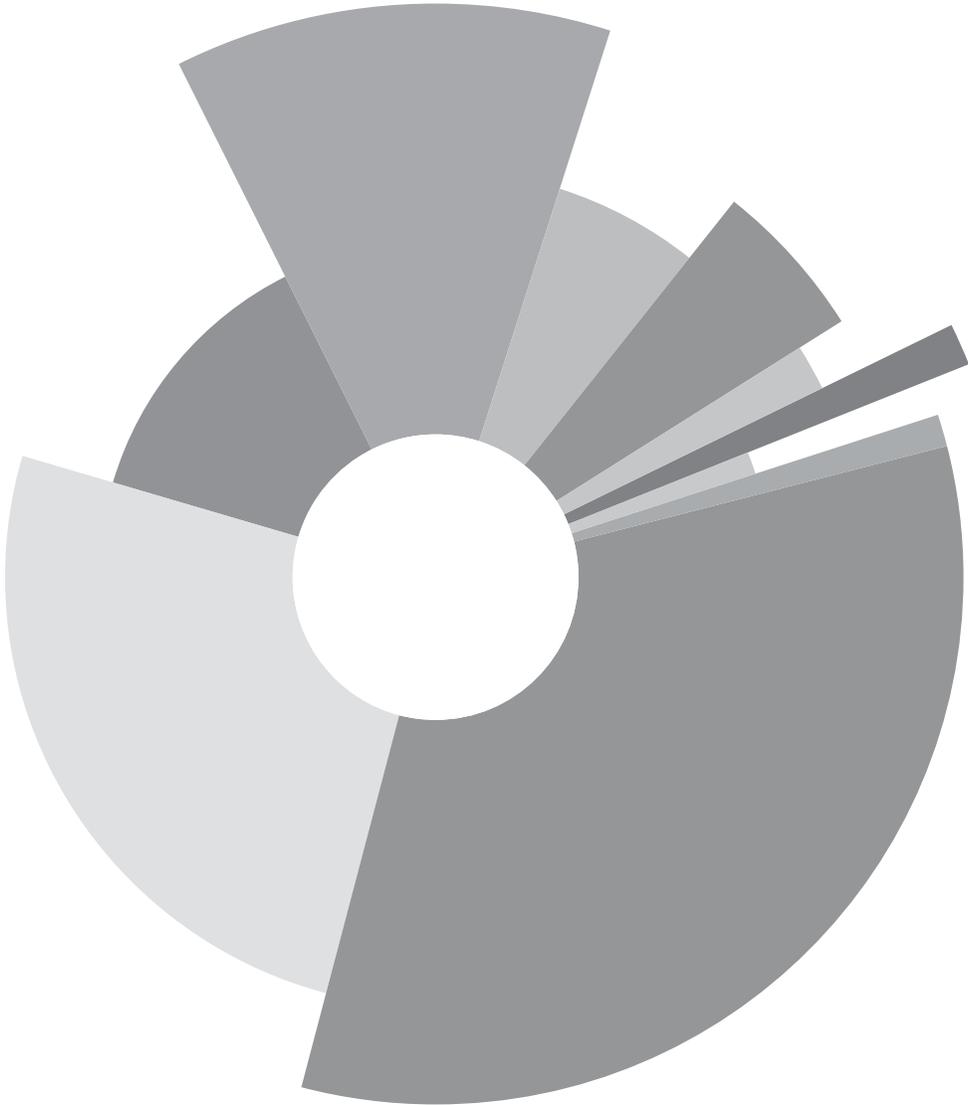


ANNUAL REPORT
2015-2016



**LESHA
INDUSTRIES
LIMITED**

ANNUAL REPORT 2015 - 2016

BOARD OF DIRECTORS

Ashok C. Shah *Chairman*
Shalin A. Shah *Director*
Hitesh Donga *Director*
Dakshaben Bhatt *Director*
(From 30/03/2015 to 10/08/2016)

AUDITORS

M/s. GMCA & Co.
Chartered Accountants
Ahmedabad

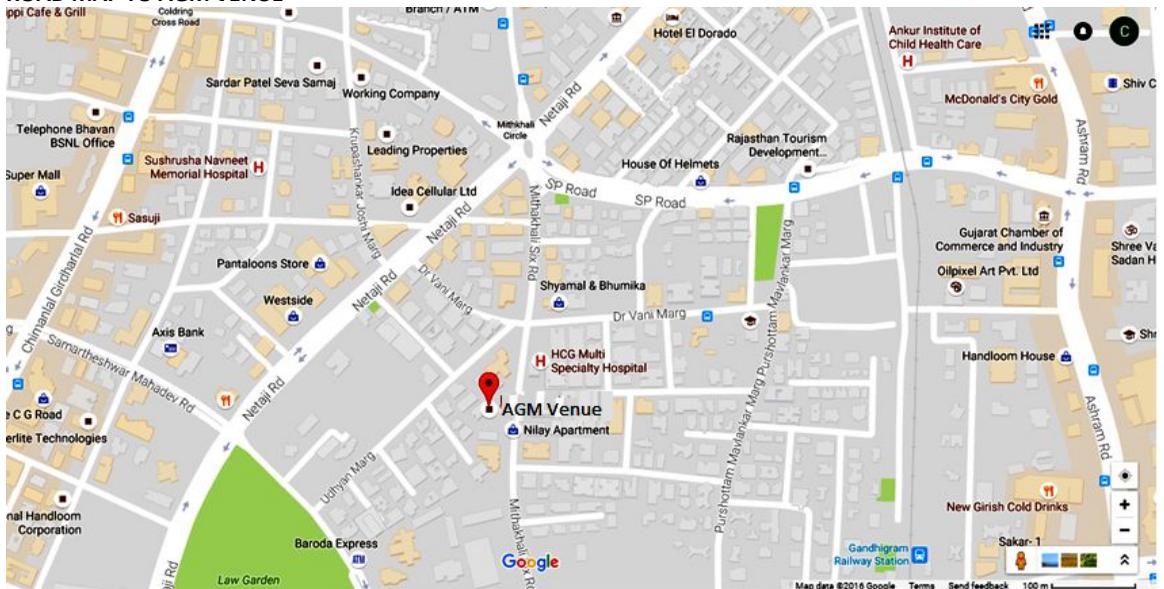
REGISTERED OFFICE

7th Floor, Ashoka Chambers,
Mithakhali Six Roads,
Ahmedabad - 380006.

REGISTRAR & SHARE TRANSFER AGENTS

Purva Sharegistry (India) Pvt. Ltd.
Shiv Shakti Industrial Estates, Unit No. 9
J. R. Boricha Marg,
Opp. Kasturba Hospital Lane
Lower Parel (E),
Mumbai - 400 011.

ROAD MAP TO AGM VENUE



NOTICE

Notice is hereby given that **Annual General Meeting** of **Lesha Industries Limited** will be held at the registered office of the Company on Thursday, 29th Day of September, 2016 at 3:00 P.M. to transact following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors, Auditors and the Secretarial Report thereon.
2. To re-appoint Mr. Ashok C. Shah (DIN: 02467830), who is liable to retire by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, M/s. GMCA & Co., Chartered Accountants (Firm Registration No.109850W), be and are hereby appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Annual General Meeting to be held in 2021 (subject to ratification of reappointment by the members at every AGM held after this AGM) of the Company, on a remuneration as may be agreed upon by the Board of Directors and the Auditors.”

SPECIAL BUSINESS:

4. To approve investment limit up to Rs. 20 crores.

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

“RESOLVED THAT pursuant to Section 186 and other applicable provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time and subject to such approvals as may be necessary; the consent of Company be and is hereby accorded to the Board of Directors of the Company (including any Committee which the Board may have constituted or hereinafter constitute to exercise the power conferred by this Resolution) to make investment and acquire by way of subscription, purchase or otherwise, securities of any bodies corporate or to make investment in Mutual Fund, provided that the total amount of such investments shall not exceed Rs. 20 Crores at any time.

“RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.”

**Place: Ahmedabad
Date: August 13, 2016**

For and on behalf of the Board

**SD/-
Shalin Shah
Director
DIN: 00297447**

**Annexure to the Notice of Annual General Meeting
Details of Directors seeking Appointment/Reappointment in Annual General Meeting**

Name of the Director	Ashok Shah (DIN: 02467830)
Age (Yrs.)	72 years
Brief Resume and expertise	Engineering and Administrative Degree. He has vast experience of more than 40 years in technical and administrative fields.
Designation	Director
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman of Stakeholders' Relationship committee and Member of Nomination And Remuneration Committee
No. of Shares held in the Company	476253
Other Directorship	1. Gujarat Natural Resources Limited 2. Ashnisha Alloys Private Limited 3. Lesha Agro Foods Private Limited 4. Shree Ghantakarna Rolling Mills Private Limited 5. Coe Infosystems Private Limited

Mr. Ashok C. Shah and Mr. Shalin Shah are related as Father-Son. No other directors are related inter se.

Explanatory Statement as required under Section 102 of the Companies Act, 2013.

Item No. 4

With a view to expand the business and in the interest of growth and development of the Company, the Company has decided to make investments in other bodies corporate. In this regards, Board of Directors has decided to seek approval of shareholders to make investment exceeding sixty per cent of paid up capital, free reserves and securities premium account or one hundred per cent of free reserves and securities premium account whichever is more.

None of the Directors of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their equity holdings in the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

**Place: Ahmedabad
Date: August 13, 2016**

For and on behalf of the Board

**SD/-
Shalin Shah
Director
DIN: 00297447**

NOTES:

1. ANY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. 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, provided such person shall not act as a proxy for any other person or shareholder.
3. The Proxy form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the time of commencement of the meeting.
4. The Register of Members and share transfer books of the Company will remain closed from 26th September, 2016 to 29th September, 2016 (both days inclusive).
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. All documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on any working day except Saturdays and holidays up to the date of Annual General Meeting. Shareholders seeking any information with regards to accounts are requested to write to the Company at least 10 days before the date of Annual General Meeting so as to enable the management to keep the information ready.
7. Updation of Email Id: The Shareholders are requested to intimate their Email Id to the Company or update their email registered with Depository Participants, if the same is changed.
8. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
9. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.lesha.in.
10. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs/ RTA. The registered e-mail address will be used for sending future communications.

11. Voting through electronic means:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means. The facility of casting votes using an electronic voting system from a place other than the AGM venue ('remote e-voting') will be provided to the members by Central Depository Services (India) Limited (CDSL).

The Company is providing facility for voting by electronic means and the business may be transacted through such electronic voting. The facility for voting through ballot paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on <September 26, 2016, 9.00 a.m.> and ends on <September 28, 2016, 5.00 p.m.>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 23, 2016> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department. For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for <Lesha Industries Limited>.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone

users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a 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 linked in the login should be mailed to 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.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) Mr. Chintan Patel, Partner, M/s. Patel & Associates, Company Secretaries, Ahmedabad has been appointed as the Scrutinizer for conducting the e-voting process.

Directors' Report

To,
The Members,

Your Directors have pleasure in presenting their **Annual Report** on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March, 2016.

1. FINANCIAL SUMMARY/HIGHLIGHTS OF PERFORMANCE OF THE COMPANY:

Financial Results		(₹ in Lacs)	
Particulars	Year ended 31/03/2016	Year ended 31/03/2015	
Total Revenue	896.71	677.01	
Expenditure	899.64	690.46	
Profit before Depreciation	(2.94)	(13.45)	
Depreciation	2.99	4.22	
Profit/(Loss) before Tax	(5.93)	(17.67)	
Provision for Taxation			
Income Tax	---	----	
Deferred Tax	---	----	
Profit/(Loss) after Tax	(5.93)	(17.67)	

2. PERFORMANCE:

Income from trading of Steel products and dealing in shares and securities increased as compared to previous year and consequently total revenue for the year has increased. However, due to rise in cost of expenses, the Company has incurred loss during the year. The Management of the Company is taking efforts for the development of the Company.

