

LEADING LEASING FINANCE AND INVESTMENT CO. LIMITED

T-63, Ground Floor, West Patel Nagar, Central Delhi - 110008.

CIN: L65910DL1983PLC016712

(E) leadingleasing@gmail.com

(o) 011 - 65632288

(W): www.llfltd.com

To,

Date: 15.07.2019

Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Metropolitan Stock Exchange Of India Limited
Vibgyor Towers, 4th Floor, Plot No. C 62,
G Block, Opp. Trident Hotel, Bandra Kurla
Complex, Bandra (E), Mumbai - 400098, India

Dear Sir/ Ma'am,

Ref: Submission of Annual Report for 2018-19 under Regulation 34(1) of SEBI (LODR) Regulations, 2015

We are hereby submitting the Annual Report of Leading Leasing Finance and Investment Company Limited For Financial Year ended 2018-19 as required under Regulation 34(1) of SEBI (LODR) Regulations, 2015.

Kindly consider and take our submission in your records.

Thanking You
Yours faithfully

For Leading Leasing Finance And Investment Company Limited



Signature:
Signature:

RASHIDA MASNUR DULA
Director
DIN: 07241900

M. Dula

Date : 15.07.2019

Place : New Delhi

2018-2019

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

[35TH ANNUAL REPORT 2018-19]

CORPORATE INFORMATION

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

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Notice is hereby given that **35th Annual General Meeting** of members of Leading Leasing Finance and Investment Company Limited will be held on **Saturday, 10th 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, 5th 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 39th 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 6th 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 6th 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 Beriwala (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 Beriwala (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, 5th August, 2019 to Friday, 9th 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 35th Annual General Meeting (AGM) through e-voting Services provided by National Securities Depository Limited (NSDL).

PROCESS FOR E-VOTING:

The voting period begins on 7th August, 2019 at 9.00 AM and ends on 9th 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 3rd 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. 9th 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 with a copy marked to 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

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, 10th 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 6th 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 6th 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 9th 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.

Item 6: 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. Ramcharan Nathmal Beriwalwa counsel and advice, it would be appropriate that he continues to serve on the Board. Accordingly, the Board at the meeting held on 9th July, 2019, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Ramcharan Nathmal Beriwalwa as an Independent Director of the Company.

**By order of the board
For LEADING LEASING FINANCE AND
INVESTMENT COMPANY LIMITED**

Date:
09/07/ 2019
Place:New
Delhi

Signature
Name: Rashida Masnur Dula
Designation: Director
DIN: 07241900
Add- 2/3/A, Sadik Park, Near KhushPark,
Gyaspur, Sarkhej Road, Ahmedabad-
380055

Route Map:



DIRECTOR'S REPORT

Dear Members,

Your Directors feel pleasure in presenting their 35th Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31st March, 2019.

FINANCIAL RESULTS

During the year under review, the Company has shown notable performance. The extracts of financial results 2018-19 are as under:

Particulars	(in Rs.)	
	2018-19	2017-18
Total Revenue	19,581,478	33,94,485
Total Expenses	4,661,166	21,21,527
Profit / (Loss) Before Taxation	14,920,312	12,72,958
Provision for Income Tax	4,115,000	4,32,014
Provision for Deferred Tax	NIL	NIL
Profit after Taxation	10,805,312	8,40,944

OPERATIONS

During the year, the company has carried out its business operations. However Company has achieved a stable profit during the year. Your Directors are putting their best efforts to improve the performance of the Company. The company anticipates more development in the Finance Industry in years to come.

The income from operations during the year is Rs. 19,581,478 as against Rs. 33,94,364 in the previous year. The Company made a profit before tax of Rs. 14,920,312 as against the profit of Rs. 12,72,958 in the previous year.

DIVIDEND

Your Directors intend to plough back available resources for the financial requirements and express their inability to recommend any dividend for the financial year.

RESERVES

In terms of Section 45-IC of the RBI Act 1934, the Company registered as NBFC with RBI is required to transfer at least 20% of its Profit after tax to a Reserve Fund before dividend is declared. As at the year end, an amount of Rs. 21,61,062 has transferred to the Reserve Fund.

DEPOSIT

The Company has not accepted any deposits during the year under review and it continues to be a Non- deposit taking Non Banking Financial Company in conformity the guidelines of the Reserve Bank of India and Companies (Acceptance of Deposits) Rules, 1975.

EXTRACT OF ANNUAL RETURN

The details forming part of Annual Return in form MGT-9 is annexed **Annexure- II**.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board consist of Four (5) Directors and (1) CFO, Mr. Jinen Manoj Shah (CFO), Mr. Pankaj Ramanbhai Jadav (Non-Executive and Independent Director), Mr. Ramcharan Nathmal Beriwal (Non-Executive and Independent Director) and MS. Ami Jinen Shah (Whole Time Director) Ms. Rashida Masnur Dula (Non-Executive and Independent Director) and Mr. Budhan Jha (Non Executive and Independent Director). There has been no change in composition of Board.

- Mr. Jinen Manoj Shah has resigned from the post of Director w.e.f 06.05.2019 and appointed as CFO in the Company w.e.f . 06.05.2019.
- Ms. Ami Jinen Shah has been appointed as Whole Time Director w.e.f 06.05.2019.
- Mr. Budhan Jha has been appointed as Independent Director w.e.f 06.05.2019.

CHANGE IN COMPANY SECRETARY

The Company has appointed Ms. Divya, an Associate Member of the Institute of Company Secretaries of India, as Company Secretary of the Company w.e.f. 06.05.2019 and Ms. Manju has resigned from the post of Company Secretary w.e.f 12.03.2019

PERFORMANCE EVALUATION OF BOARD

Pursuant to the provisions of the Companies Act, 2013 and as per SEBI (LODR) Regulations 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as Stakeholders Relationship Committee. The Directors expressed their satisfaction with the evaluation process.

