

20th
ANNUAL REPORT
2005-2006



K. Z. LEASING & FINANCE LTD.

1ST FLOOR, DESHNA CHAMBER, ASHRAM ROAD,
USMANPURA, AHMEDABAD-380014.

20th ANNUAL REPORT

K. Z. LEASING & FINANCE LTD.

BOARD OF DIRECTORS

SHRI KESHAVLAL Z. PATEL	CHAIRMAN
SHRI PRAVINKUMAR K. PATEL	MANAGING DIRECTOR
SHRI RAMESHKUMAR N. PATEL	DIRECTOR
SHRI KESHAVLAL K. PATEL	DIRECTOR
SHRI GANDABHAI A. PATEL	DIRECTOR

REGISTERED OFFICE

1ST FLOOR, DESHNA CHAMBER,
B/H. KADVA PATIDAR WADI,
ASHRAM ROAD, USMANPURA,
AHMEDABAD-380014.

AUDITORS

J. M. PATEL & BROS. (M.COM., F.C.A.)
402, HARSH AVENUE,
NAVJIVAN PRESS ROAD,
NAVRANGPURA, AHMEDABAD - 380 014.

BANKERS

THE NAVNIRMAN CO OP BANK LTD.
UCO BANK
UNION BANK OF INDIA

K. Z. LEASING & FINANCE LIMITED

NOTICE

NOTICE is hereby given that 20th Annual General Meeting of the members of **K. Z. LEASING & FINANCE LTD.**, will be held on **30th September, 2006** at Regd. Office :- **1st Floor, Deshna Chambers, B/h. Kadva Patidar Wadi, Usmanpura, Ashram Road, Ahmedabad - 380014 (Gujarat)** at **11.15 a.m.** to transact the following business.

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as on 31st March 2005 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To Appoint a Director in place of Shri Keshavlal K. Patel, who retires by rotation and being eligible, offers himself for re-appointment.
3. To Appoint Auditors who shall hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix a remuneration to be decided by the Board of Directors.

REGISTERED OFFICE :

1ST FLOOR, DESHNA CHAMBER
B/H. KADVA PATIDAR WADI, ASHRAM ROAD,
USMANPURA, AHMEDABAD - 380 014.
DATE : 2/06/2006

BY ORDER OF THE BOARD
FOR, **K. Z. LEASING & FINANCE LTD.**

KESHAVALAL Z. PATEL
(CHAIRMAN)

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NOTES :

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member.
2. The Register of Members and Share Transfer Book of the Company will remain closed from **25/09/2006 to 30/09/2006** (both days inclusive)
3. Members are requested to intimate the change, if any, in their registered addresses.
4. Members are requested to bring their copies of the Annual Report to the Meeting.
5. Members desirous of full report are requested to write to the company at it's Registered Office.
6. Members intending to require information about accounts to be explained in the meeting are requested to inform the Company at it's Registered Office, at least Seven Days in advance of the Annual General Meeting.



K. Z. LEASING & FINANCE LIMITED**DIRECTOR'S REPORT**

To,
The Shareholders
K. Z. LEASING & FINANCE LTD.

Your Directors have pleasure in presenting the 20th ANNUAL REPORT of your company together with the Audited Accounts for the year ended 31st March 2006.

FINANCIAL RESULT

INCOME	2005-2006	2004-2005
Profit before depreciation & tax	4168230.11	2525268.70
Less : Depreciation	34741.00	37737.00
Provision for taxation	368161.00	---
NET PROFIT AFTER TAX	3765328.11	2487531.70
Less : Transfer to statutory Reserve A/c. 20%	753066.00	497506.34
BALANCE	3012262.11	1990025.36
Transfer to Revenue Reserve	3012262.11	1990025.36
	0.00	0.00

OPERATION

The Company has earned net profit (After Tax) of Rs. 3765328.11 as against profit of last year of Rs. 2487531.70. Thus, there is more than fifty percent increase in the profitability of the company.

DIVIDEND

There is tough competition in finance Business, It is in the interest of the company not to declare dividend and invest that amount. The company will be able to face in present competition. In view of this Board of Directors have decided not to recommend any dividend.

DIRECTORATE

In accordance with the provisions of The Companies Act, 1956 and the Article of Association of the Company, Mr. Keshavlal K. Patel will be retired by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for re appointment.

DEPOSIT

The company has not accepted public deposit during the year and the deposits outstanding are old deposits from Directors and their relative. However company has complied the provisions of section 58 A of companies Act as well as NBFC regulations.

20th ANNUAL REPORT**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 217(2AA) of the companies Act, 1956 with respect to Directors' Responsibilities Statement, it is hereby confirmed :

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2006, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- (iii) that the directors had 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) that the directors had prepared the accounts for the financial year ended 31st March, 2005 on a 'going concern' basis.

AUDITORS

M/s. J. M. PATEL & BROS., Chartered Accountant, Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re appointment. The Company has received certificate from the Auditors to the effect that their re appointment, if made, would be within the prescribed limits under Section 224(1) of The Companies Act, 1956.

AUDITOR'S OBSERVATIONS

As the observations made by auditors in the Auditors report read with notes on Account are self explanatory so no further explanation require. However for NPA provision the company has followed the procedure of written off Bad debts instead of NPA provision. Board of Directors are hopeful to recover the all advances outstanding.

PERSONAL

During the year under review, the relation between the Management and the employees continued to be very cordial. None of the employees of the company were in receipt of remuneration in excess of Rs.25000 per month and hence, information pursuant to the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of employees) Rules, 1975 is not furnished.