3. DIVIDEND:

Due to loss during the year, the Company is not able to declare Dividend.

4. TRANSFER TO RESERVE:

Reserves & Surplus at the end of the year stood at ₹ 11,60,20,126 as compared to ₹ 11,66,13,580 at the beginning of the year.

5. SHARE CAPITAL:

At present, the Company has only one class of shares – equity shares with face value of ₹ 10/- each. The authorized share capital of the company is ₹ 19,00,00,000/- divided into 1,90,00,000 equity shares of ₹ 10/- each. The paid up share capital of the company is ₹ 94,336,380/- divided into 94,336,38 equity shares of ₹ 10/- each.

6. DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

7. ENERGY, TECHNOLOGY AND FOREIGN EXCHANGE:

During the period under review, several energy conservation initiatives were adopted and were taken by the Company. There are no plans to import any kind of technology for the project and hence information regarding its absorption is not applicable. There was no research activities carried out during the year as well as no foreign exchange income or outgo during the year.

8. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no such material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report which can affect the financial position of the Company.

9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS:

The Hon'ble High Court of Gujarat at Ahmedabad vide its Order dated 11th July, 2016 has directed the Company to convene meetings of its equity shareholders and unsecured creditors at the registered office of the Company on 22nd August, 2016 at 11:00 A.M. and 12:00 noon respectively, for approving the Scheme of Arrangement in the Nature of Demerger of Trading and Investment Business of Leshya Industries Limited into Ashnisha Alloys Private Limited. The said Scheme is yet to be approved by the Hon'ble High Court of Gujarat.

No other orders have been passed by the Regulators/Court or Tribunals which can impact the going concern status and Company's operation in future.

10. DETAILS OF SUBSIDIARY/JOINT VENTURES/ASSOCIATE COMPANIES:

There are no Subsidiary/Joint Ventures/Associate Companies.

11. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT BY THE COMPANY:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

12. MEETING OF BOARD OF DIRECTORS:

During the year under the review, 6 (six) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Companies Act, 2013 and Rules made thereunder. Details of Board and Board committee meetings held during the year are given in the Corporate Governance Report.

The Board meeting dates are finalized in consultation with all directors and agenda papers backed up by comprehensive notes and detailed background information are circulated well in advance before the date of the meeting thereby enabling the Board to take informed decisions.

The intervening gap between the Board Meetings was within the period prescribed under the Companies Act, 2013.

13. EXTRACTS OF ANNUAL RETURN:

An extract of Annual Return in Form MGT-9 is attached herewith as ANNEXURE-II.

14. INSURANCE:

All the Properties of the Company are adequately insured.

15. RELATED PARTY TRANSACTIONS:

There are no materially significant related party transactions made by the Company which may have a potential conflict with the interest of the Company at large and thus disclosure in Form AOC-2 is not required.

16. DIRECTORATE AND KEY MANAGERIAL PERSONNEL:

The Board of Directors of your company has various executive and non-executive directors including Independent Directors who have wide and varied experience in different disciplines of corporate functioning.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ashok C. Shah (DIN: 02467830) retires by rotation at the ensuing Annual General Meeting and being eligible in terms of Section 164 of the Act offers himself for re-appointment.

Mrs. Dakshaben Dhirenbbhai Bhatt (DIN: 03472634), has resigned from the post of Independent Director of the Company with effect from 10th August, 2016, the Board took note of the same in its meeting held on 13th August, 2016.

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

17. EVALUATION OF BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board had carried out performance evaluation of its own, the Board Committees and of the Independent directors. Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

The following were the Evaluation Criteria:

(a) For Independent Directors:

- Knowledge and Skills
- Professional conduct
- Duties, Role and functions

(b) For Executive Directors:

- Performance as Team Leader/Member.
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set Goals and achievements
- Professional Conduct, Integrity
- Sharing of Information with the Board

The Directors expressed their satisfaction with the evaluation process.

18. POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of a Director. No remuneration is paid to any of the Directors of the Company.

19. MANAGERIAL REMUNERATION:

The Company had not paid any remuneration to Executive Directors or any sitting fees to Non-Executive Directors for attending any meetings during the financial year ended 31st March, 2016.

20. INDEPENDENT DIRECTORS' MEETING:

Independent Directors of the Company had met during the year under the review on March 30, 2016.

21. COMMITTEES OF THE BOARD:

During the year, in accordance with the Companies Act, 2013, the Board re-constituted some of its Committees.

There are currently **Three Committees** of the Board, as follows:

Audit Committee

Nomination and Remuneration Committee

Stakeholders' Relationship Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "**Report on Corporate Governance**", a part of this Annual Report.

22. AUDITORS:

A. Statutory Auditors

M/s. Pradip B. Gandhi & Co., Chartered Accountants (Firm Registration No.118674W) have tendered their resignation from the position of Statutory Auditors due to pre-occupancy. The Company has appointed M/s. GMCA & Co., Chartered Accountants (Firm Registration No.109850W) to fill the casual vacancy caused by the resignation of M/s. Pradip B. Gandhi & Co., Chartered Accountants (Firm Registration No.118674W) in its Extra Ordinary General Meeting held on 01/02/2016 to hold the office of the Statutory Auditors of the Company until the conclusion of forthcoming Annual General Meeting.

As per Section 139 of the Companies Act, 2013 the Board recommends to appoint M/s. GMCA & Co., Chartered Accountants (Firm Registration No.109850W), as Statutory Auditors of the Company at the forthcoming Annual General Meeting.

The Company has obtained a written confirmation under section 139 of the Companies Act, 2013 from M/s. GMCA & Co., Chartered Accountants (FRN 109850W) that their appointment, if made, would be in conformity with the limits specified under the Act.

The Report given by the Auditors on the financial statements of the Company is part of the Annual Report. The notes to the accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Patel & Associates, Practicing Company Secretaries, Ahmedabad to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed herewith as **Annexure IV**

There is no qualification, reservation or adverse remark in the report.

C. Internal Auditors:

The Board of Directors has appointed M/s. Naimish K. Shah & Co., Chartered Accountant (FRN 106828W) as Internal Auditors of the Company for the F. Y. 2016-17.

23. INTERNAL FINANCIAL CONTROL SYSTEM AND COMPLIANCE FRAMEWORK:

The Company has an Internal Financial Control System, commensurate with size, scale and complexity of its operations. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations. The Company has appointed M/s. Naimish K. Shah & Co., Chartered Accountant (FRN 106828W) as an Internal Auditors of the Company. The Audit Committee in consultation with the internal auditors formulates the scope, functioning, periodicity and methodology for conducting the internal audit. The internal auditors carry out audit, covering inter alia, monitoring and evaluating the efficiency & adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations and submit their periodical internal audit reports to the Audit Committee. Based on the internal audit report and review by the Audit committee, process owners undertake necessary actions in their respective areas. The internal auditors have expressed that the internal control system in the Company is robust and effective. The Board has also put in place requisite legal compliance framework to ensure compliance of all the applicable laws and that such systems are adequate and operating effectively.

24. RISK MANAGEMENT:

Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to help ensure that there is a robust system of risk controls and mitigation in place. Senior management periodically reviews this risk management framework to keep updated and address emerging challenges. Major risks identified for the Company by the management are Currency fluctuation, Compliances of various applicable Laws, Regulatory changes, Manufacturing & Supply, Litigation, Technological Changes and new capital investments return. The management is however, of the view that none of the above risks may threaten the existence of the Company as robust Risk mitigation mechanism is put in place to ensure that there is nil or minimum impact on the Company in case any of these risks materialize.

25. VIGIL MECHANISM AND WHISTLE BLOWER POLICY:

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a Whistle Blower Policy/ Vigil Mechanism to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed and to report to the management instances of unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct.

26. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

27. DIRECTORS' RESPONSIBILITY STATEMENT:

In accordance with Section 134(5) of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors state that-

- i. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 31st March, 2016 and of the profit and loss of the company for that period;
- iii. The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 2013 and Rules made thereunder for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. The directors had prepared the annual accounts on a going concern basis; and
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

28. CORPORATE GOVERNANCE:

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreement with the Stock Exchange.

As per Regulation 15(2) of the SEBI Listing Regulations, compliance with the corporate governance provisions as specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V, shall not apply to the Company. Although as a good governance practise a detailed report on Corporate Governance is given as a part of the Annual Report. The Certificate of the non applicability of submission of Report on Corporate Governance is attached to the Report on Corporate Governance. Report on Corporate Governance is given elsewhere in this Annual Report, herewith attached as **ANNEXURE V**.

29. CORPORATE GOVERNANCE CERTIFICATE – NON APPLICABILITY:

The Certificate of the non applicability of submission of Report on Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the report on Corporate Governance, herewith attached as **Annexure VI**.

30. CORPORATE SOCIAL RESPONSIBILITY:

The Company is not covered under section 135 of Companies Act, 2013 hence details regarding policy on Corporate Social Responsibility is not applicable to the Company.

31. GENERAL SHAREHOLDER INFORMATION:

General Shareholder Information is given in Report on Corporate Governance forming part of the Annual Report.

32. ACKNOWLEDGEMENT:

Your Directors take this opportunity to express their gratitude for the unstinted commitment, dedication, hard work and significant contribution made by employees at all levels in ensuring sustained growth of the Company. Your Directors also sincerely thank to all the stakeholders, customers, vendors, bankers, business associates, government, other statutory bodies and look forward to their continued assistance, co-operation and support.

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-	SD/-
Ashok Shah	Shalin Shah
Director	Director
DIN: 02467830	DIN: 00297447

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**➤ INDUSTRIAL STRUCTURE AND DEVELOPMENT:**

The Company is in business of trading of steel products, electronics goods and dealing in shares and securities. However Competition in the industry is continuously increasing and management is taking steps to sustain in the emerging high tech market.

➤ OVERVIEW:

The financial statements have been prepared in compliance with the requirement of the Companies Act, 2013 and Generally Accepted Accounting Principles (GAAP) in the India. The management of the company accepts responsibility for the integrity and objectivity of these financial statements, as well as for various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present the company's state of affairs and profit for the year.

➤ THREATS:**COMPETITION:**

Competition in the domestic as well as international market has intensified and forced the players to adopt aggressive marketing strategy and promotional campaigns to capture and protect their market shares, The Company has the plans to penetrate better in to world market, especially through the customer retention and business development in the regions which have not been tapped.

Sharp fluctuations in value of the Indian Rupee and the rising inventory prices have put pressure on the profitability of the Company.

➤ SEGMENT WISE AND PRODUCT WISE PERFORMANCE:

Details on segment wise performance of the Company is provided separately in Notes to Accounts.

➤ RISK AND CONCERN:

The risk management function is integral to the company and its objectives includes ensuring that critical risk are identified continuously, monitored and managed effectively in order to protect the company's business.

However, the changes in the tax laws, Government policies and regulatory requirement might affect the company's business. Uncontrolled variation in price of input materials could impact the company's profitability to the extent that the same are not absorbed by the market through price increase and / or could have a negative impact on the demand in the market.

The management has already taken initiatives in advance for mitigating the above mentioned risk and concerns/challenges. The company has taken major initiatives like strong marketing efforts, focus on cost reduction through inventory management techniques, introduction of new products and manufacturing process without compromising quality of products and retain talented employees etc.

