

# LEAD FINANCIAL SERVICES LIMITED

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## **BOARD OF DIRECTORS**

Padam Chandra Bindal  
Chairman

Sanjay Kumar Agarwal  
Director

Pradeep Kumar Jain  
Director

Kusha Bindal  
Director

Jitender Kumar Sharma  
Director

## **BANKERS**

ICICI Bank  
2212/61, Gurudwara Road,  
Karol Bagh, New Delhi

## **STATUTORY AUDITORS**

B G G & Associates  
Chartered Accountants  
New Delhi

## **REGISTERED OFFICE**

Lead Financial Services Limited  
101, Sita Ram Mansion, 718/21, Joshi Road, Karol Bagh,  
New Delhi-110005 Tel. 23549822-23 Fax. 23623829  
email : lead\_financial@rediffmail.com Website : www.leadfinancialservices.in  
CIN : L74140DL1993PLC053485

## **REGISTRAR & TRANSFERS AGENTS**

Beetal Financial & Computer Services Private Limited,  
Beetal House, 3rd Floor, 99, Madangir,  
B/4, Local Shopping Centre, New Delhi-110062  
Tel: 011-29961281, 29961282, Fax: 011-29961284,  
E-Mail ID: beetal @ beetalfinancial.com,  
Website: www.beetalfinancial.com

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# LEAD FINANCIAL SERVICES LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the members of Lead Financial Services Limited will be held on Saturday, the 28<sup>th</sup> day of September, 2019 at 10:00 a.m. at Khandelwal Samaj Vikas Trust, 2C/24, New Rohtak Road, Sarai Rohilla, New Delhi-110005, to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with Reports of the Board of Directors and the Auditors thereon.
2. To appoint Director in place of Ms. Kusha Bindal (DIN: 06952708) who retires by rotation and being eligible offers herself for re-appointment.

### Special Business

#### **3. Re-appointment of Mr. Pradeep Kumar Jain as an Independent Director**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 149 & 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“Listing Regulations”), (including any statutory modification or re-enactment thereon, for the time being in force) Mr. Pradeep Kumar Jain (DIN : 00303976), who was appointed as an Independent Director of the Company at 21<sup>st</sup> AGM held on 29.09.2014 and who holds office of Independent Director upto 28<sup>th</sup> September, 2019 and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2024.”

By Order of the Board of Directors  
**For Lead Financial Services Limited**

**Place:** New Delhi  
**Dated:** 12.08.2019

Suman  
Company Secretary  
M. No.- A52842

### NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from 21<sup>st</sup> day of September, 2019 to 28<sup>th</sup> day of September, 2019 (both days inclusive).
3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the provisions of Companies Act, 2013, of the person seeking appointment/ re-appointment/change in terms, are as under:

Particulars	Name of Directors/KMP	
	Ms. Kusha Bindal	Mr. Pradeep Kumar Jain
Date of Birth	26/01/1990	20/12/1960
Date of Appointment/ re-appointment	29/09/2014	10/03/2007 (Date of first appointment as Director) 29/09/2014 (Date of appointment as Independent Director)

## LEAD FINANCIAL SERVICES LIMITED

Expertise in specific areas	Ms. Kusha Bindal, a commerce graduate is an Associate member of the Institute of Chartered Accountants of India. She has vast experience in the field of finance and Capital Market.	Mr. Pradeep Kumar Jain, a commerce graduate and a fellow member of the Institute of Chartered Accountants of India. He has more than 30 years of vast experience in the field of finance and Capital Market.
Qualifications	B.Com., ACA	B.Com., FCA
Shareholding in the company as on 31.03.2019	161000 (4.88%)	NIL
Inter se relationship with other Directors	Mr. P C Bindal and Ms. Kusha Bindal are relative.	NIL
Names of other Indian Public Limited Companies in which the person also holds the directorship and the membership of Committees of the board	NIL	NIL