INFORMATION AS PER SECTION 217(1) (E) OF THE COMPANIES ACT, 1956

The Company has no activities relating to conservation of energy or technology absorption. There was neither inflow nor out go of foreign exchange during the year.

APPRECIATION

The Director record their appreciation to the company's share holder, Bank Employees for their support and look forward for their co-operation in the measures being taken to ensure a more prosperous future of the company.

By Order of the Board of Director

Keshavlal Z. Patel
(Chairman)

Place:- Ahmedabad
Date :- 02/06/2006

K. Z. LEASING & FINANCE LIMITED**CORPORATE GOVERNANCE REPORT**

1. K. Z. LEASING & FINANCE LTD has over the years been practicing the principles of good Corporate Governance and continuously reviews its investor relationship measures with a view to enhancing shareholders value. K. Z. Leasing & Finance Ltd. basically need and is not to be looked upon as an issue of Compliance alone.

The company seeks to achieve this goal by being transparent in its business dealings, disclosing all relevant information in an easily understandable manner, being fair to all shareholders and ensuring that the company's activities are managed by a professionally competent and independent Board of Directors.

2. BOARD OF DIRECTORS :

The company is being managed by the Board of Directors. The Board consists of five Directors as on 31/03/2006. Since the company has a Executive Chairman the Board meets the stipulated requirement of at least 50% of the Board comprising independent Directors who have no professional and/or business relationship with the company.

The constitution of the Board as on 31/3/2006

Shri Keshavlal Zaverchand Patel
Executive Chairman

Shri Pravinbhai Keshavlal Patel
Executive Managing Director

Non Executive & Independent Directors

1. Keshavlal Kashiram Patel
2. Rameshbhai N. Patel
3. Gandlal Ambalal Patel

The meetings of the Board of Directors were held on the following dated during the year

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The Attendance of the Directors of the company at the Board Meetings and Annual General Meeting (AGM) are as follows :

Name of Director	No of Meetings		Attendance of last AGM	Sitting Fees
	Held	Attn.		
Shri Keshavlal Z. Patel	16	16	Yes	Nil
Shri Pravinbhai K. Patel	16	16	Yes	Nil
Shri Rameshbhai N. Patel	16	11	Yes	Nil
Shri Keshavlal K. Patel	16	9	Yes	Nil
Shri Gandlal A. Patel	16	10	Yes	Nil

3. AUDIT COMMITTEE :

Managing Director
Shri P. K. Patel

Other Members

Shri K. K. Patel
Shri G. A. Patel

The Committee met 4 times on 30th Jun, 2005, 26th September, 2005, 24th December, 2005 and 25th March, 2006 during the financial year 2005-2006 and the attendance of the committee were as follows:

Name of Director	No. of Meetings		Attended Last AGM
	Held	Attended	
Shri P. K. Patel	4	4	Yes
Shri K. K. Patel	4	2	Yes
Shri G. A. Patel	4	4	Yes

No Remuneration/sitting fees are paid to the members of the Audit Committee.

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4. REMUNERATION POLICY :

The company has two Executive Directors on the Board, whose appointment and remuneration has been fixed by the board and in terms of the resolution passed by the members.

In view of this the company does not have a Remuneration committee. The Board determines the remuneration of the Managing Director.

5. SHAREHOLDERS / INVESTORS Grievance committee

Terms of Reference :

The company has formed investor/shareholder grievance committee to ensure redress at of shareholder and investor complaints relating to transfer of shares, non receipt of declared Dividend, Annual Reports etc.

The committee normally deals with the following matters :

- Transfer/Transmission/Transposition of shares, issue of duplicate shares, consolidation of shares/subdivision of shares.
- Review of Dematerialization of shares.
- Normal day to day matters & all other matters as prescribed and delegated to the committee by the board from time to time. The minutes of the committee meetings are noted and ratified at every ensuing board meetings.

Composition of committee

The Committee comprises of the following Directors.

Chairman	Other Members
Shri K. Z. Patel	Shri R. N. Patel Shri G. A. Patel

The Compliance Officer

Shri Samir A. Patel is the compliance Officer

The committee met on 30th Jun, 2005, 24th December, 2005 during the financial year 2005-2006

Name of Directors	No. of Meetings		Attended Last AGM
	Held	Attended	
Shri K. Z. Patel	2	2	Yes
Shri R. N. Patel	2	2	Yes
Shri G. A. Patel	2	2	Yes

During the year ended 31/03/2006 the company received 5 complaints from investors which were replied/resolved to the satisfaction of the investors.

No Remuneration/sitting fees are paid to the members of the Investor Grievance Committee.

General Body Meeting

Details of the Annual General Meeting(AGM)

AGM Date	Financial Year	Time	Location where AGM was held in the last 3 years	AGM No.
30/09/2006	- 2005-2006	11.15 a.m.	1st floor, Deshna Chamber B/h. Kadva Patidar Wadi, Usmanpura, Ashram road, Ahmedabad-380014	20th
24/09/2005	- 2004-2005	11.15 a.m.	As Above	19th
25/09/2004	- 2003-2004	11.15 a.m.	As Above	18th

Disclosure :

- Related party transaction with them as required under accounting standard 18(AS-18) are furnished under paragraph no 21 of the notes to the account attached with the financial statement in the year ended 31/3/2006.
- There has neither been any non compliance of any legal provision of applicable law nor any penalty, stricture imposed by the Stock Exchange or SEBI or any other authorities on any matters related to Capital Market during last three years.