➤ INITIATIVES BY THE COMPANY:

The Company has taken the following initiatives:

Concentration on reduction of costs by undertaking specific exercise in different fields.

Concentration in Increase of Shareholders Wealth and Profit of the Company.

The Company is quite confident that the overall productivity, profitability would improve in a sustainable manner, as a result of this strategy.

➤ OUTLOOK:

The profit margins in the industry are under pressure. However, the Company has taken remedial measures. The Company is confident to meet the challenges with its strength in marketing network, its strategic planning, Research & Development productivity improvement and cost reduction exercise.

➤ INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Company places significant emphasis and efforts on the internal control systems. The Company has appointed an independent firm of Chartered Accountant for the same with such powers and responsibilities that are required to ensure the adequacy of the internal Control System.

➤ HUMAN RESOURCE:

Your Company firmly believes that employees are the most valuable assets and key players of business success and sustained growth. Various employee benefits, recreational and team building efforts are made to enhance employee skills, motivation as also to foster team spirit. Industrial relations were cordial throughout the year.

➤ HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION:

Your Company has complied with all the applicable environmental laws and labour laws. The Company has been complying with the relevant laws and has taking all necessary measures to protect the environment.

➤ CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-	SD/-
Ashok Shah	Shalin Shah
Director	Director
DIN: 02467830	DIN: 00297447

ANNEXURE – I TO THE DIRECTORS REPORT**FOREIGN EXCHANGE EARNINGS AND OUTGO:**

	2015-16	2014-15
Foreign Exchange Earning	Nil	Nil
Foreign Exchange out go	Nil	Nil

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-
Ashok Shah
Director
DIN: 02467830

SD/-
Shalin Shah
Director
DIN: 00297447

ANNEXURE – II TO THE DIRECTORS REPORT

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L27100GJ1992PLC018607
2.	Registration Date	23 rd November, 1992
3.	Name of the Company	Lesha Industries Limited
4.	Category/Sub-category of the Company	Company limited by shares and Indian Non-Government Company
5.	Address of the Registered office & contact details	7 th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad-380006.
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. Unit No.9, Shiv Shakti Ind. Area, J.R. Boricha Marg, Lower Parel (E), Mumbai-400011. Email:- busicomp@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Trading of Steel	54321	61.68%
2	Trading of Electronics	51395	37.45%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NO HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
Nil	Nil	Nil	Nil	Nil	Nil

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

A) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year as on 1 st April, 2015				No. of Shares held at the end of the year as on 31 st March, 2016				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	15,96,583	Nil	15,96,583	16.92	15,96,583	Nil	15,96,583	16.92	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corp.	17,90,640	Nil	17,90,640	18.90	17,90,640	Nil	17,90,640	18.98	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any other Foreign Individual	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total shareholding of Promoter (A)	33,87,223	Nil	33,87,223	35.91	33,87,223	Nil	33,87,223	35.91	Nil
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	297	297	0.00	Nil	297	297	0.00	Nil
c) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) FIs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	Nil	297	297	0.00	Nil	297	297	0.00	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	2505640	8578	2514218	26.65	2042141	8578	2050719	21.74	-4.91
ii) Overseas	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4,20,981	4,92,628	9,13,609	9.68	12,30,449	4,92,630	17,23,079	18.27	+8.59

ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	25,36,612	22,194	25,58,806	27.12	21,73,407	22,194	21,95,601	23.27	-3.85
c) Others (specify)									
NRI/OCB	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
OTHERS	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Non Resident Indians	82	Nil	82	0.00	2305	Nil	2305	0.02	+0.02
Overseas Corporate Bodies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Nationals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Clearing Members	Nil	Nil	Nil	Nil	19655	Nil	19655	0.21	+0.21
Hindu Undivided Family	59,403	Nil	59,403	0.63	54759	Nil	54759	0.58	-0.05
Foreign Bodies - D R	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(2):-	55,22,718	5,23,400	60,46,118	64.09	55,22,716	5,23,402	60,46,118	64.09	Nil
Total Public Shareholding (B)=(B)(1)+ (B)(2)	55,22,718	5,23,697	60,46,415	64.09	55,22,716	5,23,699	60,46,415	64.09	Nil
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	89,09,941	5,23,697	94,33,638	100	89,09,939	5,23,699	94,33,638	100	0.00

B) SHAREHOLDING OF PROMOTER-

Sr. No.	Shareholder's Name	No. of Shares held at the beginning of the year as on 1 st April, 2015			No. of Shares held at the end of the year as on 31 st March, 2016			% change in shareholding during the year
		No. of Shares	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	No. of Shares*	% of total Shares of the co.	% of Shares Pledged / encumbered to total shares	
1	Shalin A. Shah	831241	8.81	Nil	831241	8.81	Nil	Nil
2	Tanya Estates Pvt. Ltd.	516240	5.47	Nil	516240	5.47	Nil	Nil
3	Ashok C. Shah	476253	5.05	Nil	476253	5.05	Nil	Nil
4	Shree Ghantakarna Rolling Mills Pvt. Ltd.	454950	4.82	Nil	454950	4.82	Nil	Nil
5	Ashinisha Alloys Pvt. Ltd.	414450	4.39	Nil	414450	4.39	Nil	Nil
6	Lesha Agro Foods Pvt. Ltd.	405000	4.29	Nil	405000	4.29	Nil	Nil
7	Leena A. Shah	289089	3.06	Nil	289089	3.06	Nil	Nil

C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding During the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Shalin A. Shah				
2	At the beginning of the year	831241	8.81	831241	8.81
3	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
4	At the end of the year			831241	8.81
5	Tanya Estates Pvt. Ltd.				
6	At the beginning of the year	516240	5.47	516240	5.47
7	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
8	At the end of the year			516240	5.47
9	Mr. Ashok C. Shah				
10	At the beginning of the year	476253	5.05	476253	5.05
11	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
12	At the end of the year			476253	5.05
13	Shree Ghantakarna Rolling Mills Pvt. Ltd.				
14	At the beginning of the year	454950	4.82	454950	4.82
15	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
16	At the end of the year			454950	4.82
17	Ashinisha Alloys Pvt. Ltd.				
18	At the beginning of the year	414450	4.39	414450	4.39
19	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
20	At the end of the year			414450	4.39
21	Lesha Agro Foods Pvt. Ltd.				
22	At the beginning of the year	405000	4.29	405000	4.29
23	Date wise Increase / Decrease in	NO CHANGE	-	-	-

	Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
24	At the end of the year			405000	4.29
25	Leena A. Shah				
26	At the beginning of the year	289089	3.06	289089	3.06
27	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NO CHANGE			
28	At the end of the year			289089	3.06

**D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS AS ON 31ST MARCH, 2016:
(OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND DRS):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Increase / Decrease	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company			No. of shares	% of total shares of the company
1	Chintan N. Shah	891000	9.44	--	--	891000	9.44
2	Shaurya Organics Pvt. Ltd.	419850	4.45	--	--	419850	4.45
3	TIW Systems Pvt. Ltd.	419850	4.45	--	--	419850	4.45
4	Midrina Oil and Gas Sevices Pvt. Ltd.	419850	4.45	--	--	419850	4.45
5	Suryaja Infrastructure Pvt. Ltd.	419850	4.45	--	--	419850	4.45
6	Vishnubhai Chauhan	335500	3.55	Decrease	Sale	167318	1.77
7	Advanced Energy Resources & Managem	143100	1.51	--	--	143100	1.51
8	Janak Patel	270000	2.86	Decrease	Sale	112887	1.20
9	Daxaben Shah	100100	1.06	--	--	100100	1.06
10	Kintu Raichura	85122	0.90	--	--	85122	0.90

SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Mr. Shalin A. Shah				
2	At the beginning of the year	831241	8.81	831241	8.81
3	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / sweat equity etc.):	NO CHANGE			
4	At the end of the year			831241	8.81

5	Mr. Ashok C. Shah				
6	At the beginning of the year	476253	5.05	476253	5.05
7	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NO CHANGE			
8	At the end of the year			476253	5.05

None of the Directors expect from above hold any shares in the Company.

V. INDEBTEDNESS –

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

(in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0.00	115396274	0.00	115396274
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	115396274	0.00	115396274
Change in Indebtedness during the financial year				
* Addition	0.00	0.00	0.00	0.00
* Reduction	0.00	(104462372)	0.00	(104462372)
Net Change	0.00	(104462372)	0.00	(104462372)
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	10933902	0.00	10933902
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	10933902	0.00	10933902

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(₹ in Lacs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
	Name of Director	Shalin Shah Director	----
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL

4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify 1. PF Contribution 2. Gratuity Accrued for the year (Payable at Retirement/resignation)	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Companies Act 2013		5%

B. REMUNERATION TO OTHER DIRECTORS

Sr. No.	Particulars of Remuneration	Name of Directors			Total
		Amount			
1	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration				NIL
	Overall Ceiling as per the Companies Act 2013				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	NIL			
3	Sweat Equity				
4	Commission				
	- as % of profit others, specify...				
5	Others, please specify				
	Total				

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NONE		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NONE		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NONE		
Punishment					
Compounding					

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-	SD/-
Ashok Shah	Shalin Shah
Director	Director
DIN: 02467830	DIN: 00297447

ANNEXURE-III TO THE DIRECTORS REPORT**1. Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:**

- i. The ratio of the remuneration of each Director to the Median Remuneration of the Employees of the Company for the Financial Year 2015-16 and
- ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year

(Rs. In Lacs)

Sr. No.	Name of Director/KMP and its Designation	Remuneration to the Director / KMP for the Financial Year 2015-16	Percentage increase / decrease in remuneration in the Financial Year 2015-16	Ratio of Remuneration of each Director to the Median Remuneration of Employees
1	Mr. Shalin Shah (Director)	Nil	Nil	Nil
2	Mr. Ashok Shah (Director)	Nil	Nil	Nil
3	Mr. Hitesh Donga (Independent Director)	Nil	Nil	Nil
4	Mrs. Dakshaben Bhatt (Independent Director) (From 30/03/2015 to 10/08/2016)	Nil	Nil	Nil

- iii. Median Remuneration of Employees (MRE) of the Company is ₹ 0.44 Lacs for the Financial Year 2015-16.
- iv. The number of permanent employees on the rolls of the Company is four for the year ended 31st March, 2016.
- v. Overall increase in remuneration is in line with the performance of the Company.
- vi. The remuneration of the Key Managerial Personnel (KMP) is in line with the performance of the company—**N.A.**
- vii. As on 31st March, 2016 the Market Capitalization of the Company was 309.42 Lacs and Price Earnings Ratio was 54.67. No trades exist for the month of March 2015 and hence market capitalization and Price Earnings Ratio as on 31st March, 2015 cannot be provided.
- viii. Average percentage increase made in the salaries of employees other than the managerial personnel in the last Financial Year was 15%.

Average percentage increase made in the salary of the managerial personnel in the last Financial Year—**N.A.**

The increase in remuneration is determined based on the performance by the employees of the Company.

