

**NOTICE**

Notice is hereby given that the **TWENTY FIRST ANNUAL GENERAL MEETING** of the members of **EKAM LEASING AND FINANCE CO. LIMITED** will be held on Tuesday the 30<sup>th</sup> September, 2014 at Khasra No.105/10, Arora Farms, B-Block, Sant Nagar, Burari, Delhi-110084 at 11.00 A.M. to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Directors' Report, Auditors' Report along with the Audited Balance Sheet as on 31<sup>st</sup> March, 2014 and Profit & Loss A/c for the year ended on that date and Report of Directors' and Auditors thereon.
2. Appointment of Auditors  
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, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. G. L. Gupta & Associates, Chartered Accountants New Delhi (Firm Registration No. 012483N), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty-Fourth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

**SPECIAL BUSINESS**

**3. Appointment of Mr. Vikas Kucheria as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Vikas Kucheria (DIN 01722966), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

**4. Appointment of Mr. Vishal Jain as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Vishal Jain (DIN 02193689), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for

independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

**5. Appointment of Mr. Saurabh Jain as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Saurabh Jain (DIN 02815972), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

**6. Appointment of Mr. Prakash Goyal as an Independent Director of the Company**

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 sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Prakash Goyal (DIN 02598736), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

**Ekam leasing & finance co. Limited**

**Registered Office:**

IIIrd Floor, 14, Rani Jhansi Road,

New Delhi – 110 055.

Corporate Identity Number: L74899DL1993PLC055697

Tel : 011-32033277,

Fax: +91-11-23528015

Email: investor@ekamleasing.com

Website: www.ekamleasing.com

**By order of the Board of Directors**

**Rakesh Jain**

**Managing Director**

**DIN.00061737**

September 03, 2014

New Delhi

**NOTES:**

1. The relevant Explanatory Statement and reasons in respect of proposed Special Resolution pursuant to Section 102 of the Companies Act, 2013 for the special business as set out in item No. 3 to 6 are annexed hereto.
2. **EVERY MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.**
3. **PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED (IF APPLICABLE) AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE ANNUAL GENERAL MEETING.**
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members desirous of obtaining any information as regards accounts of the Company are requested to write to the Company at least one week before the Meeting, so that the information required will be made available at the Annual General Meeting.
6. Documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) up to the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday September 16, 2014 to, Friday September 19, 2014 (both days inclusive) for the purpose of Annual General Meeting.
8. Members holding shares in physical form are requested to immediately notify change in their address, if any, to the Registrar and share Transfer Agent of the Company, viz Alankit Assignment Ltd. 2E/21, Jhandewalan Extension, New Delhi- 110 055, quoting their Folio Number(s).
9. Members/Proxies are requested to bring the Attendance Slip(s) duly filled in.
10. As per the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received declarations from all the Independent Directors stating that they meet with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.  
  
Brief resume pursuant to clause 49 of the listing agreement of the directors proposed to be appointed/re-appointed at the annual general meeting/nature of their expertise; specific functional areas and name of companies in which they hold directorship is given in the explanatory statement annexed to the Notice.
11. The members holding shares in physical form are requested to intimate to the registrar and Share Transfer Agent, Alankit Assignments Ltd, 2E/21, Jhandewalan Extn., New Delhi – 110055, change of address , if any, at the earliest quoting their registered folio number. Change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.
12. Members seeking any information with regard to accounts or operations are requested to write to the Company at an early date, preferably at least seven days prior to the date of meeting, so as to enable the management to keep the information ready.

**13. Green Initiative in the corporate governance and registration of email address**

The members are requested to register email address with the Depository Participant/the Registrar & Share Transfer Agent of the Company, i.e. M/s Alankit Assignments Ltd, as the case may be for service of documents.

**14. Voting through electronic means**

I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- (i) The Notice of the 21st AGM of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form is being dispatched to all the Members. Initial password is provided as below /at the bottom of the Attendance Slip for the 21st AGM:

<b><u>EVEN (E Voting Event Number)</u></b>	<b><u>USER ID</u></b>	<b><u>PASSWORD/PIN</u></b>
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- (ii) NSDL shall also be sending the User-ID and Password; to those members whose shareholding is in the dematerialized format and whose email addresses are registered with the Company/Depository Participants(s). For members who have not registered their email address, can use the details as provided above.
- (iii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iv) Click on Shareholder – Login
- (v) Put user ID and password as initial password noted in step (i) above. Click Login.
- (vi) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- (viii) Select “EVEN” of Ekam Leasing And Finance Co. Limited
- (ix) Now you are ready for e-Voting as Cast Vote page opens
- (x) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (xi) Upon confirmation, the message “Vote cast successfully” will be displayed
- (xii) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xiii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority

letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [ekamleasing1@gmail.com](mailto:ekamleasing1@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on Wednesday September 24, 2014 (9:00 am) and ends on Thursday September 25, 2014 (6:00 pm). 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 Friday 29th August, 2014, may cast their vote electronically. The e-voting module shall also be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on, Friday, 29th August, 2014.
- VII. Since the Company is required to provide members facility to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 29th August, 2014, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- VIII. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-Voting period unlock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the 21st Annual General Meeting of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [ekamleasing1@gmail.com](mailto:ekamleasing1@gmail.com) and on the website of NSDL within two(2) days of passing of the resolutions at the 21st Annual General Meeting of the Company on 30th September, 2014 and communicated to the BSE Limited.

