



34th
Annual Report
2018-19

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.**

MANAGEMENT**BOARD OF DIRECTORS****SHRI RAJIV GUPTA**

Chairman

SHRI ARUN MITTER

Director

SHRI SHARAD AGGARWAL

Director

MS. SUMANA VERMA

Director

SHRI ROHIT MADAN

Manager, Company Secretary & CFO

SHRI MURALI. S

CEO

AUDITORS**M/S JAGDISH CHAND & CO.**CHARTERED ACCOUNTANTS
H-20, LGF, GREEN PARK (MAIN)
NEW DELHI – 110016**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.comWebsite: www.indialease.com**CIN : L74899DL1984PLC019218****GST No.: 07AAACI0149R1ZB****REGISTRAR AND SHARE TRANSFER
AGENTS****M/S ALANKIT ASSIGNMENTS LIMITED**ALANKIT HEIGHTS,
3E/7, JHANDEWALAN EXTENSION,
NEW DELHI - 110055
PHONE : 011-42541953-63**INDEX**

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DIRECTOR'S REPORT

The Board of Directors of India Lease Development Limited take pleasure in presenting their 34th (Thirty fourth) Report on the business and operations of the company and the accounts for the financial year ended March 31, 2019.

1. FINANCIAL SUMMARY

The Board's Report is prepared based on the standalone financial statements of the company. The company's financial performance for the year under review along with previous year figures are given hereunder:-

(₹ in lakhs)

| Financial Results | Year ended March 31, 2019 | Year ended March 31, 2018 |
|---|------------------------------|------------------------------|
| Gross Profit/ (Loss) before depreciation, finance cost and provisioning | (14.95) | 1.62 |
| Less: Depreciation including impairment | 0.21 | 0.22 |
| Profit /(Loss) before provisions, exceptional items and tax | (15.16) | 1.40 |
| Less: Income Tax for Earlier year w/o | (22.88) | 0.00 |
| Less: Provision for diminution in value of investments | 0.00 | 0.20 |
| Net Profit/(Loss) for the year | (38.04) | 1.20 |
| Total (Loss) | (2155.03) | (2116.99) |
| Losses carried forward to Balance Sheet | (2155.03) | (2116.99) |

2. REVIEW OF OPERATIONS

Recovery of the dues is the main focus of the company and the management is confident that with the maximum recovery it would be possible to deploy the funds to earn better return on investments.

3. DIVIDEND & RESERVES

In view of accumulated losses the Board has taken a conscious decision not to recommended any dividend for the year under review.

4. SHARE CAPITAL

The Paid up Equity Share Capital as on March 31, 2019 stood at ' 1471.30 lacs. During the year under review, there was no change in Capital Structure of the Company.

(a) Equity Shares with differential rights

Your Company has not issued any Equity Shares with differential rights during the year under review:

(b) Sweat Equity Shares

Your Company has not issued any Sweat Equity Shares during the year under review.

(c) Employee Stock Options

Your Company has not issued any Employee Stock Options during the year under review.

5. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There was no change in the nature of business of your Company during the year under review.

6. TRANSFER TO RESERVES

During the year under review, the company has not transferred any amount to Statutory Reserves and General Reserves. Reserves and Surplus as on March 31, 2019 stood at ₹ 1448.88 lacs.

7. FINANCE & ACCOUNTS

The financial statements of your Company are prepared in compliance with the requirements of the Companies Act, 2013, and they are prepared on historical cost basis. The estimates and judgments relating to the Financial Statement are made on prudent basis, so as to reflect a true and fair manner.

8. DEPOSITS

During the year under review, your Company did not invite any deposits covered under Chapter V read with Section 73 of the Companies Act, 2013.

9. EXTRACT OF THE ANNUAL RETURN

The extract of the annual return in Form MGT-9 is enclosed herewith as Annexure C, forming part of this report.