- ix. Variable component in remuneration of Directors of the Company—**N.A.**
- x. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year—**N.A.**
- xi. Affirmed that the remuneration paid is as per the Remuneration Policy of the Company—**N.A.**

2. There were no employees covered under rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-
Ashok Shah
Director

DIN: 02467830

SD/-
Shalin Shah
Director

DIN: 00297447

ANNEXURE – IV TO THE DIRECTORS REPORT**FORM NO. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

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

To,
The Members,
Lesha Industries Limited.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Lesha Industries Limited** (hereinafter called the Company) (CIN: L27100GJ1992PLC018607) having its registered office at **7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad-380006**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Lesha Industries Limited** (the Company) for the financial year ended on 31st March, 2016 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.
- (iii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- A) The Company has maintained a Register of Directors' Attendance as prescribed in the Secretarial Standards.
- B) The Directors have signed against their respective names after the meeting has been held.
- C) The Company had not received any proxy forms for the Annual General Meeting for the financial year ended 31st March, 2015.
- D) The Company has complied with requirements of at least one-third of the total number of directors as independent directors as stated in Clause-49 of Listing Agreement from 1st April, 2015 to 30th November, 2015 and as stated in Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015 to 31st March, 2016.
- E) The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited from 1st April, 2015 to 30th November, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015 to 31st March, 2016.
- F) The Company has obtained all necessary approvals under the various provisions of the Act;
- G) There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The following mentioned observations are made:

- A) The Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;
- B) The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct and ethics for Directors and Management Personnel;

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that the Hon'ble High Court of Gujarat at Ahmedabad vide its Order dated 11th July, 2016 has directed the Company to convene meetings of its equity shareholders and unsecured creditors at the registered office of the Company on 22nd August, 2016 at 11:00 A.M. and 12:00 noon respectively, for approving the Scheme of Arrangement

in the Nature of Demerger of Trading and Investment Business of Lesha Industries Limited into Ashnisha Alloys Private Limited. The said Scheme is yet to be approved by the Hon'ble High Court of Gujarat.

I further report that during the audit period, the Company has no other major / specific events, actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above viz.

- i.** Public/Right/Preferential issue of shares / debentures/sweat equity etc.
- ii.** Redemption / buy-back of securities
- iii.** Merger / amalgamation / reconstruction etc.
- iv.** Foreign technical collaborations.

The members of the Company have passed the following Special Resolutions in the Annual General Meeting of the Company held on 29/09/2015 for:

- (i) To authorise the Board of Directors of the Company under Section 180 (1) (c) of the Companies Act, 2013, to borrow an amount together with the money already borrowed shall not, at any time exceed not exceeding the sum of Rs. 30 crores (Rupees Thirty Crores only).

Place: Ahmedabad
Date: 13th August, 2016

For, Patel & Associates
Company Secretaries

SD/-
Chintan K. Patel
Partner
Mem. no.: A31987
COP no.: 11959

ANNEXURE V – TO THE DIRECTOR REPORT**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

Your Company adheres to good practices in Corporate Governance in its true spirit and benchmarks it with high standards. Corporate Governance is set of systems and practices to ensure that the operations of the Company are being managed in a way which ensures fairness, integrity, transparency and accountability in its dealings with its customers, stakeholders, dealers, lenders, government and employees. Company has guiding principles laid out through its Code of business conduct, duly adopted by directors and senior management personnel which have been posted on website of Company (www.lesha.in).

1. ETHICS/GOVERNANCE POLICIES:

At Leshya Industries Limited, we strive to conduct our business and strengthen our relationships in a manner that is dignified, distinctive and responsible. We adhere to ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Therefore, we have adopted various codes and policies to carry out our duties in an ethical manner. Some of these codes and policies are:

- ✓ Code of Conduct
- ✓ Vigil Mechanism
- ✓ Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions
- ✓ Board Performance Evaluation Policy
- ✓ Familiarization of Independent Directors Policy
- ✓ Policy for Selection of Directors and determining Directors Independence
- ✓ Policy for determining Material Subsidiaries.
- ✓ Risk Management Policy

2. BOARD OF DIRECTORS:**➤ Composition of the Board of Directors**

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors Pursuant Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The composition of the Board and category of Directors are as follows:

Executive Director	➤ Shalin A. Shah, Promoter Director
Non-Executive	➤ Hitesh Donga, Independent Director ➤ Ashok C. Shah, Promoter Non-Executive Director ➤ Daksha Bhatt, Independent Director (From 30/03/2015 to 10/08/2016)

Mrs. Dakshaben Bhatt (DIN: 03472634) who was appointed as Women Director (Non-Executive Independent Director) of the Company with effect from 30th March, 2015 has given her resignation from the directorship of the Company with effect from 10th August, 2016.

➤ Number of Board Meetings and Attendance of Directors:

During the financial year 2015-16, **6 (Six)** Board Meetings were held on **30/05/2015, 14/08/2015, 03/11/2015, 09/11/2015, 16/01/2016, and 19/02/2016.**

The Board meeting dates are finalized in consultation with all the directors and agenda papers with detailed notes and other background information, which are essential for the Board to effectively and reasonably perform their duties and functions, are circulated well in advance before the meeting thereby enabling the Board to take informed decisions.

The composition of Directors and the attendance at the Board Meeting during the year 2015-2016 and last Annual General Meeting are as under:

Name of Director	Category	No. of Directorships in other Companies	Membership of Board Committees		No. of Board Meetings Attended	Attendance at last AGM
			Chairman	Member		
Shalin A. Shah	Director	5	Nil	2	6	Yes
Ashok C. Shah	Director	5	1	1	6	Yes
Hitesh M. Donga	Independent Director	Nil	2	1	6	Yes
Daksha D. Bhatt	Independent Director	1	Nil	2	6	Yes

3. ANNUAL GENERAL MEETING:

The Annual General Meeting for the financial year ended on 31st March, 2015 was held on **29th September, 2015** and **35 Members were present** at Annual general meeting including proxy.

4. BOARD COMMITTEES:

As per the requirement of the Companies Act, 2013 read with Rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, various Board committees have been formed for better governance and accountability viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee.

The terms of reference of each committee are determined by the Board as per the requirement of law and their relevance is reviewed from time to time.

A. AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's responsibilities, an Audit Committee had been constituted by the Board. The terms of reference of this committee covers matters specified under Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 177 of the Companies Act, 2013 and other matters referred by the Board from time to time. Committee lays emphasis on adequate disclosures and compliance with all relevant statutes.

Main areas are deliberated as under.

- To provide an open avenue of communication between the independent auditors, internal auditors and the Board of Directors (BOD).
- To oversee the work of the independent auditors for the purpose of preparing or issuing an audit report or related work.
- Relying on the review and discussions with the management and the independent auditor, the Audit Committee believes that the Company's financial statements are fairly presented in conformity with Generally Accepted Accounting Principles in all material aspects.
- To consider and review the adequacy of internal control including computerized information system controls and inform periodically to the Board of Directors on significant activities.

The Constitution of the committee and the attendance of each member of the committee is given below:

The Committee comprises of three Directors. All members of the Audit Committee are financially literate. In the financial year 2015-16, four meetings were held on **30/05/2015, 14/08/2015, 09/11/2015 and 16/01/2016**. Composition of committee as on 31st March, 2016 and member's attendance at the meetings during the year are as under:

Name	Designation	Category
Mr. Hitesh Donga	Chairman	Non-Executive Independent
Mr. Shalin A. Shah	Member	Executive Director
Ms. Dakshaben Bhatt	Member	Non-Executive Independent

Attendance of each member of the committee:

Committee Members	Meetings held	Meetings attended
Mr. Hitesh Donga	4	4
Mr. Shalin A. Shah	4	4
Ms. Dakshaben Bhatt	4	4

B. NOMINATION AND REMUNERATION COMMITTEE:

Terms of reference of the committee comprise various matters provided under Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and section 178 of the Companies Act, 2013, and other matters referred by the Board from time to time. The Committee comprises of three Directors.

The Constitution of the committee and the attendance of each member of the committee is given below:

Name	Designation	Category
Mr. Hitesh Donga	Chairman	Independent Director
Mr. Ashok C. Shah	Member	Director
Ms. Dakshaben Bhatt	Member	Independent Director

Committee Members	Meetings held	Meetings attended
Mr. Hitesh Donga	1	1
Mr. Ashok C. Shah	1	1
Ms. Dakshaben Bhatt	1	1

C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

Stakeholders' Relationship Committee performs various functions provided under Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and section 178 of the Companies Act, 2013. The Committee comprises of three Directors out of which one is independent. It is headed by Mr. Ashok C. Shah, a Director.

Name	Designation	Category
Mr. Ashok C. Shah	Chairman	Director
Mr. Shalin A. Shah	Member	Director
Mr. Hitesh Donga	Member	Independent Director

Attendance of each member of the committee:

Committee Members	Meetings held	Meetings attended
Mr. Ashok C. Shah	4	4
Mr. Shalin A. Shah	4	4
Mr. Hitesh Donga	4	4

The Stakeholders' Relationship Committee has been constituted to administer the following activities:

- a. Transfer of shares

- b. Transmission of shares
- c. Issue of Duplicate Share Certificates
- d. Change of Status
- e. Change of Name
- f. Transposition of Shares
- g. Sub-Division of Share Certificates
- h. Consolidation of folios
- i. Shareholders' requests for Dematerialization of shares
- j. Shareholders' requests for Rematerialization of shares

The Committee meets from time to time and approves the transfer and transmission of shares, deletion of names, issue of duplicate share certificates etc. The Committee facilitates prompt and effective redressal of investors' complaints and the reporting of the same to the Board of Directors.

The Board has delegated the power of Share Transfer to Registrar and Share Transfer Agent, Purva Sharegistry (India) Pvt. Ltd, who processes the transfers.

- ✓ No. of shareholders' complaints received – 1
- ✓ No. of shareholders' complaints resolved - 1
- ✓ No. of complaints not solved to the satisfaction of shareholders -- **NIL**.
- ✓ No. of pending share transfers -- **NIL**.
- ✓ As at 31st March, 2016 no equity Shares were pending for transfer.

5. INDEPENDENT DIRECTORS' FAMILIARISATION PROGRAMME:

As per requirements under the Listing Agreement read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company undertook familiarization Programme for Independent Directors in order to familiarize them with business model, management structure, product portfolio, Industry overview, manufacturing operations, internal control system and processes, FOREX management, risk management framework, functioning of various divisions, HR Management etc. The policy on familiarization Programme for Independent Directors has been uploaded on the Company's website at the following link-

http://www.lesha.in/PDF_Reports/Policies/Familiarization%20Program%20for%20Independent%20Director.pdf

6. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct for fair disclosure and prevention of Insider Trading in order to regulate, monitor and control trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

7. SUBSIDIARY COMPANY:

No Subsidiary Company

8. POSTAL BALLOT AND E-VOTING:

During the year, the Company had not sought approval from the shareholders through Postal Ballot. The Company had provided e-voting facility at the time of Annual General Meeting for the year ended 31st March, 2015 and Extra Ordinary General Meeting held on 1st February, 2016. The Company had appointed Mr. Chintan K. Patel, Practising Company Secretary to act as Scrutinizer for the entire e-voting process.

9. ANNUAL GENERAL MEETINGS AND EXTRA ORDINARY GENERAL MEETING:

Details of last three AGMs held-

Year	Date	Time	Venue	No. of Special Resolutions passed

2012-13	30/09/2013	04:00 p.m.	7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad – 380 006	---
2013-14	30/09/2014	02:00 p.m.	7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad – 380 006	---
2014-15	29/09/2015	01:00 p.m.	7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad – 380 006	1

No Resolutions were put through postal ballot.

Resolutions were passed on show of hands at the Annual General Meetings for the financial years ended on 31st March, 2013 and through E-voting and poll at the Annual General Meeting for the financial year ended on 31st March, 2014 and 31st March, 2015.

There is one Special Resolutions passed at the Annual General Meeting for the financial year ended on 31st March, 2015.

During the year, an Extra Ordinary General Meeting was held on 1st February, 2016 where the Resolution was duly passed through E-voting and poll.