By order of the Board of Directors of  
**EKAM LEASING & FINANCE CO. LIMITED**

Place: New Delhi  
September 03, 2014

**RAKESH JAIN**  
**MANAGING DIRECTOR**  
**DIN.00061737**

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 (1) of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 6 of the accompanying Notice:

**ITEM NO.3 to 6**

The Company had, pursuant to the provisions of sections 149, 152 of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time and in terms of clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Vikas Kucheria, Vishal Jain, Saurabh Jain and Prakash Goyal as Independent Directors at various times, in compliance with the requirements of the clause.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public Company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The Nominations Committee has recommended the appointment of these directors as Independent Directors for 5 (five) consecutive years with effect from the date of twenty first Annual General Meeting.

Mr. Vikas Kucheria, Vishal Jain, Saurabh Jain and Prakash Goyal non-executive directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Vikas Kucheria** aged about 42 years, has been on the Board of the Company Since 10th January 2011. He is a graduate from the Institute of Delhi University and is an entrepreneur having vast experience and expertise in field of project implementation in drilling & infrastructure knowledge and experience in Accounts and Finance. He holds other directorship in M/s. Mahalaxmi Tele Infra Private Limited and M/s. Sumerai Exports Private Limited.

**Mr. Vishal Jain** aged about 31 years, has been on the Board of the Company since 11th March 2011. He is a graduate from the Institute of Delhi University and is an entrepreneur having vast experience and expertise in field of project implementation in drilling & infrastructure knowledge and experience in Accounts and Finance. He has no other Directorship.

**Mr. Saurabh Jain** aged about 34 Years is a Chartered Accountant from the Institute of Chartered Accountant of India and also holds an Professional having expertise knowledge and experience in Accounts and Finance. Being Professional having expertise knowledge and experience in Accounts and Finance. He hold Directorship in M/s. RPower Trustee Company Private Limited.

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**Mr. Prakash Goyal** is aged about 60 years, has been on the Board of the Company Since 30th January 2003. Mr. Goyal is a Qualified Chartered Accountant and has experience of around 30 years in the profession of Chartered Accountancy. His expertise in specific functional areas includes Finance, Taxation, Investment and Management. Mr. Goyal holds Directorship in M/s Chandra Prabhu International Limited.

**Ekam leasing & finance co. Limited**

**Registered Office:**

IIIrd Floor, 14, Rani Jhansi Road,

New Delhi – 110 055.

Corporate Identity Number: L74899DL1993PLC055697

Tel : 011-32033277,

Fax: +91-11-23528015

Email: investor@ekamleasing.com

Website: www.ekamleasing.com

**By order of the Board of Directors**

**Rakesh Jain**

**Managing Director**

**DIN.00061737**

September 03, 2014

New Delhi

**Details of Directors Seeking Appointment/Re-appointment at the Annual General Meeting**

<b>Particulars</b>	<b>Mr. Vikas Kucheria</b>	<b>Mr. Vishal Jain</b>	<b>Mr. Prakash Goyal</b>	<b>Mr. Saurabh Jain</b>
Date of Birth	20/06/1972	14/06/1983	01/08/1953	18/05/1980
Date of Appointment	10/01/2011	11/03/2011	03/09/2014	01/03/2014
Qualifications	Graduate from the institute of Delhi University	Graduate from the institute of Delhi University	Chartered Accountant	Chartered Accountant
Expertise in specific functional areas	Wide experience in Accounts and Finance	Wide experience in Accounts and Finance	Wide experience in Accounts and Finance	Wide experience in Accounts and Finance
Directorships held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• Mahalaxmi Tele Infra Private Limited</li> <li>• Sumerai Exports Pvt. Ltd.</li> </ul>	NIL	<ul style="list-style-type: none"> <li>• South West Drilling and Infrastructure Limited.</li> <li>• Chandra Prabhu International Limited</li> </ul>	<ul style="list-style-type: none"> <li>• RPower Trustee Company Private Limited</li> </ul>
Memberships/ Chairmanships of committees of other companies (includes only audit committee and shareholders/ Investor Grievance Committees)	NIL	NIL	<ul style="list-style-type: none"> <li>• Chandra Prabhu International Limited</li> </ul>	NIL
No. of shares held in the Company	NIL	NIL	11500	NIL



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**DIRECTORS' REPORT**

**TO**  
**THE MEMBERS OF**  
**EKAM LEASING AND FINANCE CO. LIMITED**

Your Directors are pleased to have this opportunity to present the Twenty First Annual Report of the Company along with and Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2014.