4. Keeping in view of "Green Initiative in Corporate Governance" taken by Ministry of Corporate Affairs vide their circular no. 17/2011 dated 21/04/2011 and 18/2011 dated 29/04/2011, your Company has decided to send henceforth, all documents, required to be sent to the shareholders like General Meeting Notice (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report etc. in electronic form on the e-mail Id provided and made available to us by the Depository. In case you have not registered your E-mail ID or you desire to have different E-mail ID to be registered, please update the same with your Depository Participant and E-mail to us also at [lead\\_financial@rediffmail.com](mailto:lead_financial@rediffmail.com). Members may note that this Notice and the Annual Report 2018-19 will also be available on the Company's website viz. [www.leadfinancialservices.in](http://www.leadfinancialservices.in).
5. All documents referred to in the accompanying notice and the explanatory statement are open for inspection at the registered office of the Company during working day, except Saturdays, during office hours from 10 A.M. upto 5.00 P.M.
6. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM.** Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting right. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
7. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
8. Members are requested to bring their ID cards and attendance slip along with their copy of the Notice of the Meeting.
9. The notice is being sent to all the members, whose names appeared in the register of members/ Record of RTA as on the close of business hours on 17<sup>th</sup> August, 2019. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the member as on record date.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the business proposed for the Annual General Meeting, may be transacted through electronic voting system and the Company is providing facility for voting by electronic means ("remote e-voting") to its members.
12. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.
13. It may be noted that this remote e-voting facility is optional. The remote e-voting facility will be available at the link <https://www.evotingindia.co.in> during the following voting period.

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**Commencement of remote e-voting: From 9.00 a.m. of September 25<sup>th</sup> 2019, Wednesday End of remote e-voting: at 5.00 p.m. of September 27<sup>th</sup> 2019, Friday**

14. Remote e-voting shall not be allowed beyond 5.00 p.m. of **September 27<sup>th</sup> 2019, Friday**. During the remote e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The cut-off date for the limited purpose of remote e-voting is **21<sup>st</sup> September, 2019**.
15. The login ID and password for remote e-voting along with process, manner and instructions for remote e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice.
16. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for remote e-voting along with process, manner and instructions by e-mail.
17. The Company has, in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014, appointed CS Mukul Tyagi, partner of M/s Pooja Anand & Associates, Company Secretaries in practice, as Scrutinizer (as consented by him to be appointed as scrutinizer) for conducting the electronic Process in a fair and transparent manner.
18. Members are requested to intimate immediately any change in their address or other mandates to their Depository Participants with whom they are maintaining their Demat accounts. The Company or its Registrar and Transfer Agent cannot change mandates for shares in electronic form.
19. Non-resident Indian Members are requested to inform Company's Share Registrar – Beetal Financial & Computer Services (P) Limited immediately for the change in the residential status on return to India for permanent settlement;
20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's Registrar.
21. 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 communication from the Company electronically.
22. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting, to enable the management to keep the required information available at the meeting.

**23. Voting through electronic means:**

Pursuant to the provisions of section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote for the resolution proposed at the Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the remote e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on **<9.00 a.m. of September 25<sup>th</sup> 2019, Wednesday > and ends on <5.00 p.m. of September 27<sup>th</sup> 2019, Friday>**. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **<21<sup>st</sup> September, 2019>**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders/ Members.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) 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> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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</p> <ul style="list-style-type: none"> <li>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)</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of LEAD FINANCIAL SERVICES LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