10. DEMAT / REMAT OF SHARES

Details of Shares Dematerialized / Rematerialized during the last financial year is as below:

a) Number of Demat requests approved	1
b) Number of Shares Dematerialized	152
c) Percentage of Shares Dematerialized	0.001%
d) Number of Remat requests approved	Nil
e) Number of Shares Rematted	Nil

Representatives of the Company are constantly in touch with M/s. Purva Sharegistry (India) Pvt. Ltd., Share Transfer Agents of the Company and review periodically the outstanding matters.

11. SHAREHOLDING OF NON-EXECUTIVE NON-PROMOTER DIRECTORS

Mrs. Daksha Bhatt, Independent Director holds 2000 equity shares in the Company.

12. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Mr. Ashok C. Shah, Non-Executive Director is the father of Mr. Shalin A. Shah, Director. No other Director of the Company is related to any other Director.

13. DISCLOSURES:

- A. There are no materially significant related party transactions that may have potential conflict with the interest of the Company at large.
- B. There were no instances of non-compliance nor have any penalties/strictures imposed by Stock Exchanges or SEBI or any other statutory authority on any matters related to capital market, during last 3 financial years.
- C. Whistle Blower Policy
In terms of Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has established vigil mechanism for directors, employees and other stakeholders to report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethical policy.
- D. The Company has also adopted policy on dealing with related party transactions (http://lesha.in/PDF_Reports/Policies/Related%20Party%20Transaction%20Policy.pdf)
- E. Details of Compliance with Mandatory requirements and adoption of Non-mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Mandatory requirements:

The Company complies with all the mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, with regard to corporate governance.

Non-Mandatory requirements:

- a) Office for non-executive Chairman at company's expense: No
- b) Half-yearly declaration of financial performance to each household of shareholders: Not complied
- c) Audit Qualifications: Complied as there are no audit qualifications
- d) Separate posts of Chairman & CEO: Not applicable
- e) Reporting of Internal Auditors directly to Audit Committee: Complied

F. CEO certification:

The Director of the Company has certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and the certificate forms part of Annual Report.

G. Accounting treatment

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 Act. The financial statements have been prepared on accrual basis under the historical cost convention.

14. MEANS OF COMMUNICATION:

Board of Directors approves and takes on record Unaudited Quarterly Results and Audited Annual Results in the prescribed form and announces forthwith the results and intimate to the Bombay Stock Exchanges Ltd. where the Company's shares are listed. The results are also published in two newspapers, one in English and the other in Regional Language.

15. ADDITIONAL INFORMATION TO SHAREHOLDERS**a. Annual General Meeting:**

Date: 29th September, 2016

Time: 03:00 p.m.

Address: 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad – 380 006

b. Calendar of Financial Year ended 31st March, 2016

The meetings of Board of Directors for approval of quarterly financial results during the Financial Year ended 31st March, 2016 were held on the following dates:

First Quarter Results: 14th August, 2015

Second Quarter and Half yearly Results: 9th November, 2015

Third Quarter Results: 16th January, 2016

Fourth Quarter and Annual Results: 30th May, 2016

c. Tentative Calendar for financial year ending 31st March, 2017

Unaudited Results for the quarter ended 30/06/2016	Second Week of August, 2016
Unaudited Results for the quarter ended 30/09/2016	Second Week of November, 2016
Unaudited Results for the last quarter ended 31/12/2016	Second Week of February 2017
Audited Results for the quarter ended 31/03/2017	Fourth Week of May 2017
Annual General Meeting for the year ending 31st March, 2017	September 30, 2017

d. Date of Book Closure

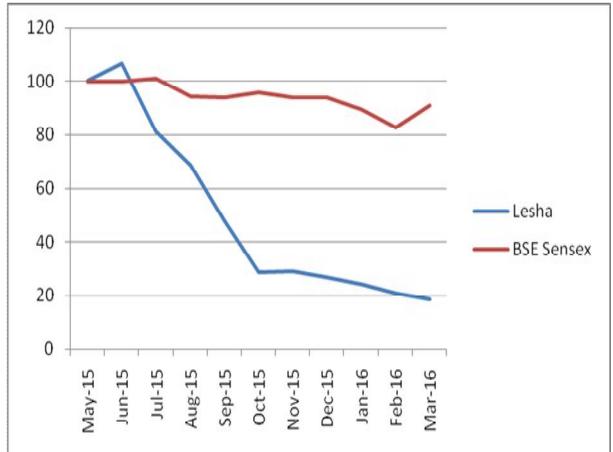
26th September, 2016 to 29th September, 2016 (both days inclusive) for Annual General Meeting.

e. Regd. Office

7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad – 380 006

- f. Equity shares of the Company are listed on Bombay Stock Exchange situated at P. J. Towers, Dalal Street, Fort, Mumbai-400001.
- g. Scrip Code:- **533602** (BSE), Scrip ID: **LESHAIND**, ISIN : **INE050L01022**
- h. **Stock Market Data (in ₹ / Per Share)**

Month	The Bombay Stock Exchange Ltd.	
	Month's High	Month's Low
May, 2015	45.00	17.95
June, 2015	24.00	14.30
July, 2015	20.40	11.90
August, 2015	16.31	9.84
September, 2015	12.39	7.72
October, 2015	8.43	4.81
November, 2015	5.65	4.35
December, 2015	5.79	4.52
January, 2016	5.94	4.00
February, 2016	4.99	3.00
March, 2016	4.33	2.81



i. **Share Transfer System**

Applications for transfer of shares held in physical form are received at the office of the Registrars and Share Transfer Agents of the Company, Purva Sharegistry (India) Pvt. Ltd. All valid transfers are processed within 15 days from the date of receipt

j. Shareholding pattern as on 31-03-2016 is as given below :

Sr. No.	Category	No. of Shares	% of holding
1	Promoters	33,87,223	35.91
2	Persons acting in Concert	--	--
3	Mutual Funds, UTI, Banks, Financial Institutions, Insurance Companies Central /State Govt., Government institutions	297	--
4	FII's	--	--
5	NRIs	2305	0.02
6	Bodies Corporate	20,50,719	21.74
7	Others	39,93,094	42.33
	Grand Total	94,33,638	100.00

k. **Distribution of Shareholding as on 31st March, 2016 is as under:**

Slab of Share Holding of Nominal Value Of	No. of Shareholders	% of Shareholders	Amount (in Rs.)	% of Capital
1-5000	6867	91.24	5996530	6.36
5001-10000	278	3.69	2242380	2.38
10001-20000	141	1.87	2188520	2.32
20001-30000	58	0.77	1463560	1.55

30001-40000	35	0.47	1242430	1.32
40001-50000	30	0.40	1408340	1.49
50001-100000	56	0.74	4146080	4.40
100001 and above	61	0.81	75648540	80.19
TOTAL	7526	100	94336380	100.00

l. Dematerialization of Shares and liquidity

The shares of the company are permitted for demat on NSDL and CDSL

Issued, Subscribed and Paid up Capital as on March 31, 2016: 94,33,638

A. Electronic Holding in NSDL	:	25,98,805
B. Electronic Holding in CDSL	:	63,11,134
C. Physical Holding	:	5,23,699

m. Outstanding GDRs / ADRs / Warrants or Conversion instruments, Conversion date and like impact on equity- Not applicable**n. Investors' correspondence:**

For transfer / dematerialization of shares, Change of Address, Change in Status of investors, payment of dividend on shares and other query relating to the shares of the Company:

PURVA SHAREGISTRY (INDIA) PVT. LTD.

(Unit : Lesha Industries Limited)

Shiv Shakti Industrial Estates, Unit No. 9,

J. R. Boricha Marg, Opp. Kasturba Hospital Lane,

Lower Parel (E), Mumbai – 400 011.

o. Compliance Officer of the Company: Mr. Shalin Shah**p. There are no shares lying in the demat suspense account or unclaimed suspense account.**

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-	SD/-
Ashok Shah	Shalin Shah
Director	Director
DIN: 02467830	DIN: 00297447

DECLARATION

All Board Members and Senior Management personnel have affirmed compliance with the code of conduct of Directors and Senior Management as approved by the Board.

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-	SD/-
Ashok Shah	Shalin Shah
Director	Director
DIN: 02467830	DIN: 00297447

ANNEXURE – VI TO THE DIRECTORS REPORT**NON APPLICABILITY OF SUBMISSION OF REPORT ON CORPORATE GOVERNANCE AS PER EXEMPTION GIVEN IN REGULATION 15 (2) (A) OF CHAPTER IV OF SEBI (LODR) REGULATIONS, 2015**

To the Members of the **LESHA INDUSTRIES LIMITED**

This is to certify that in order to comply with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with, Regulation 15 (2) (a) of Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Paid up capital of the Company Lesha Industries Limited is not exceeding Rs. 10 Crores i.e. Rs. 9,43,36,380/- (Rupees Nine Crore Forty Three Lac Thirty Six Thousand Three Hundred Eighty only) and the Networth is less than Rs. 25 Crores i.e. Rs. 20,93,97,307/- (Rupees Twenty Crore Ninety Three Lacs Ninety Seven Thousand Three Hundred Seven Only) as on the last day of the previous financial year i.e. 31st March, 2016. Therefore it is not required to submit Report on Corporate Governance.

Place: Ahmedabad

Date: 13th August, 2016

For and on behalf of the Board

SD/-
Shalin A. Shah
Director
DIN: 00297447

CEO CERTIFICATION

**To,
The Board of Directors,
LESHA INDUSTRIES LIMITED
Ahmedabad.**

We hereby certify that:

- i. We have reviewed the financial statements and the cash flow statement of the Financial Year 2015-16 and that to the best of our knowledge and belief.
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. 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.
- ii. 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 violated of the Company's code of conduct.
- iii. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we hereby disclose to the Auditors and the Audit Committee that there have been no inefficiencies in the design or operation of internal controls, prevailing in the company.
- iv. We hereby certify that :
 - a. There have been no significant changes in internal control during the year.
 - b. There have been no significant changes in accounting policies during the year and
 - c. No instances of fraud were observed in the Company by the management or an employee having a significant role in the company's internal control system.

**Place: Ahmedabad
Date: 13th August, 2016**

For and on behalf of the Board

**SD/-
Shalin A. Shah
Director
DIN: 00297447**

INDEPENDENT AUDITOR'S REPORT**To the Members of Lesha Industries Limited****Report on the Financial Statements**

We have audited the accompanying financial statements of **LESHA INDUSTRIES LIMITED** ("the company"), which comprise the Balance Sheet as at 31 March 2016, the Statement of Profit and Loss, the 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

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Matter of Emphasis:

- The company has in past granted/renewed loans and advances to other companies, which has been identified as non-performing asset. Accordingly, company has not recognized any income from the same. In the opinion of directors, the process of recovery is going on and the same is not fully doubtful of recovery. However in our opinion company needs to make provision for such long outstanding nonperforming assets amounting to **Rs. 135.32 lacs**. Due to non-provision in this regard the debit balance of profit & loss account is under stated and balance of loans and advances is overstated by the said sum. This matter been already emphasized by previous auditor.
- The company is carrying "P & P Expenses and issue related expenses" of Rs.11,15,232/- as "other current assets" which in our opinion needs to be written off. And Due to the same profit & loss account is under stated. During the Financial Year 2015-16 Company has Written off the said expenses by Rs.

