

ILD

28th
Annual Report
2012-2013

INDIA LEASE DEVELOPMENT LIMITED



Shri Ved Prakash Gupta

(15th August, 1915 - 20th August 2005)

A True Karmayogi.

*Your integrity, values and vision will continue to guide
and inspire us for all our activities and future growth.*

BOARD OF DIRECTORS**SHRI RAJIV GUPTA**

Chairman

SHRI ARUN MITTER

Director

SHRI SHARAD AGGARWAL

Director

SHRI M. K. MADAN

Director

SHRI ROHIT MADAN

Manager & Company Secretary

AUDITORS

M/S S.N. DHAWAN & CO.
CHARTERED ACCOUNTANTS
C-37, CONNAUGHT PLACE,
NEW DELHI-110001

BANKERS

BANK OF INDIA
KOTAK MAHINDRA BANK LTD

REGISTERED OFFICE :

MGF HOUSE, 4/17-B, ASAF ALI ROAD,
NEW DELHI-110002.

PHONE:011- 41519433, 41520070

E-mail : **info @indialease.com**Website : **www.indialease.com****REGISTRAR AND SHARE****TRANSFER AGENTS :**

M/S ALANKIT ASSIGNMENTS LIMITED
ALANKIT HOUSE,
2E/21, JHANDEWALAN EXTENSION,
NEW DELHI- 110055.

PHONE: 011-42541953-63

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NOTICE

NOTICE is hereby given that the Twenty Eighth (28th) Annual General Meeting of the Shareholders of India Lease Development Limited will be held at The Executive Club, 439, Village Shahoorpur, P.O.Fatehpur Beri, New Delhi-110030 on Thursday the September 26, 2013 at 12.30 P.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date, together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Rajiv Gupta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Shri Arun Mitter, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration. M/s S.N.Dhawan & Co., Chartered Accountants, (ICAI Firm Reg. No.000050N) retires and are eligible for re-appointment. Certificate under Section 224(1B) of the Companies Act, 1956, has been obtained from them.

For India Lease Development Limited

Place : **New Delhi**
Date : **May 30, 2013**

Rohit Madan
Manager & Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY, IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY ATLEAST FORTY EIGHT HOURS (48 HOURS) BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Register of Members and Share Transfer Books of the company will remain closed from Monday, the September 23, 2013 to Thursday, the September 26, 2013 (both days inclusive).
3. Trading in the shares of your company is in compulsory demat mode. Members who have not yet got their shares dematerialized are requested to opt for the same in their own interest and send their certificates through Depository Participant(s) with whom they have dematerialised account to the Company Registrars and Transfer Agents, M/s Alankit Assignments Limited, having their office at 2E/21, Alankit House, Jhandewalan Extn, New Delhi-110055.
- 3.a Further Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can also submit their PAN details to the company/Registrars and Transfer Agents.
4. Member(s) holding shares in the identical names in different folios are requested to apply for consolidation of the said folios and send relevant share certificate(s).
5. **REGARDING UNCLAIMED DIVIDEND**
 - (i) All unclaimed dividends declared upto the financial year ended March 31, 2000 have been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978.
 - (ii) Pursuant in to provisions of section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the Unclaimed dividend to unpaid dividends for the financial years ended March 31, 1996 to March 31, 2000 to the Investor Education and Protection Fund (IEPF) established by the Central Government.

- (iii) To receive faster communication of all shareholder communications, including Annual Report, the shareholders are requested to kindly register/update their email addressess with their respective Depository Participant where shares are held in electronic form. If, however, shares are held in physical form, holders are advised/ requested to register their email address with the company and/ or Registrar and Transfer Agent
6. Member(s) are requested:-
- a) To bring their copy of annual report and attendance slip at the time of meeting.
- b) To quote their registered Folio No(s)/ DPID/Client ID No. in all correspondence.
- c) Members who held shares in dematerialised form are requested to bring their DPID/ Client ID numbers for easy identification of attendance at the meeting.
7. The Ministry of Corporate Affairs (MCA), Govt. of India, has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by Companies through electronic mode, vide its circulars no. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. To take part in the above 'Green Initiative', your company proposes to send communications/ documents including Notice for General Meeting(s) and Annual Report from time to time in electronic mode to those members who have registered their email address with the Company/ Depository Participants (DP).
8. The Members who have not yet registered their email address are requested to register/ update their email address in respect of equity shares held by them in demat form with their respective DP's and in the case of physical form with the Company.

By order of the Board of Directors
For India Lease Development Limited

Place : **New Delhi**
Date : **May 30,2013**

Rohit Madan
Manager & Company Secretary

LISTING REQUIREMENTS

As required under Clause 49(vi) of the Listing Agreement, given below are the details of the Director(s) who retire by rotation and are eligible for re-appointment.