DECLARATION FROM INDEPENDENT DIRECTORS

The Company has received declaration from Mr. Ramcharan Nath Beriwal, Mr. Pankaj Ramabhai Jadav and Ms. Rashida Masnur Dula, Mr. Budhan Jha, Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed by the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

BOARD MEETINGS

The Board met 9 times during the financial year. During the 12 months period ended 31st March, 2019. Board Meetings were held on 19.04.2018, 28.05.2018, 03.07.2018, 10.07.2018, 13.08.2018, 18.10.2018, 13.11.2018, 18.01.2018 and 14.02.2019

The intervening gap between any two consecutive meetings of the Board did not exceed one hundred and twenty days as prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

COMMITTEES OF THE BOARD

Following are the three committees constituted by the Board:

1. Audit Committee.
2. Shareholders and Investor Grievance Committee and.
3. Nomination & Remuneration Committee.

The Composition of Board Committees as on March 31, 2019 was as under –

1. Audit Committee

The Audit Committee of the Company consisted of Mr. Jinen Manoj Shah (Executive Director), Mr Ramcharan Beriwal (Non-Executive & Independent Director) and Mr. Pankaj Jadav (Non-Executive & Independent Director). The constituted Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The Chairman of the Committee is Mr. Ramcharan Beriwal an Independent Director nominated by the Board.

As Mr. Jinen Manoj Shah has resigned from the post of Director w.e.f 06.05.2019, Board has Re-constituted Audit Committee which consists of Mr. Budhan Jha (Non-Executive & Independent Director), Mr Ramcharan Beriwal (Non-Executive & Independent Director) and Mr. Pankaj Jadav (Non-Executive & Independent Director). The Re-constituted Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

The terms of reference of the Audit Committee, inter alia, include overseeing financial reporting process, reviewing the financial statements and recommending appointment of Auditors.

2. Nomination and Remuneration Committee

Nomination and Remuneration Committee of the Company consists of three Directors, namely Mr Ramcharan Beriwal (Non-Executive & Independent Director) and Mr. Pankaj Jadav (Non-Executive & Independent Director) and Ms. Rashida Mansur Dula (Non-Executive & Independent Director).

The Board has Re-constituted Nomination and Remuneration Committee after 31st March, 2019 which consists of Mr. Budhan Jha (Non-Executive & Independent Director), Mr Ramcharan Beriwal (Non-Executive & Independent Director) and Mr. Pankaj Jadav (Non-Executive & Independent Director). The re-constituted Nomination and Remuneration Committee of the Company also meets the requirements under Section 178 of the Companies Act, 2013.

The Committee's scope of work includes identifying the persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal and carry out evaluation of every director's performance, deciding on remuneration and policy matters related to remunerations of Directors and laying guidelines for remuneration package or compensation.

The Committee has formulated a Nomination and Remuneration Policy relating to the appointment and remuneration for the directors, key managerial personnel and other employees. The nomination and remuneration policy is annexed marked **Annexure 'III'**.

3. Stakeholders Relationship Committee(SRC):

The Company has a Stakeholders Relationship Committee comprising of Mr. Pankaj Jadav(Non-executive and Independent Director), Mr. Ramcharan Beriwala (Non-Executive and Independent Director) and Mr. Jinen Manoj Shah(Executive Director). The Committee inter alia approves issue of duplicate share certificates and oversees and reviews all matters connected with the securities transfer. The Committee also looks into redressal of shareholders complaints like transfer/transmission of shares, non- receipt of Annual Report, non receipt of declared dividends, etc. During the year, nil complaints were received from investors in respect of share transfers.

As Mr. Jinen Manoj Shah has resigned from the post of Director w.e.f 06.05.2019, Board has Re-constituted Stakeholders Relationship Committee which consists of Mr. Budhan Jha (Non-Executive & Independent Director), Mr Ramcharan Beriwala (Non-Executive & Independent Director) and Mr. Pankaj Jadav (Non-Executive & Independent Director). The Re-constituted Audit Committee also meets the requirements under Section 177 of the Companies Act, 2013.

CHANGE IN THE NATURE OF BUSINESS

The Company is engaged in the business of Investments, Leasing and Financing. There has been no change in the nature of business of the Company during the year under review.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY

No significant and material orders were passed by any Regulator(s) or Court(s) or Tribunal(s) which would impact the going concern status of the company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

No material changes and commitment affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135(1) of the Companies Act, 2013 are not applicable to the Company and therefore the company has no corporate social responsibility committee of the Board.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT 2013

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 form part of the Notes to the financial statements provided in this Annual Report.

AUDITORS:

M/s Mittal Nirbhay & Company, Chartered Accountant, Delhi have indicated their unwillingness to continue as Auditors of the Company.

Pursuant to provisions of Section 139(2) of Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, M/s KMRG & Associates, Chartered Accountants, New Delhi, bearing registration number 029698N are eligible for appointment as Auditors. Your Company has received a written confirmation from M/s KMRG & Associates, Chartered Accountants, New Delhi, to the effect that their appointment, if made, would satisfy the criteria provided in Section 141 of the Companies Act, 2013 for their appointment.

Board recommend their appointment at the ensuing Annual general meeting.

AUDITORS' REPORT

The Auditors report does not contain any reservation, qualification or adverse remark. The observations contained in the Audit report submitted by M/s KMRG & Associates, Chartered Accountant, Delhi are self explanatory and does not require any further explanation.

SECRETARIAL AUDITOR

Pursuant to provisions of sub-section (1) of Section 204 of the Companies Act 2013, the Company is required to annex with its Board's Report a secretarial audit report, given by the Company Secretary in practice.

The secretarial audit of the Company has been conducted by M/s V Kumar & Associates, Company Secretaries in Practice and their report on the secretarial audit for the year under review.

SECRETARIAL AUDIT REPORT

The Secretarial Audit Report does not contain any reservation, qualification or adverse remark except that

- *Since, Company is required to appoint Internal Auditor pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, But the Company did not appoint any Internal Auditor.*

as mentioned in the secretarial audit report annexed hereto is attached as **Annexure- IV**.

PUBLIC DEPOSITS

The Company has not accepted any fixed deposits during the financial year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All material related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. **Form No. AOC-2** marked **Annexure-I** is annexed to this report containing disclosure of related party transactions under Section 188 of the Companies Act, 2013.

ENVIRONMENT, HEALTH AND SAFETY

The Company accords the highest priority to health and environment and safety. The Company takes at most care for the employees and ensures compliance with the Environment Act.

CORPORATE GOVERNANCE

As per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Compliance with the Corporate Governance Provisions shall not apply in respect of the listed entity having paid up Equity Share Capital not exceeding Rupees Ten Crores and Net worth not exceeding Rupees Twenty Five Crores as on the last day of the previous financial year.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (5) of the Companies Act, 2013, your Directors' confirm the following:

- (A) That in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (B) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are 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 ended on 31st March, 2019 and of the profit of the company for the that year.
- (C) That the Directors have taken proper and sufficient care for maintenance of adequate accounting records for the year ended 31st March 2019 in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for prevention and detection of fraud and other irregularities.
- (D) That the Directors have prepared the accounts for the financial year ended 31st March 2019 on a going concern basis.
- (E) That the Directors had laid down internal financial controls to be followed by the Company and that such internal financial control is adequate and operating effectively.
- (F) The Director had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Section 134(3) (m) of the Companies Act, 2013 read with a Companies (Disclosure of particulars in the report of the Board of Directors) Rules 8 is not applicable since the company does not have any manufacturing activities.