**FINANCIAL HIGHLIGHTS**

*(amount in Rs.)*

	<b><u>2013-2014</u></b>	<b><u>2012-2013</u></b>
Revenue from operations	63,53,802.00	40,38,117.00
Other Income	17,60,962.00	3,46,854.00
Total Expenditure	43,91,237.00	38,95,525.00
Profit / (Loss) before Tax & Provision for NPA	37,23,527.00	4,89,446.00
Provision for Tax	7,21,092.00	1,59,840.00
Net Profit / (Loss)	30,02,435.00	3,29,606.00
Deficit brought forward from previous year	(95,21,288.00)	(98,50,893.87)
Deficit carried over to Balance Sheet	(6,518,853.00)	(95,21,288.00)

**OVERALL PERFORMANCE**

The Income from operations during the year has been Rs. 63.53 Lacs approx as against Rs. 40.38 lacs approx in the previous year. The financial year under review resulted in Net Profit of Rs. 30.02 Lacs, as compared to Rs. 3.29 Lacs in the previous year.

During the financial year under review the performance of the company has a steep increase by approx 57.33 % over the performance during the last financial year, the net profit decreased due to increased cost of finance to expand the scale of the business operations of the Company. The management of the company has positive outlook for the future growth.

**DIVIDEND**

In view of the huge accumulated losses incurred by the company in the past and future capital requirements, your directors do not recommend payment of any dividend for the year.

**CORPORATE GOVERNANCE**

The Company is required to implement various compliances of Corporate Governance in accordance with the requirements of the Standard Listing Agreement entered into by the Company with the Stock Exchanges namely Bombay Stock Exchange (BSE), Delhi Stock Exchange(DSE) and Company has delisted its Securities from Ludhiana Stock Exchange(LSE) w.e.f. 08<sup>th</sup> February, 2014 vide letter No. LSE/ 2013-14 dated 11<sup>th</sup> February, 2014. Your Company had taken adequate steps to ensure compliance of the requirements of Corporate Governance and accordingly, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance is made part of this Annual Report.

## **FUTURE PROSPECTS**

The management is very optimistic and aggressively focusing on to exploit the opportunities available to NBFC in India and exploring and evaluating various business models for implementation in order to enhance to turnover of the Company to escalate to new heights. The Board expects that the Company will continue to improve its overall performance and excel to enhance the profitability of the Company, in the present economic scenario and growth momentum of Indian economy, via its strategy competency, operational efficiencies and successful implementation of its new business models.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **Forward-Looking Statements:**

Certain statements in this MD&A Report which are not historical facts constitute forward-looking statements or forward-looking information within the meaning of applicable laws ("forward-looking statements"). Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Ekam Leasing & Finance Co. Ltd. registered with RBI as a non banking financial company(non deposit accepting), professionally managed Company where customer-satisfaction is of paramount consideration and matters most above all others.

### **The Industry: Opportunities & Threats:**

NBFCs have been playing a complimentary role to the banking sector, catering to the unbanked sectors and promoting financial inclusion; NBFCs have been vital to the growth of the economy by providing financial support to some of the important segments of the economy. Gradually, they are being recognised as complementary to the banking sector due to their customer-oriented services; simplified procedures; attractive rates of return on deposits; flexibility and timeliness in meeting the credit needs of specified sectors; etc. NBFCs are heterogeneous group of institutions (other than commercial and co-operative banks) performing financial intermediation in a variety of ways, like accepting deposits, making loans and advances, leasing, hire purchase, etc. They raise funds from the public, directly or indirectly, and lend them to ultimate spenders. They advance loans to the various wholesale and retail traders, small-scale industries and self-employed persons. Thus, they have broadened and diversified the range of products and services offered by a financial sector.

Opening up of economy gave a further boost to the demand for credit. A developing economy like India always craves for financial resources and NBFCs account for 12.3% of assets of the total financial system. Due to the global economic slowdown and its impact on the domestic economy, NBFC sector faced significant stresses on asset quality, liquidity and funding costs.

### **Business Outlook and Overview:**

Demand for credit is great and often organized traditional financing institutions (like banks and financial institutions) do not meet such demand thus creating a space for other types of financing. Money lender is an age old institution filling such space. Bank borrowings and debentures have remained the prominent source of funding for NBFCs After a long depressing performance in the