(a) **Director being re-appointed by rotation (Resolution at item No.2)**

Name : Shri Rajiv Gupta

Age & Date of Birth : 67 years (13-8-1946)

Qualification : B.E.(IIT,Delhi)

Experience in specific financial areas

Shri. Rajiv Gupta is a Bachelor in Engineering from IIT, Delhi, He has immense business experience and all around knowledge on subjects concerning Hire Purchase, Leasing, Corporate Finance, Taxation and Administration. His continued association with the company is considered absolutely necessary and valuable.

Other Directorships

The Motor & General Finance Ltd. Jayabharat Credit Ltd, Bahubali Services Ltd, Associated Traders & Engineers Ltd, Upper India Hire Purchase Companies Association Ltd, Cards Services India Pvt Ltd. MGF Securities Pvt Ltd, Ram Prakash & Company Pvt Ltd, MGF Estates Pvt Ltd, Local Goods Carriers Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd.

Committee Membership**India Lease Development Ltd**

Audit Committee

Remuneration Committee

Shareholders Grievance Committee

Jayabharat Credit Ltd.

Audit Committee

Remuneration Committee

Shareholders Grievance Committee

Bahubali Services Ltd.

Audit Committee

Shri. Rajiv Gupta holds 7,79,498 Equity Shares.

b) Director being re-appointed by rotation (Resolution at Item No.3)**Name** : Shri Arun Mitter**Age & Date of Birth** : 51 years (27-11-1962)**Qualification** : B.Com (H), ACA,**Experience in specific financial Areas**

Shri. Arun Mitter is a qualified Chartered Accountant. He has extensive business experience in general and financial management. His continued association with the Company is considered necessary in the interest of the Company.

Other Directorships

The Motor & General Finance Ltd, MGF Development Ltd, Jayabharat Credit Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, Upper India Hire Purchase Co. Assoc Ltd, Bahubali Services Ltd, Paramba International Ltd, Technofab Engineering Ltd, Discovery Holdings Pvt Ltd, Weaving Enterprises Pvt Ltd, Deap Hospitality Pvt Ltd, MGF Auto Sales Pvt Ltd, MGF Vehicles Sales Pvt Ltd, MGF Projects Pvt Ltd, Nanny Infrastructure Pvt Ltd, Ram Prakash & Co. Pvt Ltd, MGF Infotech Pvt Ltd, Cards Services India Pvt Ltd, Dove Promoters and Entertainment Pvt Ltd, Meta Dor Technologies Pvt Ltd, North Delhi Metro Mall Pvt Ltd, MGF Securities Pvt Ltd, MGF Estates Management Pvt Ltd, MGF Promotions and Events Pvt Ltd, Shanti Interior Pvt Ltd, MGF Housing & Infrastructure Pvt Ltd, MGF Promoters Pvt Ltd..

Committee Memberships :**India Lease Development Ltd**

Audit Committee

Remuneration Committee

Shareholders Grievance Committee

The Motor & General Finance Limited

Audit Committee

Remuneration Committee

Shareholders Grievance Committee

SHAREHOLDERS INFORMATION

Head Office & Registered Office	: MGF House 4/17-B, Asaf Ali Road, New Delhi- 110002
E-mail	: info@indialease.com
Company's Website	: www.indialease.com
Telephone Nos.	: 011-41519433 011-41520070
Fax	: 011-41503479
Date of Annual General Meeting	: September 26, 2013
Time, Day and Venue	: 12.30 P.M. Thursday at The Executive Club 439, Village Shahoorpur, P.O.Fatehpuri Beri, New Delhi- 110 030.
Day and Date of Book Closure	: Monday the September 23, 2013 to Thursday the September 26, 2013 (both days inclusive)
Shares Listed At	: The Stock Exchange, Mumbai Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.

The company confirms that it has paid the Annual Listing Fee to the above Stock Exchange for the Year 2013-14.

NOMINATION FACILITY

Shareholders are eligible to file their nominations against shareholdings. Nomination forms are available at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110 002. Those interested in getting the facility of nomination may write to the Company Secretary for a copy of the prescribed Nomination Form.

DIRECTORS REPORT TO THE MEMBERS

Your Directors present the Twenty Eighth (28th) Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2013.