10. CORPORATE GOVERNANCE REPORT

Your company always place major thrust on managing its affairs with diligence, transparency, responsibility and accountability thereby upholding the important dictum that an organisation's corporate governance philosophy is directly linked to high performance.

The company is committed to adopting and adhering to established world-class corporate governance practices. The company understands and respects its fiduciary role and responsibility towards its stakeholders and society at large, and strives to serve their interest, resulting in creation of value and wealth for all stakeholders.

The compliance report on corporate governance and a certificate from M/s Jagdish Chand & Co. Chartered Accountants, New Delhi, (FRN No. 000129N), Statutory Auditors of the Company, regarding compliance of the conditions of Corporate Governance, as stipulated under Chapter IV of SEBI (LODR) Regulations, 2015, is attached herewith as Annexure A to this report.

11. DIRECTORS RETIRING BY ROTATION

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Article 60 of Articles of Association of the company, Sh. Rajiv Gupta (DIN:00022964), Chairman & Non Executive Director and Ms. Sumana Verma (DIN:01448591) Non Executive Director shall retire by rotation.

12. RE-APPOINTMENT OF INDEPENDENT DIRECTORS

The first term of Shri Arun Mitter (DIN: 00022941) and Shri Sharad Aggarwal (DIN: 00629816) expires of 17th September, 2019. Keeping in view the rich experience, acumen, qualification, immense knowledge of the industry and the substantial contribution and as well as performance evaluation, as a member of the Board, Committee of the Board, the Board of Director, on the recommendation of Nomination & Remuneration Committee have, pursuant to Section 149 of the Companies Act, 2013 & Regulation 25 of the Listing Regulations, have recommended to the shareholders to consider the re-appointment of Shri Arun Mitter and Shri Sharad Aggarwal for another term of five consecutive years commencing from September 18, 2019 to September 17, 2024, not liable to retire by rotation. Shri Arun Mitter and Shri Sharad Aggarwal have declared that they meet the criteria of Independence as laid down in Section 149(6) of the Companies Act, 2013 along with the rules framed there under and Regulation 16 (1)(b) of the Listing Regulations.

13. DIRECTORSHIP AND MEMBERSHIP ON COMMITTEES OF NON EXECUTIVE DIRECTORS

All the Directors at the beginning of the financial year, have periodically and regularly informed the company about their Directorship and Membership on the Board/Committees of the Board of other companies. As per the disclosures received, none of the Directors of the company hold Memberships/Chairmanships of more than the prescribed limits across all companies in which he/she is a Director.

14. SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards relating to Meetings of the Board of Directors and General Meeting respectively, have been duly followed by the company.

15. DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the Directors have selected such accounting policies and applied them consistently and judgment and estimates that are responsible and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit/(loss) of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other regulates;
- (d) the Directors have prepared the annual accounts on a Going Concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively and
- (f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

16. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

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

17. STATUTORY AUDITORS

At the 32nd Annual General Meeting held on September 27, 2017 the members had appointed M/s. Jagdish Chand & Co. Chartered Accountants (FRN.000129N) as Statutory Auditors for a term of five years beginning from the conclusion of the 32nd AGM till the conclusion of the 37th AGM subject to them ratifying the said appointment at every AGM.

In terms of the provisions, relating to statutory auditors forming part of the Companies Amendment Act, 2017, notified on 7th May, 2018 ratification of appointment of Statutory Auditors at every AGM is no more a legal requirement, Accordingly, the notice convening the ensuing AGM does not carry any resolution on ratification of the appointment of the Statutory Auditors. However it contains resolution regarding authority to the Board of Directors to fix the remuneration of Auditors for the financial year ending 2019-20.

18. AUDITORS' REPORT

The Statutory Auditors have audited the books of accounts of the Company for the financial year ended March 31, 2019 and have issued the Auditors' Report thereon. The Statutory Auditors have not made any adverse comments or given any qualification, reservation or adverse remarks or disclaimer in their Audit Report.

19. SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has re-appointed M/s Anjali Yadav & Associates, Company Secretaries as Secretarial Auditor of the Company for the FY 2018-19 to undertake Secretarial Audit of the Company. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark. Secretarial Audit Report and Secretarial Compliance Report given by Secretarial Auditor is annexed with the report as Annexure D and Annexure 3.

20. INTERNAL AUDITOR

The Internal audit of the company has been entrusted to Mr. S.K. Aggarwal, Chartered Accountant. The Company has in place adequate and effective internal financial controls with reference to the financial statement and is in commensurate with its size, scale and complexities of its operations. With a strong internal control culture in the company, the Internal Auditor monitors the compliance with the objective of providing information to the Audit Committee. The Audit Committee periodically reviews the internal control systems with the managements, Internal Auditors and Statutory Auditors and the adequacy of internal audit function, significant internal audit findings and follow up thereon, if any.

21. BOARD

The Company Secretary, in consultation with the Chairman, prepares the agenda of the Board Meeting/Committee Meetings which is intimated seven (7) days in advance in writing to the members prior to the meeting in order to permit adequate review.

The Company Secretary records minutes of each meeting and draft minutes are circulated to all members of the Board well in advance.

22. COMMITTEES OF BOARD

Pursuant to requirement under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted various Committees of Board such as Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee. The details of Composition of these committees are as follows:-

(a) Audit Committee

The Audit Committee of the company has been constituted and as on the date of signing of this report comprises of three (3) Non-Executive Directors, namely Sh. Rajiv Gupta (Non-Executive Director), Sh. Arun Mitter (Non-Executive Independent Director) & Sh. Sharad Aggarwal (Non-Executive Independent Director). Ms. Sumana Verma resigned as a member w.e.f. October 1, 2018. Sh. Arun Mitter is Chairman of the Audit Committee.

The Board accepts recommendations of the Audit Committee.

(b) Nomination & Remuneration Committee

Nomination & Remuneration Committee has been constituted and as on the date of signing of this report comprises of four (4) Directors, namely, Sh. Rajiv Gupta (Non-Executive Director), Sh. Arun Mitter (Non-Executive Independent Director), Sh. Sharad Aggarwal (Non-Executive Independent Director) and Ms. Sumana Verma (Non-Executive Director). Sh. Arun Mitter is the Chairman of the Committee.

The Board accepts recommendations of the committee based on the policy as is required under Section 178(4) of the Act in the matter of appointment/reappointment of the Directors, Senior Managers and fixation of remuneration, etc.

(c) Stakeholders Relationship Committee

Stakeholders Relationship Committee as on the date of signing of this report comprises of three (3) Directors, namely Sh. Rajiv Gupta (Non-Executive Director), Sh. Sharad Aggarwal (Non-Executive Independent Director), and Ms. Sumana Verma (Non-Executive Director). Sh. Sharad Aggarwal is the Chairman of the Committee.

The Committee looks into and resolves the grievances of the stakeholders, and as on the date of signing this report, there were no issues which need to be resolved.

(d) Risk Management Committee

Risk Management Committee comprises of two (2) Directors namely, Sh. Arun Mitter (Non-Executive Independent Director), and Sh. Sharad Aggarwal (Non-Executive Independent Director). Sh. Arun Mitter is the Chairman of the Committee.

(e) Corporate Social Responsibility (CSR) Committee

In view of accumulated losses for the last three years formation of Committee for Corporate Social Responsibility is not applicable. In view of the same CSR Committee has not been constituted.

23. SEPARATE MEETING OF INDEPENDENT DIRECTORS

In terms of requirements under Schedule IV of the Companies Act, 2013 and Regulation 25(3) of SEBI (LODR) Regulations, 2015, a meeting of the Independent Directors was held on March 15, 2019.

The Independent Directors at the meeting, inter alia, reviewed the following:-

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairperson of the Company, taking into account the views of other Directors.
- Assessed the quality, quantity and timeliness of flow of information between the Company's Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

24. DECLARATION BY INDEPENDENT DIRECTORS

In terms of Section 149(7) of the Companies Act, 2013, Independent Director of the Company have submitted a declaration that they meet the criteria of Independence.