There has been no expenditure and /or earning in foreign exchange.

PARTICULARS OF EMPLOYEES:

There is no employee in the Company drawing remuneration for which information is required to be furnished under section 134 of the Companies Act 2013 read with Companies (Particulars of Employees) Rules 1975 as amended.

SUBSIDIARIES, JOINT VENTURE AND ASSOCIATE COMPANY

The Company has no subsidiary, Associate Companies and joint venture Company.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENT

The company has adequate internal financial control system commensurate with the size of the company and the nature of its business with regards to purchase of fixed assets. The activities of the company do not involve purchase of inventories and sale of goods and services.

For the purposes of effective internal financial control, the Company has adopted various procedures for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

To ensure adequacy of internal financial controls, the procedures adopted by the Company are based on the following parameters:

- (a) Familiarity with Policies and Procedures – the related policies and procedures and the changes thereto, if any, are communicated to the employees at the time of joining and it is ensured that such person understands the policies or procedures correctly.
- (b) Accountability of Transactions – There is a proper delegation of authorities and responsibilities so as to ensure accountability of any transaction.
- (c) Accuracy & Completeness of Financial Statements/ Reports – For accuracy and completeness of information, reconciliation procedure and multiple checking at different level have been adopted. To avoid human error, computer softwares are extensively used.
- (d) Retention and Filing of Base Documents – All the source documents are properly filed and stored in a safe manner. Further, important documents, depending upon their significance are also digitized.
- (e) Segregation of Duties – It is ensured that no person handles all the aspect of a transaction. To avoid any conflict of interest and to ensure propriety, the duties have been distributed at different levels.
- (f) Timeliness – It is also ensured that all the transactions are recorded and reported in a timely manner.

The procedures are also reviewed by the Statutory Auditors and the Directors of the Company from

time to time. There has also been proper reporting mechanism implemented in the organization for reporting any deviation from the procedures

RISK MANAGEMENT POLICY

At Present, the Company has not identified any element of risk which may threaten the existence of the Company.

WHISTLE BLOWER POLICY AND VIGIL MECHANISM

The Company has in place the whistle blower mechanism for directors, employees with a view to provide for adequate safeguards against victimization of stakeholders and provide for direct access to the Chairperson of the Audit Committee in appropriate cases. The policy can be accessed at the website of the Company at <http://llfltd.com/>

CODE OF CONDUCT

The Chairman of the Board Meetings has given a declaration that all Directors and senior Management Personnel concerned affirmed compliance with the code of conduct with reference to the year ended March, 31 2019.

ACKNOWLEDGEMENT

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co- operation received from Government agencies and the Shareholders. Your Directors also record their appreciation for the total dedication of employees at all levels.

**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**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. OPERATING RESULTS OF THE COMPANY

During the Financial Year under consideration the performance of the Company was satisfactory. Net Profit for the year 2018-19 stood at Rs. 10,805,312/- as against Net Profit of Rs. 840,944/- in the year 2017-18. Furthermore the total Revenue from operation for the year ended March 31st, 2019 stood at Rs. 19,581,478 /-, as compared to Rs. 339485/- revenue for the year 2017-18.

2. INDUSTRY STRUCTURE AND DEVELOPMENT

The principal activities of the Company are:

- I. The Company carry on the business of financing industrial enterprises.
- II. The Company invest in buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks debentures (whether perpetual or redeemable debentures), debenture stock, securities, properties of any other Company including securities of any Government, Local Authority, bonds and certificates.
- III. The Company carry on the business of leasing and hire purchase and/or hire purchase financing and to acquire to provide on lease or to provide on hire purchase basis all types of industrial and office plant, equipment, machinery, vehicles, building, and real estates required for manufacturing processing transportation and trading business and other commercial and service businesses.

3. THREATS

- I. With the increase in business segment, the competition has increased from Domestic and other developed countries.
- II. Threats for this Industry are very common and every person is aware of the threats and the risks involved with this Industry.

4. PROSPECT & OUTLOOK

The Company presents the analysis of the Company for the year 2017-2018 & its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic & other developments, both in India and abroad.

5. RISKS AND CONCERNS

The Company has taken adequate preventive and precautionary measures to overcome all negative factors responsible for low trend to ensure steady growth.

6. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

There are well-established procedures for Internal Controls for operations of the Company. The finance & audit functions are well equipped with professionally experienced qualified personnel & play important roles in implementing the statutory obligations. The Company has constituted Audit Committee for guidance and proper control of affairs of the Company.

7. HUMAN RESOURCES

Human Resources are highly valued assets at Leading Leasing Finance And Investment Company Limited. The Company seeks to attract, retain and nurture technical & managerial talent across its operations and continues to create, sustain the environment that brings out the best in our people with emphasis on training, learning & development. It aims at career progression and fulfilling satisfactory needs. Performance is recognized and rewarded through up gradation & job enrichment, performance incentives.

**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**

FORM NO. AOC - 2

{Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014}

Form for Disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto:

1. Details of contracts or arrangements or transactions not at Arm's length basis.

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transactions/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

2. Details of material contracts or arrangements or transactions at Arm's length basis

Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
NIL	NIL	NIL	NIL	NIL	NIL

By order of the board
For LEADING LEASING FINANCE AND
INVESTMENT COMPANY LIMITED

Sd/-
Signature
Name: Rashida Masnur Dula
Designation: Director
DIN: 07241900

Date: 09.07.2019
Place: New Delhi

Add- 2/3/A, Sadik Park, Near Khurshid Park,
Gyaspur, Sarkhej Road, Ahmedabad-380055

EXTRACT OF THE ANNUAL RETURN**FORM MGT-9**

As on the financial year ended on 31st March, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**I. REGISTRATION AND OTHER DETAILS**

i.	CIN	L65910DL1983PLC016712
ii.	Registration Date	07/10/1983
iii.	Name of the Company	Leading Leasing Finance And Investment Company Limited
iv.	Category/Sub-Category of the Company	Public Company having Share Capital
v.	Address of the Registered office and contact details	T-63, Ground Floor, Near Khanna Market, west Patel Nagar, New Delhi- 110008 Email id: leadingleasing@gmail.com
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. Add.: Unit no. 9, Shiv Shakti Ind. Estt. J.R. Boricha marg , Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai 400 011 Contact no. 91-22-2301 6761