FINANCIAL RESULTS

The Financial Results of the Company for the year ended March 31, 2013 are summarised below for your consideration:-

Particulars	Year ended March 31, 2013	Year ended March 31, 2012
Profit / (Loss) before taxation, interest, depreciation and provisions	(29.91)	(19.15)
Depreciation including impairment	(1.26)	(2.72)
Profit / (Loss) before provision for non performing assets & tax	(31.17)	(21.87)
Provision for non performing assets written back	1.59	181.37
Profit / Loss for the year	(29.58)	159.50
Profit / Loss brought forward	(2039.68)	(2167.28)
Accumulated Losses brought forward from MGF Services Limited	-	-
Total Profit / Loss	(2069.26)	(2007.78)
Appropriations		
Transferred to Statutory Reserves u/s 45-1C of the RBI Act, 1934	-	(31.90)
Balance carried forward to Balance Sheet	(2069.26)	(2039.68)

REVIEW OF OPERATIONS

The company is focusing its attention in recovery of the dues from the customers. The management is confident that with the maximum recovery, the funds generated will be deployed to earn better yield on investments.

DIVIDEND

In view of accumulated losses, the Board has not recommended any dividend for the year under review.

COMPANY'S CATEGORY

The company continues to hold the certificate issued by Reserve Bank of India in Category "B" as Non Accepting Deposits Non Banking Finance Company.

COMPLIANCE OF CLAUSE 31(a) OF THE LISTING AGREEMENT.

In terms of clause 31(a) of the listing agreement. Form 'A' duly signed by the Director & CEO, CFO, Chairman Audit Committee & Statutory Auditor of the Co. would be filed with the Stock Exchange alongwith the copy of annual reports.

AUDITORS' REPORT**Auditors' Observations-FORM A****(i) Emphasis of matter in the Independent Audit Report.**

The Company has discontinued fresh hire purchase/ leasing business. The management is of the view that the realization of the assets will be sufficient to pay off its entire liabilities. In view of the above the financial statements have been prepared on the assumption that the Company will continue as a going concern.

Management Comments

It has been suitably explained in Note-21 of Notes on Accounts

(ii) Non Compliance of Prudential Norms

There is non compliance of the provisions of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 with regard to maintenance of Credit Concentration/ Investments Norms in respect of lending to one of the company where these are exceeding the limits.

Management Comments

Although the net worth is positive but on account of accumulated losses this has a consequential effect. There is non -compliance of the provision of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

REPORT ON CORPORATE GOVERNANCE

A detailed report on Corporate Governance together with Management Discussions and Analysis Report has been included separately in Annexure 'A' and 'B' respectively which forms part of the Director's Report.

DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217(2AA) OF THE COMPANIES ACT,1956.

The Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the applicable accounting standards;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs for the company as at the end of financial year ended March 31, 2013 and of the Loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The statement of accounts for the year ended March 31, 2013 have been prepared on a Going Concern Basis.

DIRECTORS

In accordance with the requirements of Section 256 of the Companies Act, 1956 and the Articles of Association of your company, Shri Raiv Gupta, Director and Shri Arun Mitter, Director retire by rotation and being eligible, offer themselves for re-appointment.

PARTICULARS OF EMPLOYEES

There are no employees in receipt of remuneration which, inter-alia, requires the company to furnish the particulars of employees as required by Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees), Rules, 1975.

DEMATERIALISATION

Members who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their certificate through Depository Participants(s) with whom, they have dematerialized account, to the Company's Registrar and Transfer Agents, M/s Alankit Assignments Limited, 2E/21, Alankit House, Jhandewalan Extension, New Delhi-110055.

Further The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the company.

AUDITORS

M/s S.N. Dhawan & Co., Chartered Accountants, Statutory Auditors, retire and are eligible for re-appointment. A certificate under Section 224(1B) of the Companies Act, 1956, has been obtained.

SECRETARIAL AUDIT

Secretarial audit for the year 2012-2013 was carried out by, Practicing Company Secretary. The said secretarial unqualified audit report forms part of this Annual Report.

The secretarial audit report confirms that the company has complied with all the applicable provisions of the Companies Act, 1956, Depositories Act, 1956, Listing Agreements with the Stock Exchanges, Securities Contracts (Regulations) Act, 1956 and all the regulations of SEBI as applicable to the company, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992.

COMPLIANCE BY THE COMPANY

The company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to the capital markets during the last three years. No penalties or strictures have been imposed on the company by the Stock Exchange, SEBI or any other statutory authorities relating to the above.

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is available on the website of the Company i.e. www.indialease.com

E-mail ID FOR INVESTOR'S GRIEVANCES

In compliance of sub clause (f) to the Clause 47 of the Listing Agreement, the company has designated an e-mail address i.e. ildcomplaints@indialease.com of the grievance redressal division/compliance offer exclusively for the purpose of registering complaints by Investors.

NOMINATION FACILITY

In case, any of the members wish to avail facility of Nomination, Form (Form 2B) alongwith instructions, they are requested to send the duly completed form to the Registrars of the Company and/or at the Registered Office of the Company.

CEO/CFO CERTIFICATION

The CEO and the CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Clause 49(V) of the Listing Agreement.