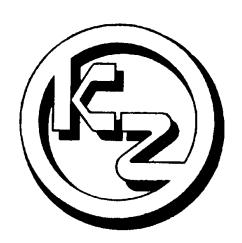
34th Annual Report 2019-2020



K. Z. LEASING & FINANCE LTD.

1st Floor, Deshna Chamber, Ashram Road, Usmanpura,
Ahmedabad – 380014.

Important Communication to Shareholders "Green Initiative in the Corporate Governance"

Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode.

Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors' report, directors' report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Private Limited.

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors' report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the "Green Initiative" taken by MCA and your Company's desire to participate in such initiatives.

Email Address Registration Form

(For members who holds shares in Physical Forms)

K Z LEASING AND FINANCE LIMITED

	Registered Office: 1 Floor, Deshana Chamber, B/n. Radwa Patidar Wadi, Ashram Road, Ahmedabad-380014								
	Ledger Folio No	No	of Share(s) held:						
NAME	ME OF THE SHAREHOLDER / JOINT HOLDER:								
Contact No. (R)		M)	_M)						
report	directors' report, explanatory	edger Folio No No. of Share(s) held: THE SHAREHOLDER / JOINT HOLDER:							
Signed	thisda	ay of	, 2020.						
Note:		-	_						

- Xaviers College Corner, Off C.G. Road, Navrangpura, Ahmedabad 380009; Tele: 07926465179
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.

Corporate Information

Founder: Late Keshavlal Zaverchand Patel

Board of Directors

Shri Pravinkumar Keshavlal Patel

Shri Ankit Pravinkumar Patel Smt. Chaitali Bharatbhai Patel Shri Dashrathbhai Devidas Patel Shri Babulal Maganlal Patel

Shri Kantibhai Sendharam Patel

Chairman & Managing director

Director & CFO
Woman Director
Independent Director
Independent Director
Independent Director

Audit Committee

Shri Babulal Maganlal Patel, Chairman Shri Pravinbhai Keshavlal Patel, Member Shri Kantibhai Sendharam Patel, Member

Shareholders / Investor's Grievance Committee

Shri Babulal Maganlal Patel, Chairman Shri Kantilal Sendharam Patel, Member Shri Pravinbhai Keshavlal Patel, Member Smt. Chaitali B Patel, Member

Corporate Social Responsibility Committee

Shri Dashrathbhai Devidas Patel, Chairman Shri Babulal Maganlal Patel, Member Shri Pravinkumar Keshavlal Patel, Member

Nomination & Remuneration Committee

Shri Kantibhai Sendharam Patel, Chairman Shri Dashrathbhai Devidas Patel, Member Shri Babulal Maganlal Patel, Member

COMPANY SECRETARY & COMPLIANCE OFFICER

Mrs. Hinal Anish Jain (Resigned w.e.f 22nd November, 2019) Ms. Shreya Dharmendra Shah (Appointed w.e.f 25th February, 2020)

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Tel.: 079-27542298	Auditor's Certificate on Corporate	
Fax: 079-27543200	Governance	32
Email Id: info@kzgroup.in;	Certificate on Compliance with condit	tion
kzleasing@yahoo.com	of Corporate Governance	32
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Secretarial Auditor

M A A K & Associates

M/s G R Shah& Associates

Bankers

- The Navnirman Co-Op. Bank Ltd.
- UCO Bank
- Shree Kadi Nagrik Sahakari Bank Ltd.

Registrars and Transfer Agents

Link Intime India Private Limited.

(Formerly, Intime Spectrum Registry limited)

C - 101, 247 Park,

L. B. S. Marg, Vikroholi (West)

Mumbai – 400083.

