

**2018-2019**

***LEADING LEASING FINANCE AND  
INVESTMENT COMPANY LIMITED***  
***ANNUAL REPORT 2018-19***

**[ 35TH ANNUAL REPORT 2018-19 ]**

<b><u>CORPORATE INFORMATION</u></b>	
<b>BOARD OF DIRECTORS</b>	<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>
Ami Jinen Shah                      Director Ramcharan Nathmal Beriwal      Director Pankaj Ramanbhai Jadav           Director Rashida Masnur Dula               Director Buddhan Jha                           Director Jinen Manoj Shah                    CFO	Ms. Divya Email I.D. <a href="mailto:leadingleashing@gmail.com">leadingleashing@gmail.com</a> <b>Contact No. 011-25876635</b>
<b>REGISTERED OFFICE</b>	<b>STATUTORY AUDITORS</b>
T-63, Ground Floor, Near Khanna Market, West Patel Nagar, New Delhi- 110008 <b>Email ID: <a href="mailto:leadingleashing@gmail.com">leadingleashing@gmail.com</a></b> <b>Website: <a href="http://www.llfltd.com">www.llfltd.com</a></b>  <b>Phone: 011- 25876635</b>	<b>M/s. KMRG &amp; Associates,</b> Chartered Accountants, 501/502, 5 <sup>th</sup> Floor, Vishal Tower, District Centre, Janak Puri, Wesy New Delhi-110058
<b>SECRETARIAL AUDITOR</b>	<b>REGISTRAR AND TRANSFER AGENT</b>
<b>V Kumar &amp; Associates</b> Company Secretaries 15/18, Basement, West Patel Nagar, New Delhi-110008 Mobile: 9910218035 Mail: <a href="mailto:csvivekkumar@gmail.com">csvivekkumar@gmail.com</a> , <a href="mailto:vivek@vkumarassociates.in">vivek@vkumarassociates.in</a>	<b>Purva Sharegistry (India) Pvt. Ltd.</b> Unit no. 9, Shiv Shakti Ind. Estt. J.R. Boricha marg , Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400 011 <b>Contact no. 91-22-2301 6761</b>
<b>BANKERS</b>	<b>STOCK EXCHANGE</b>
<b>AXIS BANK</b>	<b>Metropolitan Stock Exchange of India Limited,</b> Vibgyor Towers, 4th floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, Telephone : +91 22 6112 9000  <b>Bombay Stock Exchange Limited</b> Phiroze Jeejeebhoy Towers Dalal Street Mumbai- 400001

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**Notice** is hereby given that **35<sup>th</sup> Annual General Meeting** of members of Leading Leasing Finance and Investment Company Limited will be held on **Saturday, 10<sup>th</sup> August 2019** at **12:00 p.m.** at **Shanti Palace** situated at **4-A Opp. Shadipur Metro Station, West Patel Nagar, New Delhi- 110008** to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the standalone Financial Statements of the Company for the year 2019 including audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon
2. To approve the appointment of Auditor who was appointed by the Board in casual vacancy and to re-appoint statutory auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution:

**“RESOLVED THAT** consent of the Members be and is hereby accorded for approval of Auditor appointed by the Board in casual vacancy for the period 2018-19 and Re-appointment of M/s KMRG & Associates, Chartered Accountants, having office at 501/502, 5<sup>th</sup> Floor, Vishal Tower, District Centre, Janakpuri West, New Delhi-110058 bearing registration number 029698N, from the conclusion of this Annual General Meeting until the conclusion of 39<sup>th</sup> Annual General Meeting of the Company at such remuneration as may mutually be agreed upon between the auditors and the Board of Directors of the Company.”

**SPECIAL BUSINESS:**

3. **Approval for appointment of Ms. Ami Jinen Shah(DIN: 06792048) as Whole Time Director**

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 Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013, and, as recommended by the Nomination and Remuneration Committee of the Company in their meeting held on 6<sup>th</sup> May, 2019, consent of members be and is hereby accorded to appoint Ms. Ami Jinen Shah (DIN: 06792048) as Whole-time director of the Company w.e.f 6<sup>th</sup> May 2019 for a period of 5 years from the date of his appointment and on a monthly remuneration of Rs 25000/-, which is within the limits prescribed under the Companies Act.

4. **Regularisation of Mr. Budhan Jha as an Independent, Non Executive Director (DIN: 08440492)**

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 149, 150 , 152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of Mr. Budhan Jha (DIN: 08440492 ), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from May 6, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.

**RESOLVED FURTHER THAT** to give effect to this resolution the Board of Directors be and are hereby authorised to do all the acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**5. Re- Appointment of Mr. Pankaj Ramjibhai Jadav (DIN:06493362) as an Independent Director**

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

**“RESOLVED THAT,** in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Pankaj Ramjibhai Jadav (DIN: 06493362) as an Independent Director of the Company for a period of five years with effect from 10th August, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

**6. Re- Appointment of Mr. Ramcharan Nathmal Beriwal (DIN:06821349) as an Independent Director**

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

**“RESOLVED THAT**, in accordance with the with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Ramcharan Nathmal Beriwal (DIN: 06821349) as an Independent Director of the Company for a period of five years with effect from 10th August, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by any applicable statutes, rules, regulations or guidelines.”