25. FORMAL ANNUAL EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board is required to carry out annual evaluation of its own performance and that of its committee and individual directors. The Nomination and Remuneration Committee of the Board is also required to carry out evaluation of every director's performance. Accordingly, your Company has carried out the performance evaluation during the year under review.

26. WHISTLE BLOWER POLICY

The Company has formulated a vigil mechanism through Whistle Blower Policy to deal with instances of unethical behaviors, actual or suspected, fraud or violation of Company's code of conduct or ethics policy. The details of the policy are explained in the Corporate Governance Report and also posted on the website of the Company, i.e. www.indialease.com

27. KEY MANAGERIAL PERSONNEL

During the year under review, the company has identified following personnel's as Key Managerial Personnel:-

| S. No. | Name of the Person | Designation |
|--------|--------------------|----------------------------------|
| 1. | Shri Rajiv Gupta | Chairman |
| 2. | Shri Murali. S | CEO |
| 3. | Shri Rohit Madan | Manager, Company Secretary & CFO |

28. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee, laid down a Nomination & Remuneration Policy for selection and appointment of the Directors, Key Managerial Personnel and Senior Management and their remuneration. The extract of the Nomination and Remuneration Policy is provided in the Corporate Governance Report which forms part of Board's Report.

29. MATERIAL CHANGES AND COMMITMENTS

No material changes and commitments affecting the financial position of your Company have occurred between the end of the financial year of the Company to which the financial statements relate and on the date of this report.

30. SIGNIFICANT MATERIAL ORDERS PASSED BY REGULATORS

No significant material orders have been passed during the year under review by the regulators or courts or tribunals impacting the Going Concern status and company's operations in future.

However during the year under review, the securities of the company got suspended in view of non compliance of Regulation 18 of SEBI (LODR) Regulations, 2015. The company had made representation to the committee, constituted by BSE, requesting it to condone the delay, being the first default committed inadvertently, but the request of the company was not acceded to and the company was made to pay the penalty of Rs. 2,17,120/- inclusive of GST. The company paid the penalty and the trading of the securities got regularized.

31. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required by Regulation 34(2) of the SEBI (LODR) Regulations, 2015, a detailed Management Discussion and Analysis Report is presented in separate section forming part of the Annual Report.

32. MEETING OF THE BOARD OF DIRECTORS.

During the year, five Board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. The details of all Board/Committee meetings held are given in the Corporate Governance Report.

33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

During the year under review, your Company has not given any loan or guarantee or security which is covered under the provisions of Section 186 of the Companies Act, 2013.

34. RELATED PARTY TRANSACTIONS

During the year, under review the company had not entered into any contract/ arrangement/ transactions with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions. Suitable disclosure as required by the applicable Accounting Standards has been made in the notes to the financial

statements. The Policy on Related Party Transactions as approved by the Board is also available on the Company's website- www.indialease.com.

35. PARTICULARS OF EMPLOYEES

There were no employees who are in receipt of remuneration which inter-alia requires the Company to furnish the particulars of Employees as required under Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

36. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

The Company gives an equal opportunity between employees and consciously strives to build a work culture that promotes dignity of all employees. As required under the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has implemented a policy on Prevention of Sexual Harassment of Women at Workplace. An Internal Complaints Committee has been set up to receive complaints, investigate the matter and report to the management.

At the beginning of the year, there was no complaint pending. During the year, no complaint was received by the Committee and hence no complaint was pending at year end.

37. BUSINESS RESPONSIBILITY REPORT

As per Regulation 34(2)(f) of SEBI (LODR) Regulations, 2015, the company is not failing in the criteria i.e. top 500 listed companies based on market capitalization and as such, Business Responsibility Report is not applicable.

38. DEMATERIALIZATION

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(s) with whom they are having dematerialized account they can also send these documents to the company's registrar and transfer agents, M/s Alankit Assignments Limited, Alankit Heights, 3E/7, Jhandewalan Extension, New Delhi-110055.