1,56,034/- & the balancing amount of **Rs. 9,59,198/-** still needs to be written off in the forthcoming financial years.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the matter of emphasis paragraph above, 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, 2016;
- b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 appears from our examination of those books.
 - c) The Balance Sheet, the 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 aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014), together with the early adoption by the Company of Accounting Standard (AS) 30 Financial Instruments, Recognition and Measurement, effective April 1, 2007, and the consequential limited revisions as has been announced by the Institute of Chartered Accountants of India to certain Accounting Standards, as stated in Note 2 (a) and 38.
 - e) On the basis of written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There is no amount required to be transferred, to the investor's education & Protection Fund by the Company.

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

CA. Amin G. Shaikh
(Partner)
Membership No. 108894

Place : Ahmedabad
Date : 30/05/2016

**Reports under The Companies (Auditor's Report) Order, 2016
(CARO 2016) for the year ended on 31st March 2016**

To, The Members of LESHA INDUSTRIES LIMITED

(1) In Respect of Fixed Assets

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- (c) Yes, The Title deeds of Immovable Properties are held in the name of the Company.

(2) In Respect of Inventories

As explained to us, the inventories (excluding inventories with third parties) were physically verified during the year by the Management at reasonable intervals.

(3) Compliance under section 189 of The Companies Act, 2013

The Company has granted loan to related parties covered in the register maintained u/s 189 of the companies Act, 2013. The total amount outstanding at the yearend is Rs. 92,000 only which is only of one party. Rest of the Accounts have been nullified at the yearend by the financial settlements

- (a) As informed by the management that the loans are interest free, which in our opinion is violation of Section 186 (7) of the Companies Act, 2013.
- (b) The loans granted are re-payable on demand. There has been no default on the part of the parties to whom the money has been lent.
- (c) There is no overdue amount of loans granted to companies, firms or other parties listed in the register maintained under section 189 of the companies Act, 2013.

(4) Compliance under section 185 and 186 of The Companies Act , 2013

While doing transaction for loans, investments, guarantees, and security provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed thereunder while accepting Deposits

According to information and explanations given to us, the Company has not accepted any deposits from public during the year. In respect of unclaimed deposits, the Company has complied with the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder.

(6) Maintenance of cost records

The Company is not required to maintain cost Records pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.

(7) Deposit of Statutory Dues

- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of customs, Duty of excise, Value added tax, Cess and any other material statutory dues with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amount payable in respect of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty and were in arrears, as of 31st March, 2016 for a period of more than six months from the date they became payable.

(8) Repayment of Loans and Borrowings

The company has not defaulted in repayment of dues to financial institution, bank or debenture holders.

(9) Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The Company has not applied term loans for the purposes other than for which those are raised

(10) Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(11) Managerial Remuneration

Managerial Remuneration has not been provided by the Company

(12) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

(13) Related party compliance with Section 177 and 188 of companies Act - 2013

Yes , All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(14) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

No such allotment has been made during the year

(15) Compliance under section 192 of Companies Act - 2013

The company has not entered into any non-cash transactions with directors or persons connected with him.

(16) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

Annexure to Point No: (4)

Type of Transaction	Party Name	Transaction Amount (Closing Balance)
Loan Given	Akhil Retail Pvt. Ltd.	4,000,000.00
Loan Given	India Infraspac Ltd.	21,621,730.00
Loan Given	Infinium Natural Resources Investment P. Ltd.	40,000.00
Loan Given	Vivanza Biosciences Ltd.	194,326.00
Loan Given	Swetank M Patel (HUF)	1,500,000.00

For, G M C A & Co.
Chartered Accountants
FRN: 109850W

CA. Amin G. Shaikh
(Partner)
Membership No. 108894

Place : Ahmedabad
Date : 30/05/2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M/S. LESHA INDUSTRIES LIMITED** (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or

fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016.

Place : Ahmedabad

Date : 30/05/2016

For, G M C A & Co.

Chartered Accountants

FRN: 109850W

CA. Amin G. Shaikh

(Partner)

Membership No. 108894

BALANCE SHEET AS AT 31/03/2016

Particulars	Note No.	2015-16	2014-15
I. Equity & Liabilities			
1. Share Holders' Fund		210,356,506	210,949,960
(a) Share Capital	1	94,336,380	94,336,380
(b) Reserve & Surplus	2	116,020,126	116,613,580
2. Noncurrent Liabilities		4,547,974	4,547,974
(a) Long term borrowing	3	1,502,902	1,502,902
(b) deferred tax liabilities (Net)	4	3,045,072	3,045,072
(c) Other Long term Liabilities		-	-
(d) Long Term Provisions		-	-
3. Current Liabilities		64,380,327	170,616,286
(a) Short Term Borrowings	5	9,431,000	113,893,372
(b) Trade Payables	6	54,304,816	56,397,062
(c) Other Current Liabilities	7	644,511	325,852
(d) Short Term Provisions		-	-
Total		279,284,807	386,114,220
II. Assets			
1. Non-Current Assets		101,173,409	112,470,489
(a) Fixed Assets	8	75,001,811	75,286,580
(i) Tangible Assets		75,001,811	75,286,580
(ii) Intangible Assets		-	-
(b) Non-Current Investments	9	11,917,310	22,909,845
(c) Long Term Loans & Advances	10	14,254,288	14,274,064
(d) Other Non-Current Assets		-	-
2. Current Assets		178,111,398	273,643,731
(a) Inventories	11	266,899	34,042,107
(b) Trade Receivables	12	114,762,281	111,520,191
(c) Cash & Cash Equivalents	13	52,811	1,253,953
(d) Short term Loans & Advances	14	62,070,209	125,712,249
(e) Other Current Assets	15	959,198	1,115,232
Total		279,284,807	386,114,220
Contingent Liabilities & Commitments	Nil		

For Lesha Industries Limited

As per our report of even date
For, G M C A & Co.
Chartered Accountants
FRN No:109850W

Hitesh Donga
Director
DIN : 03393396
Place : Ahmedabad
Date : 30/05/2016

Ashok C. Shah
Director
DIN : 02467830

CA.Amin G. Shaikh
Partner
M.No. : 108894

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD FROM 01-04-2015 TO 31-03-2016

Particulars	Note No.	2015-16	2014-15
I Revenue From Operations	16	89629908	67615431
II Other Income	17	40815	85394
III Total Revenue (I+II)		89,670,723	67,700,825
IV Expenses			
Purchase of Stock in Trade	18	54,054,937	101,428,595
Changes in Inventories	19	33,775,208	(33,747,864)
Employee Benefit Expenses	20	174,628	229,000
Finance Costs	21	5,404	11,070
Depreciation & Amortisation Expenses	22	299,769	422,868
Other Expenses	23	1,954,230	1,124,904
Total Expenses		90,264,178	69,468,572
V Profit Before Exceptional & Extraordinary Items & Tax (III-IV)		(593,455)	(1,767,747)
VII Exceptional Items		-	-
VIII Profit Before Extraordinary Items & Tax		(593,455)	(1,767,747)
Extraordinary Items		-	-
IX Profit Before Tax		(593,455)	(1,767,747)
X Tax Expenses			
Current Tax/ Interest on Income Tax/ Deferred Tax		-	-
XI Profit/(Loss) for the period from Continuing Operations (IX-X)		(593,455)	(1,767,747)
XII Profit/(Loss) from Discontinuing Operations			
XIII Tax Expense of Discontinuing Operations			
XIV Profit/(Loss) from Discontinuing Operations (after tax) (XII-XIII)		-	-
XV Profit/(Loss) for the Period (XI+XIV)		(593,455)	(1,767,747)
XVI Earning Per Equity Share			
Basic		(0.06)	(0.19)
Diluted		(0.06)	(0.19)

The Notes referred to above form an integral part of the Balance Sheet

For Lesha Industries Limited

As per our report of even date
For, G M C A & Co.
Chartered Accountants
FRN No:109850W

Hitesh Donga
Director
DIN : 03393396
Place : Ahmedabad
Date : 30/05/2016

Ashok C. Shah
Director
DIN : 02467830

CA.Amin G. Shaikh
Partner
M.No. : 108894

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Particulars	2015-16	2014-15
A Cash flow from Operating Activities		
Net Profit Before Tax	(593,455)	(1,767,747)
Adjustments for:		
Add Depreciation	299,769	422,868
Less Dividend Income	(33,350)	(79,776)
Add Preliminary Expenses Written Off	156,034	-
Add Interest Expenses	11	7,606
Less Short Term Capital Gain (Mutual Fund)	(7,465)	-
Operating Profit / (Loss) before Working Capital Changes	(178,456)	(1,417,049)
Adjustments for:		
Increase/(Decrease) in creditors	(2,092,246)	(37,090,078)
Increase/(Decrease) in other current liabilities & provisions	318,659	35,729
(Increase)/Decrease in debtors	(3,242,090)	21,960,302
(Increase)/Decrease in inventories	33,775,208	(33,747,864)
(Increase)/Decrease in other current assets	-	(19,775)
Cashflow generated from Operating Activities	28,581,076	(50,278,735)
Income Tax Paid (Net of Refund)	-	-
Net Cashflow generated from Operating Activities A	28,581,076	(50,278,735)
B Cash flow from Investment Activities		
Purchase of Fixed Assets	(15,000)	(3,800)
Sale of Investments	12,500,000	-
Purchase of Investments	(1,500,000)	-
Share Application Money Received Back	-	29,155,000
Dividend Income	33,350	79,776
Net Cashflow generated from Investments Activities B	11,018,350	29,230,976
C Cash flow from Financing Activities		
Interest Expenses	(11)	(7,606)
(Increase)/Decrease in other non-current assets	-	-
(Increase)/Decrease in short term loans & advances	63,642,040	(1,988,499)
Increase/(Decrease) in non current liabilities & provisions	-	-
Net Change in Unsecured Loans Taken	(104,462,372)	23,382,162
Movement in Loans & Advances Granted	19,776	(595,988)
Net Cashflow generated from Financing Activities C	(40,800,567)	20,790,069
Net Change in Cash & Cash Equivalents (A+B+C)	(1,201,141)	(257,690)
Opening Cash & Cash Equivalents	1,253,953	1,511,642
Closing Cash & Cash Equivalents	52,811	1,253,953

For Lesha Industries Limited

As per our report of even date
For, G M C A & Co.
Chartered Accountants
FRN No:109850W

Hitesh Donga
Director
DIN : 03393396
Place : Ahmedabad
Date : 30/05/2016

Ashok C. Shah
Director
DIN : 02467830

CA.Amin G. Shaikh
Partner
M.No. : 108894

NOTES TO THE FINANCIAL STATEMENTS**1 SHARE CAPITAL****1.1 Authorized, Issued, Subscribed and Paidup share capital**

Particulars	2015-16		2014-15	
Authorised Share Capital				
Equity Shares of ₹ 10.00 each	19,000,000	190,000,000	19,000,000	190,000,000
Total	19,000,000	190,000,000	19,000,000	190,000,000
Issued Share Capital				
Equity Shares of ₹ 10.00 each	9,433,638	94,336,380	9,433,638	94,336,380
Total	9,433,638	94,336,380	9,433,638	94,336,380
Subscribed and fully paid				
Equity Shares of ₹ 10.00 each	9,433,638	94,336,380	9,433,638	94,336,380
Total	9,433,638	94,336,380	9,433,638	94,336,380

1.2 Details Of Shares For Preceding Five Years

Particular	31-03-2011 to 31-03-2016
Number Of Equity Shares Bought Back	0
Number Of Preference Shares Redeemed	0
Number of Equity Share Issue as Bonus Share	0
Number of Preference Share Issue as Bonus Share	0
Number of Equity Shares Allotted For Contracts Without Payment Received In Cash	0
Number of Preference Shares Allotted For Contracts Without Payment Received In Cash	0

1.3 Reconciliation of share capital

Particulars	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares (Face Value ₹ 10.00)				
Shares Outstanding at the Beginning of the Year	9,433,638	94,336,380	17,469,700	174,697,000
Shares issued during the year	-	-	-	-
Shares cancelled during the year	-	-	8,036,062	80,360,620
Shares Outstanding at the End of the Year	9,433,638	94,336,380	9,433,638	94,336,380

- 1.4** During the current financial year 2015-16 the company has demerged its **Trading & Investment division** to **Ashnisha Alloys Pvt. Ltd.** under the scheme of demerger but the same is yet to be approved by Hon'ble Gujarat High Court and accordingly **83,01,601** Equity Shares are likely to be cancelled under the said scheme. Company has allotted **68,17,400** Equity Shares during F.Y. 2009-10 to the Shareholders of Lesha Energy Resources Limited on acquiring the steel division from the said company under the scheme of De-merger approved by the Hon'ble High Court of Gujarat. During the current financial year 2014-15 the company has demerged its IT division to ECS Biztech Pvt. Ltd. under the scheme of demerger approved by Hon'ble Gujarat High Court and accordingly cancelled **80,36,062** Equity Shares under the said scheme.