**By order of the Board  
For Leading Leasing Finance and Investment Company Limited**

**Place: New Delhi  
Date: 09.07.2019**

**Rashida Masnur Dula  
Director  
DIN: 07241900  
Add: 2/3/A, Sadik Park,  
Near Khushrid Park, Gyaspur,  
Sarkhej Road, Ahmedabad-380055**

## **NOTES:**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll and such proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. In order to be effective the proxies should be received by the company at its registered office not less than 48 hours before the meeting.** Proxies submitted on behalf of corporate including companies, societies etc., must be supported by an appropriate resolution of the Board of Directors or other governing body.
- (2) Members are requested to bring their attendance slip along with their copy of Annual Report to the meeting, Proxies should fill in the attendance slip for attending the meeting.
- (3) Members are requested to quote their Folio Number/Client ID, in all correspondence and intimate any change in their address to the Share Transfer Agent/Depository Participant promptly.
- (4) Pursuant to the provisions of Section 101 of the Companies Act, 2013 read with Rules 18 of the Companies (Management and Administration) Rules, 2014, the Company is sending the Annual Report electronically on email addresses registered with the Depositories/the Company's Share Transfer Agent. For others the company will continue to send the printed Annual Reports as usual. Shareholders wishing to receive the Annual Report in electronic mode are requested to provide their email address to the Company's Share Transfer Agent.
- (5) All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company between 11.00 AM to 1.00 PM on any working day till the date of the meeting.
- (6) An explanatory statement pursuant to section 102 of the Companies Act, 2013 relating to Special Businesses 3,4 ,5 & 6 is annexed hereto and forms part of this notice.
- (7) The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, 5<sup>th</sup> August, 2019 to Friday, 9<sup>th</sup> August, 2019 (both days inclusive) for the purpose of Annual General Meeting.
- (8) In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to votes on resolutions proposed to be considered at the 35<sup>th</sup> Annual General Meeting (AGM) through e-voting Services provided by National Securities Depository Limited (NSDL).

## PROCESS FOR E-VOTING:

The voting period begins on 7<sup>th</sup> August, 2019 at 9.00 AM and ends on 9<sup>th</sup> August, 2019 at 5.00 PM. During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> August, 2019 may cast their vote electronically.

Kindly note that vote once casted cannot be modified. For EVEN, you can log-in any number of times on e-voting platform of NSDL till you have voted all the resolutions or till the end date of voting period.

Note: e-Voting shall not be allowed beyond said time i.e. 9<sup>th</sup> August, 2019, 5:00 P.M.

The instructions for remote e-voting are as under:

- i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- vii. Select "EVEN" of "Name of the company".
- viii. Now you are ready for remote e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [csvivekkumar@gmail.com](mailto:csvivekkumar@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password, in such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.



Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.

You can also update your mobile number and e-mail id in the user profile details of the folio, which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990. For any further grievance related to the Remote E-voting, members may contact NSDL at the following contact information:

Phone No.+91 22 24994600/24994738

Email ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

The result of voting will be announced at **Shanti Palace situated at 4-A Opp. Shadipur Metro Station, West Patel Nagar, New Delhi- 110008** by the Chairperson of the AGM on Saturday, 10<sup>th</sup> August, 2019. The result of the voting will be communicated to the stock exchanges and will also be posted on the website of the Company.

## **Explanatory Statement**

### **(Pursuant to section 102 of Companies Act, 2013)**

**Item 3:** The Board of Directors at the meeting held on 6<sup>th</sup> May, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 196, 197, 198, 203 and other applicable provisions of Companies Act, 2013, Ms. Ami Jinen Shah as Whole Time Director of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Ms. Ami Jinen Shah as Whole Time Director of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

**Item 4:** The Board of Directors at the meeting held on 6<sup>th</sup> May, 2019, on the recommendation of Nomination and Remuneration Committee, appointed in terms of Section 149, 150, 152 read with Schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Budhan Jha (DIN: 08440492) as an Addition Independent Director on the Board of the Company.

The Board at the aforesaid meeting, on the recommendation of the Committee, recommended for the approval of the Members, the appointment of Mr. Budhan Jha (DIN: 08440492) as Addition Independent Director, of the Company as set out in the Resolution relating to his appointment.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Resolution for your approval.

**Item 5:** The Nomination & Compensation Committee ('the Committee') and the Board of Directors of the Company ('the Board') are of the view that in order to take advantage of Mr. Pankaj Rambhai Jadav counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 9<sup>th</sup> July, 2019, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Pankaj Rambhai Jadav as an Independent Director of the Company.