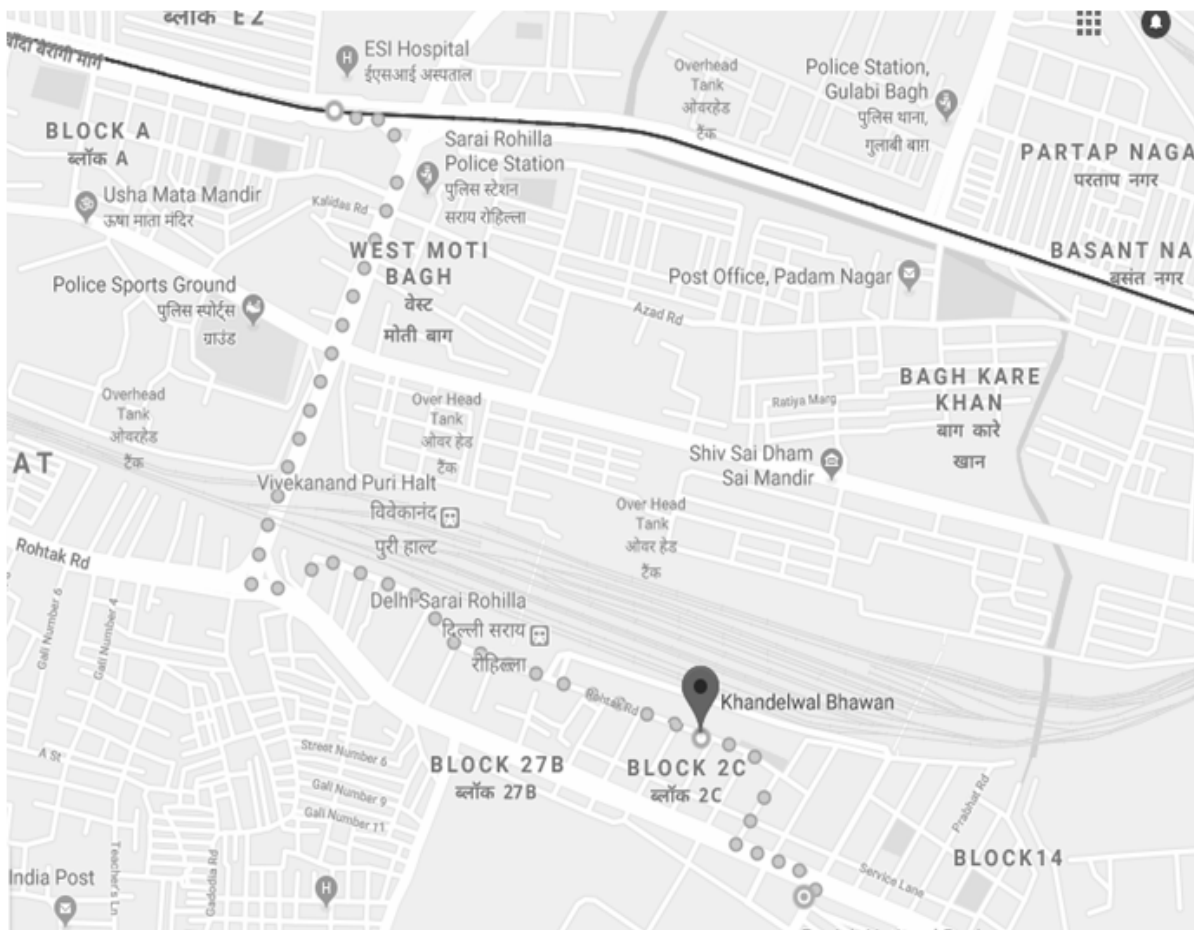
(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App store and the Window phone store respectively. Please follow the 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](http://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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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- 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.
  - (xx) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
24. The shareholders can opt for only one mode of voting, i.e. either physically by attending AGM or remote e-voting. If any shareholders opt for remote e-voting, may also attend the AGM but shall not be eligible to vote physically in the AGM again.
  25. The scrutinizer shall within a period of not exceeding three days from the conclusion of the AGM unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  26. The results of the remote e-voting along with the scrutinizer's report shall be communicated to the stock exchanges where the shares of the Company are listed.
  27. Route Map for venue of Annual General Meeting is also annexed.



# LEAD FINANCIAL SERVICES LIMITED

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## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NO. 3

#### **Re-appointment of Mr. Pradeep Kumar Jain as an Independent Director**

Mr. Pradeep Kumar Jain was appointed as an Independent Director on the Board of your Company pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the Stock Exchanges, by the Shareholders at the 21<sup>st</sup> Annual General Meeting ("AGM") of the Company held on 29<sup>th</sup> September, 2014. He holds office as Independent Director of the Company up to 28<sup>th</sup> September, 2019 ("first term" in line with the explanation to Section 149(10) and 149(11) of the Act).

The Nomination & Remuneration Committee, on the basis of performance evaluation of Independent Director and taking into account the external business environment, the business knowledge, experience and the substantial contribution made by Mr. Pradeep Kumar Jain during his tenure, has recommended to the Board that the continued association of Mr. Pradeep Kumar Jain as Independent Director of the Company would be beneficial to the Company.

In the opinion of the Board, Mr. Pradeep Kumar Jain, fulfils the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the Listing Regulations, and Mr. Pradeep Kumar Jain is an independent of the Management.

Based on the above and the performance evaluation of Independent Director, the Board recommends the re-appointment of Mr. Pradeep Kumar Jain as Independent Director of the Company, not liable to retire by rotation, to hold office for second term of 5(five) consecutive years commencing from 29<sup>th</sup> September, 2019 to 28<sup>th</sup> September, 2024.