Phone: 022-49186000

Notice to the Shareholders

NOTICE is hereby given that the **34**th Annual General Meeting of the Members of K Z Leasing And Finance Limited will be held on Wednesday 30th September, 2020 at 11.30 a.m.through Video Conferencing ("VC") or other audio visual means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2020, the Balance Sheet as at that date and Cash flow together with the Auditor and Directors' Report thereon.
- 2. To appoint a director in place of Mrs. Chaitali Patel (holding DIN 06957559), Director who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS

3. To consider Reappointment of Mr. Pravinkumar Patel (holding DIN: 00841628) as the Managing Director of the Company for the term of three years and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or any amendment or any substitution or re-enactment thereof for the time being in force, and subject to the approval of the members and such other statutory approvals as may be required, Mr. Pravinkumar K. Patel (holding DIN: 00841628) be and is hereby re-appointed as the Managing Director of the Company for a further period of 3 years with effect from 14.08.2020 on the same terms and conditions of remuneration as were paid to him earlier."

REGISTERED OFFICE:

1st Floor, Deshna Chamber, B/h, Kadva Patidar Wadi, Ashram Road, Ahmedabad –380014. ON BEHALF OF THE BOARD FOR, K Z LEASING AND FINANCE LTD.

Pravinkumar K. Patel (Chairman & Managing Director) (DIN: 00841628)

Date: 14/08/2020

NOTES:

- In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5 May, 2020 read with circulars dated 8th April, 2020 and 13 April, 2020 ("MCA Circulars" and Securities and Exchange Board of India vide its circular dated 12 May, 2020 ("SEBI Circular"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 34th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
- 2. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
- 3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
- 4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
- 5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website

- 6. The relevant details as stipulated under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking re-appointment as directors Item Nos. 2 above is also annexed hereto.
- 7. The relevant details as stipulated under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of reappointment of Managing Director Item Nos. 3 above is also annexed hereto
- 8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
- 9. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Monday, 21st day of September, 2020 to Wednesday 30th day of September, 2020 (both days inclusive).
- 10. Members are requested to contact Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd. C-101, 247 Park, L.B.S. Marg, Vikroholi (W), Mumbai-400083 Phone No. 022-49186000, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
- 11. The equity shares of the Company are available for dematerialization, as the Company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
- 12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents "Link Intime India Private Ltd", for assistance in this regard.
- 13. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
- 14. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
- 15. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. Link Intime (India) Pvt. Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
- 16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
- 17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 18. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

Process and manner for attending the Annual General Meeting through InstaMeet:

Open the internet browser and launch the URL: https://instameet.linkintime.co.in

- ▶ Select the "Company" and 'Event Date' and register with your following details: -
- A.Demat Account No. or Folio No:Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.: Enter your mobile number.
- D. Email ID: Enter your email id, as recorded with your DP/Company.
- ▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

- 1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the Email ID kzleasing@yahoo.com.
- 2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the company
- 3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
- 4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
- 5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

- 1. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
- 2. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- 3. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- 4. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
- 5. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may contact **Ms Chinar Shah** by sending an email to instameet@linkintime.co.in/chinar.shah@linkintime.co.in or contacting on 079 -26465179/86

Remote e-Voting Instructions for shareholders:

The instructions for shareholders voting electronically are as under:

1. The voting period begins on 27th September, 2020 at 9.00 a.m. and ends on 29th September, 2020 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 23th September, 2020, may cast their vote electronically. The shareholders should log on to the e-voting website https://instavote.linkintime.co.in

Those who are first time users of LIIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ▶ Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
- A. User ID: Enter your User ID
- Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN)

(Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company in DD/MM/YYYY format)
- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders/members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier event of any company then they can use their existing password to login.

- 2. Click on 'Login' under 'SHARE HOLDER' tab.
- 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
- 4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
- 5. E-voting page will appear.
- 6. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- 7. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
- 8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

- The password should contain minimum 8 characters, at least one special character(@!#\$&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/membersholding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice. During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at https://instavote.linkintime.co.in, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

- (i) M/s G R Shah & Associates, Practicing Company Secretary (C.O.P 14446) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner
- (ii) The scrutinizer will prepare a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (iii) The Results declared along with the report of the Scrutinizer shall be placed on the website https://instavote.linkintime.co.in, immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

Explanatory Statements pursuant to section 102[1] of the Companies Act, 2013.

