

JINDAL LEASEFIN LIMITED
(L74899DL1994PLC059252)

22ND ANNUAL REPORT-2015-2016

JINDAL LEASEFIN LIMITED

BOARD OF DIRECTORS

RACHIT SINGHAL	Managing Director
SURENDER KUMAR JINDAL	Director
SHASHI GARG	Director
KIRAN SINGHAL	Independent Director
SACHIN KHARKIA	Independent Director

AUDITORS

STRG & Associates

Chartered Accountants

Firm Regn. No.: 014826N

348, 1st Floor, Tarun Enclave,

Pitam Pura, Delhi - 110034

Ph. 011-27032828

Registered Office:

110, Babar Road, New Delhi- 110 001

Ph. 011-46201000, Fax 011-46201002

E mail Id: - jindal@jindal.bz

Registrar and Share Transfer Agent

BEETAL Financial & Computer Services Pvt Ltd.

BEETAL HOUSE, 3rd Floor,

99, Madangir, behind LSC, New Delhi - 110062

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the members of **Jindal Leasefin Limited** will be held at:

Venue : Kejriwal Farm House, Holambi Kalan,
Narela Delhi-110082
Day and Date : Friday, 30th September, 2016
Time : 04.00 p.m.

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and reports of the Board of Directors ("the Board") and Auditors thereon.

ITEM NO. 2: APPOINTMENT OF DIRECTOR IN PLACE OF A DIRECTOR LIABLE TO RETIRE BY ROTATION

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 152 and other applicable provisions, if any of the Companies Act, 2013 and the Rule made thereunder (including any statutory modification or re-enactment thereof), Smt. Shashi Garg (DIN: 00131391) Director of the Company, who retires by rotation and being eligible offers herself for reappointment, be and is hereby re-appointed as Director of the Company liable to retire by rotation"

SPECIAL BUSINESS:

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY:

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(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s STRG & Associates, Chartered Accountants, Delhi, (Firm Registration No: 014826N), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by resignation of M/s Kewal Bajaj & Associates, Chartered Accountants.

RESOLVED FURTHER THAT M/s STRG & Associates, Chartered Accountants, Delhi, (Firm Registration No: 014826N), be and are hereby appointed as Statutory Auditors of the Company to hold the office from 02nd August, 2016, until the conclusion of the 22nd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

ITEM NO. 4: APPOINTMENT OF STATUTORY AUDITOR:

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

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s STRG & Associates, Chartered Accountants, Delhi (Firm Registration No: 014826N), be and are hereby appointed as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 22nd Annual General Meeting till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 22nd Annual General Meeting of the Company), at such remuneration plus applicable taxes and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

ITEM NO. 5 TO APPOINT MR. SACHIN KHARKIA(DIN: 00884999) AS INDEPENDENT DIRECTOR

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

"RESOLVED THAT pursuant to Sections 149,160 & 161 of the Companies act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and the applicable provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, Mr. Sachin Kharkia(DIN: 00884999), who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable to retire by rotation, to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

ITEM NO. 6 TO APPOINT MR. SURENDER KUMAR JINDAL (DIN: 00130589 AS DIRECTOR

To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution.

"RESOLVED THAT pursuant to Sections 160 & 161 of the Companies act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), Mr. Surender Kumar Jindal (DIN: 00130589, who was appointed as an Additional Director of the Company and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Director of the Company who is liable to retire by rotation.

RESOLVED FURTHER that the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers,

including the powers conferred by this Resolution), be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

**By the Order of Board of Directors
For Jindal Leasefin Limited**

**Surender Kumar Jindal
Chairman**

Registered Office: 110, Babar Road, New Delhi-110001

CIN: L74899DL1994PLC059252

Tel: 91 11 46201000, Fax: 91 11 46201002

E-mail: secy@jindal.bz, Jindal@jindal.bz

Website: WWW.JLLTD.IN

1. The explanatory statement setting out the material facts pursuant to Section 102(I) of the Companies Act, 2013, relating to the special businesses to be transacted at the Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF OR HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF MEETING.**
A person shall not act as Proxy on behalf of members for more than Fifty (50) in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form is annexed herewith.
3. Corporate Members intending to attend the Annual General Meeting through their authorized representative are requested to send a true copy of the board resolution, power of attorney or such other valid authorization authorizing their representative(s) to attend and vote on their behalf at the meeting.

4. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from 24.09.2016 to 30.09.2016(both days inclusive)
5. Beetal Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062 continue to act as Share Transfer Agent for physical shares of the Company. Beetal Financial & Computer Services Pvt. Ltd is also the depository interface of the Company with CDSL & NSDL. Members are requested to address all correspondences to the said Registrar & Share Transfer Agents at beetalrta@gmail.com
6. Members are requested to note that the Company's shares are under compulsory demat trading for all the investors. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may be held in the electronic form with any Depository Participant (DP) with whom the members/investors are having their demat account. The ISIN for the equity shares of the Company is **INE919T01013**. In case of any query/difficulty in any matter relating thereto may be addressed to the Registrar & Share Transfer Agents at beetalrta@gmail.com
As per the Circular No. MRD / Dop / Cir-05/2009 Dt. May 20, 2009 issued by the Securities Exchange Board of India (SEBI), it is mandatory to quote PAN for transfer/transmission of shares in physical form. Therefore the transferee(s)/ legal heirs are requested to furnish a copy of their PAN to the Registrar and Share Transfer Agents

The Notice of the Twenty Second Annual General Meeting alongwith the Attendance Slip, Proxy Form, Route Map to the venue of the Meeting and the Annual Report for the year ended 31st March, 2016 are being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. Members may also note that the aforesaid documents will also be available on the Company's website WWW.JLLTD.IN

7. All relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during 10.00 a.m. to 1.00 p.m. on all working days except Saturdays, upto and including the date of the Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection at the Meeting (AGM).

8. Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking re-appointment at the Meeting is furnished and forms integral part of the Notice. The Director has furnished the requisite consent/declaration for her re-appointment.
9. Members/Proxies are requested to deposit the Attendance Slip duly filled in and signed for attending the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in dematerialized form are requested to bring their DP Id and Client Id for easier identification of attendance at the Meeting.
10. Members desirous of obtaining any information on Financial Statements at the Meeting are requested to write to the Company at least 10 (ten) days before the date of the Meeting, so that the information required may be made available at the Meeting.

Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc.

from the Company electronically by sending an e-mail with RTA (beetalrta@gmail.com) or with the Company (secy@jindal.bz)

13. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the Members the facility of voting to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-voting. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

- The facility for voting through ballot/polling paper shall also be made available at the meeting and members attending the meeting who have not 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 for voting electronically are as under:-
The voting period begins on 27th September 2016 at 09:00A.M. and ends on 29.09.2016 at 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 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders.
- Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- 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.

- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>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.</p>
Dividend Bank Details OR	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.

Date of Birth (DOB)	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 (iv).
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- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for "**Jindal Leasefin Limited**" on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can downloaded from Google Play Store. Please follow the

instructions as prompted by the mobile app while voting on your mobile.

- (xix) **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.
- 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.
- The voting rights of the Members shall be in proportion to their shares in the paid-up equity share capital of the Company prior to commencement of Book Closure date(s) for the Annual General Meeting i.e. 23.09.2016

The Company has appointed **Upender Jajoo & Associates**, a practicing Company Secretary as the Scrutinizer to scrutinize **the voting and remote e-voting** process in a fair and transparent manner.

- The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the results of the voting forthwith.

- The Results declared, along with the Scrutinizer's Report shall be placed on the Company's website WWW.JLLTD.IN and on the website of CDSL within 48 (forty eight hours) of passing of the resolutions at the Meeting (AGM) of the Company and communicated to the Stock Exchange where the equity shares of the Company are listed viz. BSE Ltd.

ANNEXURE I TO NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (I) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No.3:

M/s Kewal Bajaj & Associates, Chartered Accountants, have tendered their resignation vide their letter dated 28th July, 2016 from the position of Statutory Auditors due to unavoidable circumstances, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013 ("Act").