The Company has not issued any Bonus Shares or Bought back any shares during the period of last five years immediately preceding the Balance Sheet date

1.5 Shareholders holding more than 5% of Share

Name of the Shareholders	2015-16		2014-15	
	No. of Share held	% of Holding	No. of Share held	% of Holding
Shalin Ashok Shah	831241	8.81	831241	8.81
Tanya Estate Pvt. Ltd.	516240	5.47	516240	5.47
Ashok Chinubhai Shah	476253	5.05	476253	5.05
Chintan Narendra Shah	891000	9.44	891000	9.44

2. Reserves and Surplus

Particulars	2015-16	2014-15
Securities Premium Account		
Opening balance	63,046,000	63,046,000
(+) /(-)Allotment of Shares	-	-
Closing balance	63,046,000	63,046,000
General Reserve		
Balance as per last balance sheet	70,402,862	2,680,754
(+) Adjustment in pursuant to the scheme of Demerger	-	67,722,108
Closing Balances	70,402,862	70,402,862
Profit & Loss A/c		
Opening balance	(16,835,282)	(14,858,924)
(-) assets wirtten off on transition to Schedule- II of the Cos. Act. 2013	-	(208,611)
(-) Current year transfer's loss	(593,454)	(1,767,747)
Closing balance	(17,428,736)	(16,835,282)
Total	116,020,126	116,613,580

3. Long-Term Borrowings

Particulars	2015-16	2014-15
Deferred Payment Credit		
Deferred Payment Credit from Gujarat Industrial Development Corporation Ltd. Towards Leasehold Land	1,502,902	1,502,902
Total	1,502,902	1,502,902

4. Deferred Tax Liabilities (Net)

Particulars	2015-16	2014-15
Deferred Tax Liabilities		
Due to Depreciation	3,045,072	3,045,072
Total	3,045,072	3,045,072

5. Short-Term Borrowings

Particulars	2015-16	2014-15
Unsecured Loans repayable on Demand		
Loan from Directors	92,000	470,000
Loan From Body Corporate	9,339,000	113,423,372
Total	9,431,000	113,893,372

6. Trade Payables

Particulars	2015-16	2014-15
Dues to Micro and Small Enterprise	-	-
Others	54,304,816	56,397,062
Total	54,304,816	56,397,062

The Company has not received any intimation on suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosure as required under section 22 of The Micro, Small and Medium Enterprise regarding:

- (a) Amount due and outstanding to suppliers as at the end of the accounting year;
- (b) interest paid during the year;
- (c) interest payable at the end of the accounting year;
- (d) interest accrued and unpaid at the end of the accounting year;

have not been given, the company is making efforts to get the confirmation from the suppliers as regards their status under the said act.

7. Other Current Liabilities

Particulars	2015-16	2014-15
Statutory Dues	26,995	-
Other Payables	617,516	325,852
Total	644,511	325,852

8 Fixed Assets

Particulars	Opening	Addition	Deduction	Acquire through Business Combination	Closing	Opening Balance	Depreciation Charge	Deduction	Closing Balance	Opening	Closing
Office Equipments	199,894	15,000	-	-	214,894	133,197	33,520	-	166,717	66,697	48,177
Furniture	812,068	-	-	-	812,068	255,515	86,964	-	342,479	556,553	469,589
Factory Building	23,674,073	-	-	-	23,674,073	790,714	-	-	790,714	22,883,359	22,883,359
Vehicles	47,620	-	-	-	47,620	20,052	4,232	-	24,284	27,568	23,336
Office Premises	7,469,585	-	-	-	7,469,585	807,445	161,612	-	969,057	6,662,140	6,500,528
Electric Installations	70,924	-	-	-	70,924	54,442	9,085	-	63,527	16,482	7,397
Land	45,000,000	-	-	-	45,000,000	-	-	-	-	45,000,000	45,000,000
Pump	36,000	-	-	-	36,000	4,558	2,660	-	7,218	31,442	28,782
Tower	92,825	-	-	-	92,825	50,486	1,696	-	52,182	42,339	40,643
Total Tangible Assets	77,402,989	15,000	-	-	77,417,989	2,116,409	299,769	-	2,416,178	75,286,580	75,001,811

9. Non Current Investments

Particulars	2015-16	2014-15
(A) Other Investments - Quoted	2,909,845	2,909,845
(1) Investment in Equity Shares		
(a) Associate Concerns		
298900 Equity Shares of Rs 10/- Each of Gujarat Natural Resources Limited	2,909,845	2,909,845
(B) Other Investments - Un Quoted	9,007,465	20,000,000
(1) Investment in Equity Shares		
(a) Others		
8,00,000 / 20,00,000 Equity Shares of Rs 10/- Each of EZI Ventures Private Limited	8,000,000	20,000,000
(2) Investment in Mutual Funds		
(a) Others		
HDFC Bank Mutual Fund	1,007,465	-
Total	11,917,310	22,909,845
Market Value of the Quoted Shares	16,738,400	27,909,845
Market Value of the Un Quoted Shares	8,000,000	20,000,000

10 Long term Loans & Advances

Particulars	2015-16	2014-15
Security Deposit	652,000	652,000
Unsecured, Considered Good	652,000	652,000
Other Long Term Loans & Advances	13,602,288	13,622,064
Other Advances	1,829,113	1,829,113
Capital Advances	7,500,000	7,500,000
Advance to Suppliers	4,203,189	4,203,189
Balance with Government Authorities	69,986	89,762
Total	14,254,288	14,274,064

11 Inventories

Particulars	2015-16	2014-15
Stock In Trade	-	33,503,102
Shares	266,899	539,005
Total	266,899	34,042,107

12 Trade Receivables

Particulars	2015-16	2014-15
Outstanding for less than 6 months from the due date	110,725,343	18,515,484
Unsecured, considered good		
Outstanding for more than 6 months from the due date	4,036,938	93,004,707
Unsecured, considered good		
Total	114,762,281	111,520,191

13 Cash & Cash Equivalents

Particulars	2015-16	2014-15
Balances with Banks	43,680	386,603
In Current Account	43,680	386,603
Cash on Hand	9,131	867,349
Total	52,811	1,253,953

14 Short term Loans & Advances

Particulars	2015-16	2014-15
Other Loans & Advances		
Unsecured, Considered good		
Loan to Corporate Bodies	25,856,556	87,723,750
Loan to Related Parties	-	-
Other Loans	36,053,529	36,000,000
VAT Credit	-	1,666,957
Other Advances	160,124	321,542
Total	62,070,209	125,712,249

15 Other Current Assets

Particulars	2015-16	2014-15
Preliminary Expenses	312,068	468,102
Pre-Operative Expenses	647,130	647,130
Total	959,198	1,115,232

16 Revenue from Operations

Particulars	2015-16	2014-15
(A) Sale of Products & Services	89,613,826	67,977,007
(1) Sale of Steel Products	55,281,946	25,441,415
(2) Sale of Shares	905,099	788,327
(3) Sale of Toys	(1,739,182)	-
(4) Sale of Electronic Items	33,565,963	41,747,265
(5) Networking Study System Fees Income	1,600,000	-
(B) Profit/(Loss) on F&O Trading	16,082	(361,576)
Total	89,629,908	67,615,431

17 Other Income

Particulars	2015-16	2014-15
Dividend Income	33,350	79,776
Miscellaneous Income	-	5,618
Short Term Capital Gain	7,465	-
Total	40,815	85,394

18 Purchase of Stock in Trade

Particulars	2015-16	2014-15
(A) Purchase of Products		
(1) Purchase of Steel	55,076,320	25,361,660
(2) Purchase of Shares	543,876	852,635
(3) Purchase of Toys	(1,565,259)	75,214,300
Total	54,054,937	101,428,595

19 Change in Inventory

Particulars	2015-16	2014-15
(A) Opening Stock	34,042,108	294,244
Finished Goods		
(1) Equity Shares	539,006	294,244
(2) Electronic Items	33,503,102	-
(A) Closing Stock	266,899	34,042,108
Finished Goods		
(1) Equity Shares	266,899	539,006
(2) Electronic Items	-	33,503,102
Total	33,775,208	(33,747,864)

20 Employee Benefit Expenses

Particulars	2015-16	2014-15
Salary & Wages	174,628	229,000
Total	174,628	229,000

21 Finance Costs

Particulars	2015-16	2014-15
Interest Expense	11	7,606
Bank Charges	5,393	3,464
Total	5,404	11,070

22 Depreciation & Amortization Expenses

Particulars	2015-16	2014-15
Depreciation	299,769	422,868
Total	299,769	422,868

23 Other Expenses

Particulars	2015-16	2014-15
Payment to Auditors *	34,500	30,000
Rates & Taxes (Excluding Income-Tax)	260,128	100,352
Network Study Jobwork Charges	201,500	-
Travelling Expenses	45,397	35,230
Miscellaneous Expenses	1,412,705	959,322
Preliminary Expenses Write Off	156,034	-
Communication Cost	95,709	131,670
Prior Period Expenses	7,644	-
Legal & Professional Charges	673,995	398,314
Other Miscellaneous Expenses	457,324	429,338
Penalty (Income Tax)	22,000	-
Total	1,954,230	1,124,904
* Payment to Auditors		
For Audit Fees	34,500	30000
For Others	0	0

25. Significant Accounting Policies**Company Overview**

Lesha Industries Limited ("the company") is a listed company domiciled in India and incorporated under the provisions of the Companies Act, 1956. The company is engaged in the business of trading of various steel products and in the electronic items. The company is listed on Bombay Stock Exchange.

Basis for Preparation of Financial statements

These financial statements have been prepared in accordance with the generally accepted accounting principles in India, on the basis of going concern under the historical cost convention and also on accrual basis. These financial statements comply, in all material aspects, with the provisions the Companies Act, 2013 (to the extent applicable) and also accounting standards prescribed by the Companies (Accounting Standards) Rules, 2006, which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated September 13, 2013 of the Ministry of Corporate Affairs.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. All the divisions of the Company have normal operating cycle of less than twelve months, hence a period of twelve months has been considered for bifurcation of assets and liabilities into current and non-current as required by Schedule III to the Companies Act, 2013 for preparation of Financial Statements. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year, except for the change in accounting policy explained below.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles require management to make assumptions and estimates, which it believes are reasonable under the circumstances that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the period. Actual results could differ from those estimates. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

Inventories

- The inventories including stock of shares are valued on the Cost basis.
- Cost of inventories comprises all costs of purchase, conversion and other costs incurred in bringing the inventories to their present location and condition.

Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit or (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

Fixed assets

Fixed Assets are stated at cost less depreciation. Cost comprises of cost of acquisition and any attributable cost of bringing the assets to the condition for its intended use. Gains or losses arising from de-recognition of fixed assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

Depreciation and Amortization

Depreciation on fixed assets is calculated on a SLM basis using the rates arrived at based on the useful lives estimated by the management, or those prescribed under the Schedule II to the Companies Act, 2013, whichever is higher. The company has used the following rates to provide depreciation on its fixed assets.

Asset	Useful Life
Office equipment	5 Years
Furniture	10 Years
Office Premise	60 Years
Vehicle	10 Years
Plant & Machinery	15 Years

Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

Revenue Recognition

The principles of revenue recognition are given below:

- General systems of accounting is mercantile, accordingly the income/expenditure are recognized on accrual basis on reasonable certainty concept.
- Sales of goods traded accounted net off VAT receivable and payable and in case of share trading are accounted net off of other expenses such as STT, Service tax and Transaction charges etc.
- Dividend income is recognized when right to receive payment is established.

Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Liabilities which are of contingent nature are not provided but are disclosed at their estimated amount in the notes forming part of the accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

Investments

Investments that are readily realizable and intended to be held for not more than a year from the date on which such investments are made, are classified as current investments. All other investment are classified as long-term investments. Current investments are measured at cost or market value whichever is lower, determined on an individual investment basis. Long Term Investments are stated at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary.

Event occurring after the Balance Sheet Date

No significant events which could affect the financial position as on 31st March, 2016, to a material extent have been reported by the management, after the Balance Sheet date till the signing the report.

Prior period Items

Prior period expenses/income is accounted for under respective heads. Material items, if any, are disclosed separately by way of note.

Preliminary Expense

Preliminary expenses has been written off to the extent of 1/3rd of the total opening balance. Pre - Operative expenses has not been amortized.

Earning Per Share

The earning considered in ascertaining the Company's Earnings Per Share (EPS) comprises the net profit after tax. The number of shares used in computing Basic and diluted EPS is weighted average number of shares outstanding during the year as per the guidelines of AS-20 and calculation of EPS is shown in notes to account.

26. Notes on Accounts**Contingent Liabilities**

There is no contingent liability as informed by management.

Capital Expenditure Commitments: Nil**Quantitative Details regarding stocks :**

Name Of Item	Units	Opening Stock	Purchase During the Previous Year	Sales During the Previous Year	Closing Stock
Electronic Products	Number	2,075	0	2,075	0
Steel Products	Kilo Grams	0	10,39,245	10,39,245	0

Related Party Transactions:-

As per Accounting Standard (AS -18) issued by the Institute of Chartered Accountants of India, the disclosures of transactions with the related parties are given below:

List of related parties where control exists and related parties with whom transactions have taken place and relationships:

Sr No	Name	Relationship
1	Shalin A. Shah	Director
2	Ashok C. Shah	Director
3	Leena A. Shah	Relative of the Director
4	Gujarat Natural Resources Ltd.	Associate Concern
5	Shree Ghantakarna Rolling Mills Pvt. Ltd.	Associate Concern
6	Tanya Estate Pvt. Ltd.	Associate Concern
7	Lesha Agro Food Pvt. Ltd.	Associate Concern
8	Ashnisha Alloys Pvt. Ltd.	Associate Concern
9	Shalin A. Shah HUF	Relative of the Director

Transactions with Related Parties

Sr No.	Name of relative	Nature of Transaction	Amount outstanding
1	Shalin A. Shah	Loan Taken	397000
		Loan Repaid	505000
		Closing Balance	92000
2	Ashok C. Shah	Loan Taken	150000
		Loan Repaid	420000
		Closing Balance	Nil
3	Leena A. Shah	Loan Taken	332418
		Loan Repaid	332418
		Closing Balance	Nil
4	Gujarat Natural Resources Ltd.	Loan Taken	700000
		Loan Repaid	94885102
		Closing Balance	Nil
5	Shree Ghantakarna Rolling Mills Pvt. Ltd.	Loan Taken	85000
		Loan Repaid	85000
		Closing Balance	Nil

Payment to the Auditors

PARTICULARS	2015-16	2014-15
Audit Fees	34500	30000
Company Matter	0	0
Income Tax Fees	0	0
Others	0	0
Total	34500	30000

Segment Reporting:

Accounting standards interpretation (ASI) 20 dated 14-02-2004, issued by the accounting standard board of ICAI, on AS-17, Segment reporting clarifies that in case by applying the definition of "Business Segment and Geographical Segment" given in AS-17, it is concluded that there the company has following business segments:

1. Trading of Steel Product
2. Trading of Electronics Products
3. Dealing in Shares & Securities
4. Others

There is no secondary identifiable segment.

(Amount in Lacs)

Particulars	Steel		Shares/ Commodities		Electronic Items		Others		Total	
	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15
Segment Revenue	552.82	254.42	12.49	30.46	318.27	417.47	18.32	-	901.9	702.35
External Turnover	552.82	254.42	12.49	30.46	318.27	417.47	18.32	-	901.9	702.35
Inter Segment Turnover	-	-	-	-	-	-	-	-	-	-
Gross Turnover	552.82	254.42	12.49	30.46	318.27	417.47	18.32	-	901.9	702.35
Less: Service Tax Recovered	-	-	-	-	-	-	2.32	-	2.32	-
Gross Turnover	552.82	254.42	12.49	30.46	318.27	417.47	16.00	-	899.58	702.35
Segment Results before Interest & Taxes	2.06	0.80	1.05	(1.81)	(1.11)	0.36	14.39	0.80	16.39	0.15
Less: Finance Cost & Other un-allocable Expenditure	-	-	-	-	-	-	-	-	(22.32)	(17.83)
Net Profit / (Loss) before Tax	-	-	-	-	-	-	-	-	(5.93)	(17.68)
Less: Taxes	-	-	-	-	-	-	-	-	-	-
Net Profit / (Loss) After Tax	2.06	0.80	1.05	(1.81)	(1.11)	0.36	14.39	0.80	(5.93)	(17.68)

Earnings per Share:-

The earning considered in ascertaining the company's EPS comprises the profit available for shareholders i.e. profit after tax and statutory/regulatory appropriations. The number of shares used in computing Basic EPS is the weighted average number of shares outstanding during the year as per the guidelines of AS-20.

Particulars	31-03-2016	31-03-2015
Net Profit Attributable to share holders	(5,93,455)	(17,67,746)
Weighted average number of equity shares (Nos.)	94,33,638	1,40,32,237
Basic and diluted earnings per share (Rs.)	(0.06)	(0.13)
Nominal value of equity share (Rs.)	10	10

Details of loan made during the year 2015-16 as per section 186(4) of The Companies Act 2013

(Amount in Lacs)

Name of the Entity	Nature of Transaction	Amount	Purpose of Loan	Period
Akhil Retail Pvt. Ltd.	Loan Given	40	Business	Short Term Advance – On Demand
India Infraspace Ltd.	Loan Given	216.22	Business	Short Term Advances – On Demand
Infinium Natural Resources Investment P. Ltd.	Loan Given	0.40	Business	Short Term Advances – On Demand
Vivanza Biosciences Ltd.	Loan Given	1.94	Business	Short Term Advances – On Demand
Swetank M Patel (HUF)	Loan Given	15	Business	Short Term Advances – On Demand

Others

- During the current financial year 2015-16 the company has demerged its Trading & Investment division to Ashnisha Alloys Pvt. Ltd. under the scheme of demerger but the same is yet to be approved by Hon'ble Gujarat High Court and accordingly 57,70,556 Equity Shares are likely to be cancelled under the said scheme.

- In opinion of the management of the company, all loans, advances and deposits are recoverable in cash or kind for value to be received for which no provision is required. However in the opinion of the auditors, it shall be prudent to make sufficient provision for such non-performing assets amounting to Rs. 135.32 Lacs.
- As informed by the management that the loans are interest free, which in our opinion is violation of Section 186 (7) of the Companies Act, 2013.
- Confirmation of the concerned parties for the amount due to them and/or due from them as per accounts of the company are not received. Necessary adjustments, if any, will be made when accounts are reconciled or settled. Balance of sundry debtors and creditors, loans and advances accepted and given in the balance sheet are subject to confirmation.
- In the opinion of board of directors the value of loans and advances and other current assets have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in balance sheet.
- As regarding loans from GIDC , the said amount is outstanding since long, the management has provided us with the explanation that as the GIDC has not allotted them their land, the said loan is not repayable and the repayment will start once the GIDC will allots the plot to the company.
- There is carry forward of losses, the company need not to recognize deferred tax assets in the event of non-availability of convincing evidence as to future income.
- The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

For Lesha Industries Limited

Hitesh Donga
Director
DIN : 03393396
Place : Ahmedabad
Date : 30/05/2016

Ashok C. Shah
Director
DIN : 02467830

**As per our report of even date
For, G M C A & Co.
Chartered Accountants
FRN No:109850W**

CA.Amin G. Shaikh
Partner
M.No. : 108894

LESHA INDUSTRIES LIMITED

Regd. Office: 7th Floor, Ashoka Chambers, Nr. Mithakhali Six Roads, Ahmedabad – 380 006

CIN: L27100GJ1992PLC018607

ATTENDANCE SLIP

Name of the attending Shareholder/Proxy : _____

Shareholder’s Folio No./Client ID : _____

No. of Shares held : _____

I/We hereby record my/our presence at the Annual General Meeting held on Thursday, September 29, 2016 at the Registered Office of the Company at 3:00 P.M.

Signature of the Attending Shareholder/Proxy: _____

- Notes :
- Share holder/Proxy holder wishing to attend the meeting must bring the attendance slip to the Meeting and hand it over at the entrance duly signed.
 - Share holder/Proxy holder desiring to attend the meeting should bring his/her copy of the Annual Report for reference at the meeting

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LESHA INDUSTRIES LIMITED

Regd. Office: 7th Floor, Ashoka Chambers, Nr. Mithakhali Six Roads, Ahmedabad – 380 006

CIN: L27100GJ1992PLC018607

PROXY FORM

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

CIN: L27100GJ1992PLC018607

Name of the company: LESHA INDUSTRIES LIMITED

Registered office: 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad-380006.

Name of the member (s): _____ Folio No/ Client Id: _____

Registered address: _____ DP ID: _____

_____ E-mail Id: _____

I/We, _____ being the member (s) of shares of the above named Company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on the 29th Day of September, 2016 At 3:00 p.m. at 7th Floor, Ashoka Chambers, Mithakhali Six Roads, Ahmedabad-380006 and at any adjournment thereof in respect of such resolutions as are indicated in the notice.

Signed this ____ Day of ____ 2016

Signature _____

Signature of Proxy Holder(s) _____



Notes:

- Proxy need not be a member.
- Alterations, if any made in the form of proxy should be initialled;
- Proxy must be deposited at the Registered Office of Lesha Industries Limited not later than 48 hours before the time for holding the meeting.
- In case of multiple proxies, proxy later in time shall be accepted.
- A form of appointment naming a proxy and a list of individuals who would be willing to act as Proxies will be made available on receipt of request in writing to the Company.

BOOK POST

To,

If undelivered please return to:

LESHA INDUSTRIES LIMITED
7th Floor, Ashoka Chambers,
Mithakhali Six Roads,
Ahmedabad – 380 006
GUJARAT, INDIA