Further, the 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 Participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can also submit their PAN details to the company.

39. TRANSFER/ TRANSMISSION/ TRANSPOSITION OF SHARES

The Securities and Exchange Board of India (SEBI), vide Its Circular NO.MRD/DOP/Cir-05/2009 dated 20th May 2009 and Circular No. MRD/DOP/SE/RTA/Cir-03/2010 dated 7th January, 2010 made it mandatory that a copy of the PAN Card be furnished to the company in the following cases:-

- Deletion of name of deceased shareholder(s) where shares are held jointly in the name of two or more shareholders
- Transmission of shares to the legal heirs where shares are held solely in the name of deceased shareholder: and
- Transposition of shares where order or names of shareholders are to be changed in physical shares held jointly by two or more shareholders.

Member(s), therefore, are requested to furnish the self attested copy of PAN CARD, at the time of sending the physical share certificate(s) to the Registrar and Transfer Agent of the company, for effecting any of the above state requests. Members are also requested to keep record of their specimen signature before lodgment of shares with the company probability of mismatch at a later date.

40. VIGIL MECHANISM POLICY

In compliance with the provisions of Section 177(9) of the Companies Act, 2013 read with the Rules made thereunder, the Company has instituted a Vigil Mechanism Policy which, inter-alia, facilitates its employees to report genuine concerns. The mechanism provides for adequate safeguards against victimization of persons using the mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases. The policy is available on the Company's website at www.indialease.com

41. NOMINATION FACILITY

Provisions of Section 72 of the Companies Act, 2013 read with the rule 19(1) of the rules made thereunder extends nomination facility to individuals holding shares in the physical form. To help the legal heirs/successors get the shares transmitted in their favour, shareholder(s) are requested to furnish the particulars of their nomination in the prescribed Nomination Form. In case, any of the members wish to avail facility, (Form SH-13), they are requested to send the duly completed form to the Registrars and/or at the Registered Office of the company. Member(s) holding shares in Dematerialized form are requested to register their nominations directly with their respective depository.

42. E-MAIL ID FOR INVESTOR'S GRIEVANCES

In terms of regulation of SEBI (LODR) Regulations, 2015, the company has designated an e-mail address i.e. **ildcomplaints@indialease.com** for the purpose of registering complaints by investors for redressal of their grievances.

43. CONSOLIDATION OF FOLIOS

Members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to write to the Registrars and Share Transfer Agents indicating the folio numbers for consolidation of similar holding under one folio.

44. 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 Regulation 17(8) of SEBI (LODR) Regulations, 2015.

45. LISTING FEE

The listing fee for the year 2019-20 has already been paid to the credit of the stock exchange.

46. CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO

In terms of the requirements of clause (m) of sub section(3) of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the particulars are given as under:-

| | | March 31,2019 | March 31,2018 |
|------|--|----------------------|----------------------|
| a) | Technology | It is not applicable | It is not applicable |
| b) | Conservation of Energy | - | - |
| c) | Transactions in Foreign Currency: | | |
| a) | Expenditure in Foreign Currency | | |
| i) | Repayment of Foreign Currency Loan | - | - |
| ii) | Interest on Foreign Currency Loan | - | - |
| iii) | Travelling Expenses | - | - |
| b) | Shares held by Non Resident Shareholders | 11660 | 9960 |
| i) | No. of Shareholders | 17 | 14 |

The Company had no earnings in foreign exchange.

47. ACKNOWLEDGEMENTS

Directors place on record their thanks for the assistance and cooperation received from all the stakeholders, bankers and other customers for their continued support and patronage.

Your Directors also wish to place on record the dedicated and devoted services rendered by all personnel of the Company.

For and on behalf of Board of Directors
For India Lease Development Limited

Place: New Delhi
Date: August 13, 2019

Rajiv Gupta
Chairman
DIN:00022964