The Board of Directors at its meeting held on 02nd August, 2016, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) under Companies Act, 2013, appointed M/s STRG & Associates, Chartered Accountants, Delhi, (Firm Registration No: 014826N), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Kewal Bajaj & Associates, Chartered Accountants, subject to the approval by the members in the 22nd Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent and eligibility certificate M/s STRG & Associates, Chartered Accountants, Delhi, (Firm Registration No: 014826N) to act as Statutory Auditors of the Company in place of M/s Kewal Bajaj & Associates Chartered Accountants, along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

The Board recommends the Resolution at Item No. 3 for approval of the Members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No. 4

The Board of Directors at its meeting held on 02nd August 2016 as per the recommendation of the Audit Committee and pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, recommended the appointment of M/s STRG & Associates, Chartered Accountants, Delhi, (Firm Registration No: 014826N) as Statutory Auditors of the Company to hold office for five years, from the conclusion of the 22nd Annual General Meeting, till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2021 (subject to ratification of the appointment by the Members at every Annual General Meeting held after the 22nd Annual General Meeting), at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent and eligibility certificate from M/s STRG & Associates, Chartered Accountants, Delhi, (Firm Registration No: 014826N) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in Item No. 4 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the Resolutions at Item No.4.

The Board recommends the Resolution at Item No. 4 for approval of the Members.

Item No.5:

Mr. Sachin Kharkia (DIN: 00884999), Additional Director of the Company, who vacates office at the conclusion of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years upto the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2021. Mr. Sachin Kharkia (DIN: 00884999), an eminent Professional and bring rich and varied experience to the Board.

Item No.6:

Mr. Surender Kumar Jindal (DIN: 00130589) was appointed as an Additional Director on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Surender Kumar Jindal (DIN: 00130589), for the office of the Director under the provisions of Section 160 of the Companies Act, 2013. Mr. Surender Kumar Jindal (DIN: 00130589) is an eminent Professional and bring rich and varied experience to the Board. None of the Directors of the Company, except Mr. Manit Gupta, are in any way concerned or interested in this resolution.

None of the Directors of the Company, except Mr. Sachin Kharkia (DIN: 00884999) are in any way concerned or interested in this resolution

**By the order of Board of Directors
For Jindal Leasefin Limited**

**Surender Kumar Jindal
Director**

ANNEXURE (II) TO THE NOTICE

Details of Director seeking Appointment/re-appointment in the ensuing Annual General Meeting scheduled to be held on 30th September, 2016(pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mrs. Shashi Garg	Mr. Sachin Kharkia	Mr. Surender Kumar Jindal
Date of Birth	13/09/1956	21/09/1976	20/02/1955
DIN	00131391	00884999	00130589
Age	60 Years	40 Years	61 Years
Date of Appointment	25/07/2006	29/08/2016	29/08/2016
Qualification & Experience	Ms. Shashi Garg, aged 60 years is a graduate in commerce and has experience of 20 years in the field of Finance. She is associated with many companies.	Mr. Sachin Kharkia, aged 40 years is a master in business administration and has 10 years experience in the field of finance	Mr. Surender Kumar Jindal, aged 61 years is a graduate and has experience in the field of finance, marketing and accounts. He is capable of addressing major strategic issues that can have an impact on the company's long-term future in terms of either expansion or divestment.
Number of Shares held in the Company	0	0	593803
Relationship with other Directors, Manager and other Key Managerial Personnel	None	None	Brother of Mrs. Shashi Garg, Director

Number of Board meeting attended during the financial year 2015-16	11	-	-
Directorships held in other Companies (Excluding Private Companies and Foreign companies)	None	None	Bhawani Traders Limited, Robertet Jindal Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Member of Stakeholder Relationship Committee of the Company	-	-
Chairman/Member of the Committee of the Board of Directors of other Public Companies	None	None	None

For Jindal Leasefin Limited

Surender Kumar Jindal
Director