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	financial service activities, except insurance and pension funding activities	649	100

*As per NIC Code 2008.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any Holding, Subsidiary and Associates Companies.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

i. Category-wise Share Holding

Category Code	Category of Shareholders	Number of shareholders	Total number of shares	Number of shares held in dematerialized form	Total Shareholding as a percentage of total number of shares	
					As a percentage of (A+B)	As a percentage of (A+B+C)
(A)	Shareholding of Promoters and Promoter Group					
(1)	Indian					
(a)	Individual / Hindu Undivided Family	0	0	0	0	0
(b)	Central Govt. / State Govt.(s)	0	0	0	0	0
(c)	Bodies Corporate	0	0	0	0	0
(d)	Financial Institutions / Banks	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(1)	0	0	0	0	0
(2)	Foreign					
(a)	Individual (Non-Resident Indian / Foreign Individuals)	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0
(c)	Institutions	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0
	Sub-Total (A)(2)	0	0	0	0	0
	Total Shareholding of Promoter	0	0	0	0	0

	and Promoter Group (A)= (A)(1)+(A)(2)					
(B)	Public Shareholding					
(1)	Institutions	0	0	0	0	0
(a)	Mutual Funds / UTI	0	0	0	0	0
(b)	Financial Institutions / Banks	0	0	0	0	0
(c)	Central Government / State Government(s)	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0
(f)	Foreign Institutional Investors	0	0	0	0	0
(g)	Foreign Venture Capital Investors	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0
	Sub-Total (B) (1)	0	0	0	0	0
(2)	Non-Institutions					
(a)	Bodies Corporate	9	124156	15056	2.33	2.33
(b)	Individuals -					
i.	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	626	313869	130394	5.88	7.56
ii.	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	57	4727533	4642733	88.61	83.04
(c)	Any Other (subsidiary company) (specify)	-	-	-	-	-

	Hindu Undivided Family	41	141864	135839	2.66	2.66
	Clearing Member	17	27578	27578	0.52	0.52
	Sub-Total (B) (2)	750	5335000	4951600	100	100
	Total Public Shareholding B= (B)(1)+(B)(2)	0	0	0	0	0
	TOTAL (A)+(B)	750	5335000	4951600	100	100
(C)	Shares held by custodians and against which Depository Receipts have been issued	0	0	0	0	0

ii. *Shareholding of Promoters*

Sl. no	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	%of Shares Pledge d / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Munish Mahajan	0	0	0	0	0	0	-
2.	Sangeeta Mahajan	0	0	0	0	0	0	-
3.	Gulmohar Investments And Holding Limited	0	0	0	0	0	0	-

- iii. **Change in Promoters' Shareholding (please specify, if there is no change):** Promoter Shareholding is NIL, there is no change in Promoter Shareholding.

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	0	0	0	0
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment /transfer/bonus/sweat Equity etc.	0	0	0	0
	At the end of the Year	0	0	0	0

- iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs)**

Sl. No	Name of Shareholders	Shareholding at the beginning of the year		Increase/ Decrease in Shareholding	Cumulative Shareholding during the year	
		No. of shares at the beginning	% of total shares of the Company		No. of shares at the end	% of total shares of the Company
1.	Artiben Jagdishkumar Akhani	200000	3.75	Nil	200000	3.75
2.	Nishant Umashanakar Agrawal	200000	3.75	Nil	200000	3.75
3.	Amit Yamunadutt Agarwal	200000	3.75	Nil	200000	3.75
4.	Jitendra Tarachand Agrawal	200000	3.75	Nil	200000	3.75
5.	Raghav K Agrawal	200000	3.75	Nil	200000	3.75
6.	Umashankar Prabhudayal Agrawal	200000	3.75	Nil	200000	3.75

7.	Sushil Kumar Khetan	200000	3.75	Nil	200000	3.75
8.	Satish Kumar Khetan	200000	3.75	Nil	200000	3.75
9.	Tapan Pankajbhai Khandhar	150000	2.81	Nil	150000	2.81
10.	Naman Pankaj Khandhar	150000	2.81	Nil	150000	2.81

v. *Shareholding of Directors and Key Managerial Personnel*

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1. JINEN SHAH					
	At the beginning of the year	14525	0.27	14525	0.27
	Decrease in Directors Share holding during the year	500	0	500	0
	At the end of the Year	14025	0.26	14025	0.26
2. RAMCHARAN BERIWALA					
	At the beginning of the year	0	0	0	0
	Increase in Directors Share holding during the year	25300	0.47	25300	0.47
	At the end of the Year	25300	0.47	25300	0.47
3. Ms. Rashida Mansur Dula					
	At the beginning of the year	0	0	0	0
	Decrease in Directors Share holding during the year etc.	0	0	0	0
	At the end of the Year	0	0	0	0
4. Ms. Ami Jinen Shah					
	At the beginning of the year	500	0	500	0
	Decrease in Directors Share holding during the year etc.	0	0	0	0

	At the end of the Year	500	0	500	0
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INDEBTEDNESS

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	-	55,200,339	-	55,200,339
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	55,200,339	-	55,200,339
Change in Indebtedness during the financial year				
• Addition	-	11,314,479	-	11,314,479
• Reduction	-	-	-	-
Net Change	-	11,314,479	-	11,314,479
Indebtedness at the end of the financial year				
(i) Principal Amount	-	66,514,818	-	66,514,818
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	66,514,818	-	66,514,818

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

The Company has not made any payment as remuneration to any Director of the Company.

B. Remuneration to other directors:

The Company has not made any payment as remuneration to any Director of the Company.

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD

During the year the Company has made payment of Rs. 33000 as remuneration to Company Secretary.

VII PENALTIES/PUNISHMENT/COMPUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ punishment/compounding Fees imposed	Authority IRD/NCLT/ Court	Appeal made if any give details
NIL	NIL	NIL	NIL	NIL	NIL

**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**

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

DEFINITIONS

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- (ii) Chief Financial Officer;
- (iii) Company Secretary; and
- (iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

OBJECTIVE

The objective of the policy is to ensure that

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

ROLE OF THE COMMITTEE:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.

- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's requirements.
- (b) A person should possess adequate qualification, expertise and experience w.r.t. the position for which his/her appointment is considered. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient/ satisfactory for the position.
- (c) The Company shall not appoint or continue the employment of any person as its Managing Director, Whole-time Director or Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

a) Independent Director

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiration of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and in compliance of the Companies Act, 2013, rules and regulations made there under and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company in compliance with the provisions of the Act.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

(1) Remuneration to Managing Director/ Whole-time Directors:

- (a) The Remuneration/ Commission etc. to be paid to Managing Director/ Whole-time Directors/ Manager etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- (b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director/ Whole-time Directors.

(2) Remuneration to Non- Executive/ Independent Directors:

- (a) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- (b) All the remuneration of the Non- Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- (c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

- (d) Any remuneration paid to Non- Executive /Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
- i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

(3) Remuneration to Key Managerial Personnel and Senior Management:

- (a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013.
- (b) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- (c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate. The Committee may delegate any of its powers to one or more of its members.

**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**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies

(Appointment and Remuneration Personnel) Rules, 2014]

To,

**The Members,
Leading Leasing Finance And Investment Company Limited,
T-63, Ground Floor, West Patel Nagar,
Near Khanna Market, New Delhi-10008**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Leading Leasing Finance And Investment Company Limited** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **Leading Leasing Finance and Investment Company Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Leading Leasing Finance and Investment Company Limited** ("the Company") for the financial year ended on **31st March, 2019** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009, and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other laws applicable to the Company-

- a. All the Rules, Regulations, Guidelines and Circulars applicable to Non Banking Financial Companies under the RBI Act, 1934
- b. Credit Information Companies (Regulation) Act, 2005 and Rules
- c. Guidelines with respect to SEBI KYC registration agency (KRA) Regulations, 2011
- d. The Prevention of Money-Laundering Act, 2002 and The Prevention of Money Laundering (Maintenance of Records, etc) Rules, 2005

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Ltd and Metropolitan Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- *Since, Company is required to appoint Internal Auditor pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, But the Company did not appoint any Internal Auditor.*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The Company is now successfully listed with Metropolitan Stock Exchange of India Limited and BSE Limited.

Date: 09.07.2019

Place: New Delhi

Sd/-

Signature

V Kumar & Associates

FCS No: 8976

CP No: - 10438

This report is to be read with our letter of even date which is annexed as 'ANNEXURE-A' and forms an integral part of this report.

To,

The Members,
Leading Leasing Finance And Investment Company Limited,
T-63, Ground Floor, West Patel Nagar,
Near Khanna Market, New Delhi-110008

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on this secretarial record based on our audit.
2. We have the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial record. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of the accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Date: 09.07.2019
Place: New Delhi

Sd/-
Signature
V Kumar & Associates
FCS No: - 8976
CP No: - 10438

INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

To,

The Members of

Leading Leasing Finance and Investment Company Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of **Leading Leasing Finance And Investment Company Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss, the Statement of Cash Flows and the Statement of changes in equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.(herein after referred to as "Financial Statement").

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We have conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the

assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at **31st March, 2019**, and its **profit** and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure A**" statement on the matters specified in paragraphs 3 and 4 of the Order.

1. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on **31 March, 2019** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March, 2019** from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the

Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For KMRG& Associates
Chartered Accountants
FRN: 029698N

CA Manish Kumar
Partner
Membership No: 539360
Date: 29th May, 2019
Place: New Delhi

“Annexure A” to the Independent Auditors’ LEADING LEASING FINANCE AND INVESTEMENT COMPANY LIMITED

Referred to in paragraph 1 under the heading ‘Report on other legal & Regulatory Requirements’ of our report of even date to the Financial Statements of the Company for the year ended **31st March, 2019**:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Fixed Assets.

(b) During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable having regard to the size of the Company and its nature of its assets.

(c) According to the information and explanations given to us, the Company does not hold any immovable properties, hence this clause is not applicable to the Company.
- 2) (a) The physical verification to the Inventories has been conducted at reasonable intervals by the management.

(b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

(c) The company has maintained proper records of inventory and no material discrepancies were noticed on such physical verification and the same have been properly dealt with in books of accounts.
- 3) (a) The Company has not granted loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 (‘the Act’).

(b) In view of our comments in (a) above, no further comments are warranted on receipt of principal amount and rate of interest on such loan.

(c) In view of our comments in (a) above, no further comments are warranted on overdue amounts of more than rupees one lakh in respect of the loans granted to the bodies incorporated listed in the register maintained under Section 189 of the Act.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provision of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- 5) The Company has not accepted any deposits from the public hence the directives issued by the Reserve Bank of India and the provision of Section 73 to 76 or any other relevant provision of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.

7) (a) According to information and explanations given to us and on the basis of our examination of the books of accounts, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31st March, 2019 for a period of more than six months from the date on when they become payable.

(b) According to the information and explanation given to us, there are no dues of Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax outstanding on account of any dispute.

8) In our opinion and according to the information and explanations given to us, the Company has not default in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provision of clause 3 (ix) of the order are not applicable to the Company and hence not commented upon.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to the Companies Act, 2013;

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provision of clause 3 (xiv) of the order are not applicable to the Company and hence not commented upon.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) According to the information and explanation given to us, the Company is required to be registered under Section 45-IA of the RBI Act, 1934 and the registration has been obtained by the Company.

**For KMRG& Associates
Chartered Accountants
FRN: 029698N**

**CA Manish Kumar
Partner
Membership No: 539360
Date: 29th May, 2019
Place: New Delhi**

Annexure B” to the Independent Auditor’s Reports of even date on the Financial Statements of LEADING LEASING FINANCE AND INVESTEMENT COMPANY LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **LEADING LEASING FINANCE AND INVESTEMENT COMPANY LIMITED** (“the Company”) as of 31 March, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on, “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2019, based on, "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of

Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India”.

**For KMRG& Associates
Chartered Accountants
FRN: 029698N**

**CA Manish Kumar
Partner
Membership No: 539360
Date: 29th May, 2019
Place: New Delhi**

Leading Leasing Finance And Investment Company Limited

Balance Sheet as at 31st March, 2019

Amount (in Rs.)