Mr. Pradeep Kumar Jain has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and the Company has received declaration from Mr. Pradeep Kumar Jain stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as presently applicable.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, Regulation 17 of the Listing Regulations and other applicable regulations, the proposals for re-appointment of Mr. Pradeep Kumar Jain as an Independent Director is now being placed before the Members for their approval.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Save and except Mr. Pradeep Kumar Jain, and his relatives to the extent of his shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

By Order of the Board of Directors  
**For Lead Financial Services Limited**

**Place:** New Delhi  
**Dated:** 12.08.2019

Suman  
Company Secretary  
M. No.- A52842



# LEAD FINANCIAL SERVICES LIMITED

## DIRECTORS' REPORT

To,

The Members

**Lead Financial Services Limited**

Your Directors are presenting their 26<sup>th</sup> Annual Report on the business and operations of the Company and Audited Accounts for the Financial Year ended March 31, 2019.

### 1. Financial Performance

The Financial results of the Company during the period ended on 31<sup>st</sup> March, 2019 are as under:

		(Rs in Lacs)	
PARTICULARS	CURRENT YEAR (2018-19)	PREVIOUS YEAR (2017-18)	
1. <b>Total Income</b>	<b>17.08</b>	<b>119.04</b>	
<b>Less:</b> i) Operating, Administrative & other Exp.	<b>22.02</b>	<b>42.23</b>	
2. <b>Earnings before interest and depreciation</b>			
<b>Less:</b> i) Interest	1.13	0.02	
ii) Depreciation	0.11	0.42	
3. <b>Profit/(Loss) before Extra-ordinary item</b>	(6.18)	76.37	
<b>Add: Extra-ordinary item</b>	-	-	
3. <b>Profit/(Loss) before Tax</b>	(6.18)	76.37	
<b>Less:</b> provision for Tax			
i) Current	-	14.81	
ii) Deferred	(1.76)	0.23	
iii) Earlier year Tax	0.24	(0.03)	
iv) MAT Credit	-	(0.72)	
4. <b>Profit/(Loss) after Tax</b>	<b>(4.67)</b>	<b>62.08</b>	
<b>Add:</b> Balance of Profit as per last Balance Sheet	<b>184.74</b>	<b>135.07</b>	
<b>Less:</b> Adjustment of depreciation on account of change in estimated life of fixed assets	-	-	
<b>Less:</b> Transfer to Statutory Reserve	-	<b>(12.41)</b>	
5. <b>Balance available for appropriation</b>	221.88	226.55	
6. Equity Capital	330.00	330.00	
7. Earnings Per Share	(0.14)	1.88	

### 2. Dividend

Your Directors regret their inability to recommend any dividend in view of losses during the financial year under review.

### 3. Reserves and surplus

Reserves and Surplus as at 31<sup>st</sup> March, 2019 is Rs. 2,21,88,150/-. The Company has not transferred any amount to the Statutory Reserve, during the year under review.

### 4. Management and Discussion Analysis

The Management Discussion and Analysis of financial condition and results of operation of the Company for the year under review, as required under Regulation 34 of SEBI (LODR) Regulations, 2015, is given separately under the head "Management Discussion & Analysis Report" in Annual Report as '**Annexure-1**'.

### 5. Material Changes:

There are no material changes and commitments, affecting the financial position of the company between the end of financial year of your Company and the date of Director's Report.



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### 6. Details in respect of adequacy of internal financial controls with reference to the Financial Statements:

The Company has in place adequate internal financial controls with reference to financial statements. During the Financial year, such controls were checked and no reportable material weaknesses were observed.

### 7. Details of Subsidiary/Joint Ventures/Associate Companies

The names of companies which have become or ceased to be its Subsidiaries, joint ventures or associate companies during the year.	Not Applicable
Performance & Financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.	Not Applicable

### 8. Deposits

The Company did not hold any public deposits at the beginning of the year nor has it accepted any public deposits during the year under review.

### 9. Auditors

#### ➤ **STATUTORY AUDITORS**

M/s B G G & Associates, Chartered Accountants (ICAI Firm Registration Number: 016874N), New Delhi, were appointed as statutory auditors of the company to hold office for a period of 5 years, commencing from the conclusion of the 24th Annual General Meeting ("AGM") held on 28<sup>th</sup> September, 2017 till the conclusion of the 29<sup>th</sup> AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, as may be applicable.

Pursuant to the Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending Section 139 of the Companies Act, 2013 and the applicable Rules, the mandatory requirement for ratification of appointment of Auditors by the Members at every AGM has been omitted and hence the Company has not proposed ratification of appointment of M/s B G G & Associates, Chartered Accountants, at the ensuing AGM.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they are not disqualified in any manner from continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors based on the recommendation of the Audit Committee.