Item No. 3

Reappointment of Pravinkumar K. Patel (DIN: 00841628) as the Managing Director of the Company

The Board vide its Resolution dated 14th August, 2020 had approved, subject to the approval of shareholders, the reappointment of Mr. Pravinkumar Patel (DIN: 00841628) as the Managing Director of the Company for a period of three years with effect from 14th August, 2020 on same terms and conditions of remuneration as were paid to him earlier. The details of the same are as under:

<u>Salary</u> – Monthly remuneration not exceeding Rs 6,00,000/- subject to availability of sufficient profits during the financial year as calculated under Section 198 of The Companies Act, 2013. The Managing Director shall also be liable for availing of yearly increment as may be decided by the policy of the Company subject to the limits specified in Schedule V of the Companies Act, 2013.

Perquisites and Benefits- Perquisites as mentioned hereunder may be allowed I addition to salary

- a) Medical Reimbursement: Expenses incurred for self and family subject to ceiling of one month's salary in a year or three month's salary over a period of three years.
- b) Leave Travel Concession: For self and family, once in a year in accordance with the rules of Company.
- c) Encashment of leave at the end of tenure will not be included in the computation of the ceiling of the perquisites.
- d) Bonus to be paid as per policy of the Company or as per Bonus Act.
- e) Provision of car including driver for use on Company's business and telephone as well as mobile at residence will not be considered as perquisites. Personal long distance call and use of the car for the private purpose shall be billed by the Company to the individual appointee concerned.

Where in any financial year during the currency of tenure of the Managing Director, the Company had no profits or inadequate profits, the Company would pay Mr. Pravinkumar Patel (DIN: 00841628), remuneration, and perquisites as per the limits stated under Schedule V of the Companies Act, 2013, and as would be decided by the Remuneration Committee.

The Managing Director shall not be entitled to receive any fees for attending the Meetings of the Board of Directors of the Company or Committees thereof. The aforesaid appointment would be terminable from either side by giving 3 months notice in writing.

Brief Profile of the Managing Director:

Name	Pravinkumar Keshavlal Patel
Qualification	Electrical Engineer
Experience	Over 35 years of wide ranging experience in Finance field
Other Directorship	Visnagar Lease Finance Limited
Chairman / Member of the Committees of the Board of the other companies on which he is a director	None
No. of shares held in the company	15,100 Equity shares of Rs. 10 each
Disclosure of the relationships	Pravinkumar Patel is the promoter of the Company. He is also the Chairman of the Company. He is the father of Ankit P. Patel, Director and CFO of the company, and father in law to Chaitali Patel, director of the Company.

REGISTERED OFFICE:

1st Floor, Deshna Chamber, B/h, Kadva Patidar Wadi, Ashram Road, Ahmedabad –380014. BY ORDER OF THE BOARD

Pravinkumar K. Patel

Date: 14/08/2020 (Chairman & Managing Director)

(DIN: 00841628)

ANNEXURE TO THE NOTICE

<u>Item No. 2</u>: Details of Directors retiring by rotation

Name	Mrs . Chaitali Patel
Qualification	Bcom., M.com.
Experience	Over 8 years of wide range experience in Finance Area
Other Directorship	K Z Warehousing Logistics LLP
Chairman / Member of the Committees of the Board of the other companies on which she is a director	None
No. of shares held in the company	9,700 Equity shares of Rs. 10 each
Disclosure of the relationships	Mrs. Chaitali Patel is the wife of Mr. Ankit Patel, Director and CFO of the Company, and daughter in law of Mr. Pravinkumar Patel, Managing Director of the Company

REGISTERED OFFICE:

1st Floor, Deshna Chamber, B/h, Kadva Patidar Wadi, Ashram Road, Ahmedabad –380014.

Pravinkumar K. Patel

Date: 14/08/2020 (Chairman & Managing Director)

(DIN: 00841628)

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