Particulars	Note No	Figures as at 31.03.2019	Figures as at 31.03.2018
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	53,350,000.00	53,350,000.00
(b) Reserves and Surplus	3	15,388,623.00	4,583,311.00
(c) Money received against share			
Warrants		-	-
(2) Share application money pending Allotment			
		-	-
(3) Non-Current Liabilities			
(a) Long-term borrowings	4	66,514,818.00	55,200,339.00
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables	6	2,873,280.00	3,386,280.00
(c) Other current liabilities	7	3,370,192.00	1,154,655.00
(d) Short-term provisions	8	2,506,154.00	335,247.00
Total		144,003,067.00	118,009,831.00
II. Assets			
(1) Non-current assets			
(a) Fixed assets	9.1	7,049.00	19374.00
(i) Tangible assets		-	-
(ii) Intangible assets			

(iii) Capital work-in-progress			
(iv) Intangible assets under development			
(b) Non-current investments			
(c) Deferred tax assets (net)			
(d) Long term loans and advances			
(e) Other non-current assets	10	137,459,646.00	117,412,289.00
(2) Current assets			
(a) Current investments			
(b) Inventories	11	278,303.00	278,303.00
(c) Trade receivables	12	5,138,000.00	-
(d) Cash and cash equivalents	13	895069.00	74,865.00.00
(e) Short-term loans and advances	14	3,000.00	3000.00
(f) Other current assets	15	222,000	2 22,000.00
Total		144,003,067	118,009,831.00
Significant Accounting Policies and Notes on Financial Accounts	1 to 21	-	-

For KMRG & Associates
Chartered Accountants
FRN: 029698N

Sd/-
CA. Manish Kumar
Partner
M. No. 539360

Place: Delhi
Date: 29.05.2019

For Leading Leasing Finance
And Investment Co. Ltd.

Sd/-
Ami Jinen Shah
Whole Time Director
DIN: 06792048

Sd/-
Pankaj jadv
Director
DIN: 06493362

Sd/-
Jinen Manoj Shah
(CFO)

Place: Delhi
Date: 29.05.2019

Leading Leasing Finance And Investment Company Limited

Statement of Profit and Loss statement for the year ended 31st March, 2019

Amount (in Rs.)

Particulars	Note No	Figures for the year ending on 31.03.2019	Figures for the year ending on 31.03.2018
I. Revenue from Operations	16	15,407,340	3,394,485.00
II. Other Income	17	4,174,138	-
III. Total Revenue (I +II)		19,581,478	3,394,485.00
<u>IV. Expenses:</u>			
Cost of Shares		-	-
Purchases of Stock-in-Trade		-	-
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		-	-
Employee benefits expense	18	132,000.00	191,000.00
Finance costs	19	3,924,418.00	864,952.00
Depreciation and amortization expense	9	12,325.00	20,626.00
Other expenses	20	592,424.00	1,044,949.00
Contingent Provision against Standard Assets		-	-
Total Expenses		4,661,166.00	2,121,527.00
V. Profit before exceptional and extraordinary items and tax (III - IV)		14,920,312.00	1,272,958.00
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		14,920,312.00	1,272,958.00
VIII. Extraordinary Items		-	-

IX. Profit before tax (VII - VIII)	14,920,312.00	1,272,958.00
X. Tax expense:		
(1) Current tax	4,115,000	432,014
(2) Provision for Deferred tax		
(3) Tax Adjustment for Earlier years	-	-
XI. Profit(Loss) for the period from continuing operations (IX-X)	10,805,312.00	840,944.00
XII. Profit/(Loss) from discontinuing operations	-	-
XIII. Tax expense of discontinuing operations	-	-
XIV. Profit/(Loss) from Discontinuing operations (after tax) (XII - XIII)	-	-
XV. Profit/(Loss) for the period (XI + XIV)	10,805,312.00	840,944.00
XVI. Earning per equity share:		
(1) Basic	2.02	0.16
(2) Diluted	2.02	0.16
Significant Accounting Policies	1	

For KMRG & Associates
Chartered Accountants
FRN: 029698N

Sd/-
CA. Manish Kumar

Partner
M. No. 539360

Place: Delhi
Date: 29.05.2019

For Leading Leasing Finance
And Investment Co. Ltd.

Sd/-
Ami Jinen Shah
Whole Time Director
DIN: 06792048

Sd/-
Jinen Manoj Shah
Chief Financial Officer

Place: Delhi
Date: 29.05.2019

Sd/-
Pankaj jadv
Director
DIN: 06493362

Leading Leasing Finance and Investment Company Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2019

Particulars	Notes	For the Year 31 st March, 2019	For the Year 31st March, 2018
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit as per P & L A/c		10,805,312	840,944
Less:			
Provision for TDS Payable		-	(230,020)
Written Off the Balance of TDS Receivable		-	-
Add:			
-Depreciation/Amortization		12,325	20,626
-Sundry Dr/Cr Balance Written Off		(499,138)	-
-Provision for income tax		4,115,000	
Operating Profit before Change in Working Capital		14,433,499	1,093,590
Adjustments for changes in working capital			
Change in Long Term Loans and Advances		(20,047,357)	(54,025,326)
Change in Short Term Loans and Advances		-	5,828,767
Change in Other Current Assets		-	(1,118,775)
Change in Long Term Borrowings		11,314,475	4,899,1525
Change in Short Term Borrowings		-	(891,000)
Change in Other Current Liabilities		2,215,537	305,815
Change in Trade Payable		(13,862)	(439,000)
Change in Short Term Provision		-	332,014
Change in Inventories		-	-
Change in Trade Receivables		(5,138,000)	-
Cash generated from operations		2,764,292	77,610
Taxes paid / received		(1,944,093)	-
Net Cash from Operating Activities		820,199	77,610
B .CASH FLOW FROM INVESTING ACTIVITIES			
Proceeds from sale of fixed assets		-	-
Purchase of Fixed Assets			(40,000)
Net Cash used in Investing Activities			(40,000)
C CASH FLOW FROM FINANCING ACTIVITIES			
Repayment of Secured Loans		-	-
Loan taken during the year		-	-
Issue of Share Capital		-	-

Net Increase/(Decrease) in Cash and Cash Equivalents		820,199	37,610
D Cash and Cash Equivalents at the beginning of the period		74,865	37,255
E Cash and Cash Equivalents at the end of the period		895,094	74,865
Net Increase/(Decrease) in Cash and Cash Equivalents		820,199	37,610

Note : The above Cash Flow Statement has been prepared under the indirect method set out in AS-3 issued by the Central Government under the Companies (Accounting Standards) Rule 2006.