#### ➤ **SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Pooja Anand & Associates, Company Secretaries to undertake the secretarial audit of the company.

#### ➤ **INTERNAL AUDITORS**

Ms. Seema Gupta, Chartered Accountant, performs the duties of internal auditor of the Company and her report is reviewed by the audit committee from time to time

### 10. Auditors' Report

The observations in the Auditor's Report are dealt in the notes forming part of accounts at appropriate places and the same being self explanatory, no further comment is considered necessary.

### 11. Secretarial Audit Report

A Secretarial Audit Report in Form MR-3 given by Mr. Mukul Tyagi partner of M/s Pooja Anand & Associates, Company Secretary in whole time practice is annexed with the report in 'Annexure 2'.

Regarding the remarks of Secretarial Auditor, the Company has appointed Mr. Atul Vaibhav as Chief Financial Officer (CFO) of the Company w.e.f. 22nd April, 2019, in compliance with provisions of Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### 12. Directors:

#### A) Changes in Directors and Key Managerial Personnel

- Ms. Kusha Bindal, Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment. The Board recommends her re-appointment for the consideration of the Members of the Company at the Annual General Meeting.
- Mr. Jitender Kumar Sharma was appointed as an Independent Director for five consecutive years with effect from 29<sup>th</sup> September, 2018.

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- Mr. Vijay Kumar was re-appointed as the Manager of the Company for a period of three years with effect from 21<sup>st</sup> December, 2018 at remuneration of Rs. 20,000/- per month, with approval of shareholders in last Annual General Meeting held on 29.09.2018.
- Mr. Atul Vaibhav was appointed as Chief Financial Officer (CFO) of the Company in the Board meeting held on 22<sup>nd</sup> April, 2019.
- The Board recommends the re-appointment of Mr. Pradeep Kumar Jain as an Independent Director of the Company for a second term of five consecutive years commencing from 29th September, 2019 to 28th September, 2024.
- Mr. Sanjay Kumar Agarwal was appointed as an Independent Director of the Company to hold office upto 28<sup>th</sup> September, 2019. However, the Board did not recommend the re-appointment of Mr. Sanjay Kumar Agarwal as an Independent Director of the Company. Due to expiry of his tenure on 28.09.2019, he will ceased to be Independent Director of the Company.

### B) Declaration by an Independent Director(s)

The Company has received necessary declaration from all the Independent Directors of the Company confirming that they fulfill the criteria of Independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### C) Evaluation of the Board, its Committees and Individual Directors

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

Pursuant to the provisions of the Companies Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("Listing Regulations"), the Board has carried out an annual evaluation of its own performance, the individual Directors (including the Chairman) as well as an evaluation of the working of all Board Committees. The Board of Directors was assisted by the Nomination and Remuneration Committee. The performance evaluation was carried out by seeking inputs from all the Directors/ Members of the Committees, as the case may be and discussions with the Directors by the Chairman of the NRC.

### 13. Number of meetings of the Board of Directors

During the financial year ended March 31, 2019, 06 (Six) meetings of the Board were held, as follows:

S. No.	Dates of Board Meeting	Board Strength	No. of directors present
01.	13th April, 2018	4	4
02.	28th May, 2018	4	4
03.	13th August, 2018	4	4
04.	13th November, 2018	5	5
05.	12th February, 2019	5	5
06.	30th March, 2019	5	5

\*The maximum time gap between two meetings was not more than 120 days.

### 14. Committee of the Board

The Board has constituted three Committees of the Board – the Audit Committee, the Nomination and Remuneration Committee, Stakeholders' Relationship Committee. The composition of these Committees, including the number of the meetings held during the financial year are as follows:

#### A. Audit Committee

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015.

The Audit Committee is responsible for the effective supervision of the financial reporting process, reviewing with the management the financial statements and ensuring their compliance with accounting standards, Listing Regulations and other legal requirements and ensuring compliance with internal controls; reviewing finding of internal audit and ensuring follow up action on significant findings and reviewing quarterly, half yearly and annual accounts. All the recommendations made by the Audit Committee were accepted by the Board.

Six meetings of Audit Committee were held during the year 2018-19, on 13th April, 2018, 28<sup>th</sup> May, 2018, 13<sup>th</sup> August 2018, 13<sup>th</sup> November, 2018, 12<sup>th</sup> February 2019 and 30<sup>th</sup> March, 2019.