For KMRG & Associates
Chartered Accountants
FRN: 029698N

**For Leading Leasing Finance
And Investment Co. Ltd.**

Sd/-
CA. Manish Kumar

Partner
M. No. 539360

Place: Delhi
Date: 29.05.2019

Sd/-
Ami Jinen Shah
Whole Time Director
DIN: 06792048

Sd/-
Pankaj jadav
Director
DIN: 06493362

Sd/-
Jinen Manoj Shah
Chief Financial Officer

Place: Delhi
Date: 29.05.2019

LEADING LEASING FINANCE AND INVESTMENT COMPANY LIMITED

Notes to the Financial Statements for the Year ended 31st March, 2019

Amount (in Rs.)

Particulars	Figures as at 31.03.2019	Figures as at 31.03.2018
Note 2: Share Capital		
<u>Authorised Share Capital</u>		
Equity share of Rs. 10/- Each	65,000,000.00	65,000,000.00
<u>Issued, Subscribed & Paid up Share Capital</u>		
5335000 Equity share of Rs. 10/- Each	53,350,000.00	53,350,000.00
Fully paid up in cash		
	53,350,000.00	53,350,000.00
<u>Shareholders holding more than 5% shares</u>		
Name of the shareholder	%	No. of shares as on 31.03.2019
NONE		No. of shares as on 31.03.2018
		-
		-
Note 3: Reserves & Surplus		
Reserve Fund (u/s 45-IC of RBI Act, 1934) (Sub Note:1)		
Opening Balance	613,692.00	4,45,430.00
Addition during the year	2,161,062.00	168,262.00
TOTAL (A)	2,774,754	613,692.00
Surplus (Statement of Profit & Loss)		
Opening Balance	3,969,619.00	30,64,917.00
Add: Profit during the year	10,805,312.00	840,944.00
Less: Provision for TDS payable for FY 2016-17	-	232,020.00
Written off the Balance of TDS Receivable	-	
Amount available for appropriation	14,774,931.00	4,137,881.00

Appropriations		
Transferred to Reserve Fund (u/s 45-IC of RBI Act, 1934)	2,161,062	168,262.00
TOTAL (B)	12,613,869	39,69,619.00
TOTAL (A+B)	15,388,623	45,83,311.00

Sub Note: 1

In terms of Section 45-IC of the RBI Act, 1934, the Company registered as NBFC with RBI is required to transfer at least 20% of its Profit after tax to a Reserve Fund before any dividend is declared. As at the year end, an amount of Rs. 21,61,062 (Previous Year Rs. 168,262) has accordingly transferred to the Reserve Fund.

Note 4: LONG TERM BORROWINGS	As at 31.03.2019	As at 31.03.2018
<u>Unsecured Borrowings</u>		
- Loan & Advances from others	66,514,818.00	55,200,339.00
Note 6 : Trade payables		
(a) Total outstanding dues of micro enterprises and small enterprises	-	-
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises	2,873,280.00	3,386,280.00
TOTAL	2,873,280.00	3,386,280.00

*** Disclosures under the Micro, small and Medium Enterprises Development Act, 2006:**

(a) An amount of Nil and Nil was due and outstanding to suppliers as at end of the accounting year on account of Principal and Interest respectively.

(b) No interest was paid during the year in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day.

(c) No amount of interest is due and payable for the period of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006.

(d) No interest was accrued and unpaid at the end of the accounting year.

(e) No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the Auditors.

Note7 OTHER CURRENT LIABILITIES	As at 31.03.2019	As at 31.03.2018
Statutory Dues		
- Gst Payable	1,777,500	-
- TDS Payable	427,095	115,405
Audit Fee Payable	107,500	77,500
Salary Payable	51,000	200,000
Professional Charges Payable	185,347	30,000
Accountancy Charges payable	120,000	60,000
Other Payable		
-Rhythm Business Advisory Pvt. Ltd	30,000	-
-Viral Ranpura	4,00,000	4,00,000
-Other Payable	2,71,750	2,71,750
Total	3,370,192	1,154,655

	As at 31.03.2019	As at 31.03.2018
Note8: Short Term Provision		
Provision for Taxation	2,170,907	-

Contingent Provision against Standard Assets	335,247	335,247
TOTAL	2,506,154	335,247
Note10: LONG TERM LOANS AND ADVANCES <u>(I) Unsecured Loan</u>		
-Considered Good	136,922,246	117,056,359
-Considered Doubtful	537,400	-
<u>(II) Other Long Term Loans</u>		
Advance Tax(Net provision for Tx Rs. Nil (Previous Year Rs. 7,84,549)	-	355,930
TOTAL	137,459,646	117,412,289
Note11: INVENTORIES (Fully paid up unless otherwise stated)		
72000 Equity Shares of Gulmohar Investment and Holding Ltd	238,920	238,920
100 Equity Shares of Prashant Protiens Ltd	1000	1000
200 Equity Shares of Fraternity Electronics Ltd	2000	2000
20 Equity Shares of Pentafour communication Ltd	27,873	27,873
50 Equity Shares of Container Corporation of India Ltd	8,510	8,510
Total	278,303	278,303
Aggregate Book Value of unquoted Investment	238,920	238,920
Aggregate Book Value of quoted Investment	39,383	39,383
Aggregate Market Value of quoted Investment	81,821	81,821
Note12: TRADE RECEIVABLES Sundry Debtors Outstanding for a period less than Six months from its due date		
- Unsecured and considered Good	5,138,000	-
Total	5,138,000	-

Note 13 : CASH AND CASH EQUIVALENTS		
Balance with Banks	671,083	27,879
Cash in Hand	223,986	46,986
Total	895,069	74,865
Note 14: SHORT TERM LOANS AND ADVANCES		
Unsecured, considered good		
Outstanding for a period of more than 6 months		
Security Deposit with Vodafone	3000	3,000
Total	3,000	3,000
Note 15: OTHER CURRENT ASSETS		
Other current asset	222,000	2,22,000
Total	222,000	222,000
Note 16: REVENUE FROM OPERATIONS		
(a) Income from financing and Investing Activities		
Interest on Financial Activities (Interest on Loan Financing)	9,207,340	3,394,485
(b) Income from Other Financial Services	6,200,000	-
Total	15,407,340	3,394,485
Note 17: OTHER INCOME		
Professional Consultancy Income	3,675,000	-
Sundry Dr/Cr Balances Written Off	499,138	-
Total	4,174,138	-
Note 18: EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Other Allowances	132,000	191000
Staff Welfare	-	-
Total	132,000	191000

Note 19: FINANCE COSTS		
Interest on Loan	3,920,955	854,050
Interest on TDS Payment	3,463	10,902
Total	3,924,418	864,952
Note :20 OTHER EXPENSE		
Payment to Auditors (Including Tax Audit Fee of Rs.10,000)	30,000	20,000
Bank Charges	797	6,187
Consultancy, Legal & Professional Charges	399,900	672,550
BSE Listing Fee	1,180	-
Accounting Charges	60,000	60,000
Consolidated Charges	-	1,325
Depository Charges	95,547	159,111
Professional Fees	-	10,000
Rates & Taxes-GST	-	239
Website & Internet Expenses	5,000	-
Loan Written Off	-	115,537
Total	592,424	1,044,949

Note -10 FIXED ASSETS

S.NO.	PARTICULARS	RATE %	GROSS BLOCK			
			COST AS ON 01.04.2018	Additions/ Transfer during the year	Sales/Adj. during the year	Total cost as on 31.03.2019
10.1	TANGIBLE ASSETS:					
	Computer & Hardware	63.16%	-	40,000	-	40,000
	Total (i)		-	40,000	-	40,000
10.2	INTANGIBLE ASSETS:					
	Total (ii)		-	-	-	-
	Grand Total (i+ii)		-	40,000	-	40,000

Note -10 FIXED ASSETS

(INR)

S.NO.	PARTICULARS	RATE %	DEPRECIATION				Net Block	
			up to 31.03.2018	DEPRECIATION During the year	Adjustment	Total as on 31.03.2019	As on 31.03.2019	As on 31.03.2018
10.1	TANGIBLE ASSETS:							

	Computer & Hardware	63.16%	20,626	12,325	-	32,951	7,049	19,374
	Total (i)		20,626	12,325	-	32,951	7,049	19,374
10.2	<u>INTANGIBLE ASSETS:</u>							
	Total (ii)		-	-	-	-	-	-
	<u>Grand Total (i+ii)</u>		20,626	12,325	-	32,951	7,049	19,374-

Pursuant to "AS28 – Impairment of Assets" issued by the Central Government under the Companies (Accounts) Rule 2014 for determining impairment in carrying amount of the fixed assets, the Company has concluded that since recoverable amount of fixed assets is not less than its carrying amount, therefore, no provision for impairment is required in respect of fixed assets owned by the Company.

Note : 1 SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. Significant Accounting Policies:

A. General

The Financial Statements are prepared under the historical cost convention, on basis of going concern and as per applicable Accounting Standards. The Company follows mercantile system of accounting and recognizes income and expenditure on accrual basis.

B. Use of Estimates

The Preparation of the financial statements require the management to make the estimates and assumptions that affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities and assets as at the balance sheet date and the reported amounts of the income and expenses during the year. Differences between the actual results and the estimates are recognized in the year in which the results are known and/materialized.

C. Fixed Assets

Fixed Assets are stated at their original cost including incidental expenses related to acquisition and installation, less accumulated depreciation. Cost comprises of the purchase price and any other attributable cost of bringing the assets to its working condition for its intended use.

D. Depreciation

Depreciation on assets is provided on the Written down Value method at rates and in the manner prescribed in Schedule II of the Companies Act, 2013.

E. Miscellaneous expenditure

Preliminary Expenses will be written off on the confirmation of management.

F. Revenue Recognition

The Company recognizes the revenue as the rendering of services are performed.

G. Taxes on Income

Deferred tax is recognized on timing difference between the accounting income and the taxable income for the year that originates in one period and is capable of reversal in one or more subsequent periods. Such deferred tax is quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

H. Contingent Liabilities

There is no contingent liability of the company.

I. Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity share outstanding during the period wherever applicable.

**For KMRG & Associates
Chartered Accountants
FRN: 029698N**

**For and on behalf of the Board of
LEADING LEASING FINANCE & INVESTMENT
COMPANY LIMITED**

**Sd/-
Ami Jinen Shah
Director
DIN: 06792048**

**Sd/-
Jinen Shah
Director
DIN: 02922873**

**Sd/-
CA Manish Kumar
Partner
M. No. 539360**

**sd/-
Jinen Manoj Shah
Chief Financial Officer**

**Place: Delhi
Date: 29.05.2019**

**Place: Delhi
Date: 29.05.2019**

LEADING LEASING FINANCE AND INVESTMENT CO. LIMITED

Shop No. T-63, Ground Floor, West Patel Nagar, Central Delhi - 110008.

CIN: L65910DL1983PLC016712

(E) leadingleasing@gmail.com

(o) 011 – 65632288

(W): www.llfltd.com

ATTENDANCE SLIP

35TH Annual General Meeting

Name of the Shareholder (in Block Letter) :
Regd. Folio No. /DP. Id/ Client Id :
Name of the Proxy (s) (in Block Letter) :
(to be filled in, if a proxy attends instead
of a member)
No. of Shares held :

I certify that I am a registered Shareholders/Proxy for the registered shareholder of the Company.

I hereby record my presence at the 35th Annual General Meeting of the company to be held on Saturday, 10th August 2019 at 12.00 P.M. at Shanti Palace, 4-A, Opp. Shadipur Metro, West Patel Nagar, New Delhi 110008

.....
.....

Member's/Proxy's Name in BLOCK Letters
Signature

Member's/Proxy's

Note:

- (1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.
- (2) Member's Signatures should be in accordance with the specimen signatures registered with the Company
- (3) Please bring your copy of the Annual Report for reference at the Meeting

* Applicable for Members holding shares in physical form.

**FORM NO. MGT-11
PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:

Name of the Company: Leading Leasing Finance and Investment Co. Limited

Registered office: 4-A Opp. Shadipur Metro Station, West Patel Nagar, New Delhi- 11

Name of the
Member:
Registered
Address: E-
mail Id:Folio
No /client ID
DP ID:

I/We, being the member(s) of shares of the above named company, hereby appoint.

1. Name.....,E- mail ID.....
Address
Signature....., or failing him/her
2. Name.....,E- mail ID.....
Address.....
Signature....., or failing him/her
3. Name.....,E- mail ID.....
Address
Signature.....,

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 35th Annual General Meeting of the Company, to be held on the 10th Day of August 2019 at 12.00 pm at 4-A, Oppo. Shadipur Metro Station, West Patel Nagar, New Delhi- 110008 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Audited Financial Statements
2. Appointment of Statutory Auditors
3. Approval of appointment of Whole Time Director
4. Regularisation of Director
5. Re-appointment of Independent Director
6. Re-appointment of Independent Director

Signed this _____ day of 2019

Signature of shareholder

Signature of Proxy

Affix
Revenue
Stamp

Note: This proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.