



# P. K. Leasing & Finance Ltd.

P-36, India Exchange Place, 4th Floor  
Kolkata-700 001 • Phone : +91 33 2225 3123  
E-mail : anilpkf@yahoo.co.in • anilpkf@gmail.com  
Web. : www.pkleasing.in

CIN : L65910WB1992PLC055895

Date: 13-08-2020

<b>The Listing Department</b> Metropolitan Stock Exchange of India Ltd 4 <sup>th</sup> Floor, Vibavor Towers Plot No. C-62, opp. Trident Hotel Bandra Kurla Complex, Bandra East Mumbai-400098  <b>Symbol: PKLEASING</b>	<b>The Secretary</b> The Calcutta Stock Exchange Ltd 7, Lyons Range Kolkata-700 001  <b>Scrip Code No. 10026186</b>
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**Ref: Regulation 34 of SEBI (LODR) Regulations 2015**

**Sub: Annual Report for financial year ended March 31, 2020 (2019-2020)**

Dear Sir,

With Reference to the above mentioned subject and in terms of Regulation 34 of SEBI (LODR) Regulations 2015, Kindly find enclosed herewith the Annual Report for financial Year ended March 31, 2020.

Please find the above in order and do the needful & oblige.

Thanking you,

Yours faithfully,  
For P. K. LEASING & FINANCE LTD

ANIL AGARWAL  
(MANAGING DIRECTOR)  
DIN: 00315722

Encl: As above

2019-2020

***P.K.LEASING & FINANCE LTD***

***ANNUAL REPORT 2019-2020***

**PKLEF**

**[28TH ANNUAL REPORT 2019-2020]**

**CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	<b>STATUTORY AUDITORS</b>
SHRI ANIL KUMAR AGARWAL- MANAGING DIRECTOR (DIN: 00315722)  MS. RUCHI AGARWAL - NON-EXECUTIVE DIRECTOR (DIN: 06942318)  PARTHA DAS - INDEPENDENT DIRECTOR (DIN: 03556329)  AMIYA MUKHERJEE - INDEPENDENT DIRECTOR (DIN: 00326546)  Mr. NAND KISHORE AGARWAL- CFO	<b>M/s. JSGA &amp; Associates,</b> Chartered Accountants, Rabindra Sarani, Gate-2, 5 <sup>th</sup> Floor, Room No. 548 Kolkata-700 001  <b><u>COMPANY SECRETARY</u></b>  MS. DEEPIKA LUHARUKA
<b>REGISTERED OFFICE</b>	<b>REGISTRAR AND TRANSFER AGENT</b>
P-36, INDIA EXCHANGE PLACE 4 <sup>th</sup> Floor, KOLKATA-700 001 Tel: 033-2225 3123 Email: anilpklf@gmail.com Website: <a href="http://www.pkleasing.in">www.pkleasing.in</a>	Niche Technologies Pvt Ltd 3A, Auckland Place, 7 <sup>th</sup> Floor, Room No. 7A & 7B, Kolkata 700 017 Phones: (033) 2280 6616 / 17 / 18 Fax: (033) 2280 6619 Email: nichetechpl@nichetechpl.com
<b>BANKERS</b>	<b>STOCK EXCHANGE</b>
BANK OF INDIA 23A, N.S.ROAD, KOLKATA-700001	<b>Metropolitan Stock Exchange of India Limited,</b> Vibgyor Towers, 4 <sup>th</sup> floor, Plot No C 62, G - Block, Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E), Mumbai – 400 098, Telephone : +91 22 6112 9000  <b>The Calcutta Stock Exchange Limited</b> 7, Lyons Range, Kolkata- 700 001 Telephone : +91 33 4025 3000

**Notice** is hereby given that **28<sup>th</sup> Annual General Meeting** of members of P.K. Leasing & Finance Limited will be held on **Thursday, 24th September 2020** at **11:00 a.m.** at the registered office of the Company at **P-36, India Exchange Place, 4<sup>th</sup> Floor, Kolkata-700 001** to transact the following businesses:

**ORDINARY BUSINESS:**

**Item No. 1-Adoption of financial Statements for the financial year ended 31<sup>st</sup> March 2020:**

To receive, consider and adopt the Audited Financial Statements (Balance Sheet, Statement of Profit & Loss, Cash Flow Statements and other financial Reports) of the company for the financial year ended March 31, 2020 and the report of the Board of Directors ("the Board") and Auditors thereon.

**Item No. 2-Retirement by Rotation of Director:**

To appoint a Director in the place of Mr.Anil Kumar Agarwal (DIN-**00315722**) who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No. 3-To Approve the Re-Appointment of Managing Director**

To consider and if thought fit, to pass with or without modification, the following resolution as **ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 117, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of Mr.Anil Kumar Agarwal (DIN-**00315722**) as the Chairman and Managing Director (Key Managerial Personnel) of the Company, for a period of five years from April 1, 2020 to March 31, 2025 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on January 27, 2020, on the terms and conditions including remuneration for period of 3 (three years) on the terms and conditions including remuneration as set out below, with liberty to Board of Directors and/or Nomination and Remuneration Committee to alter and vary the terms and conditions subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof

**i) SALARY:**

A Consolidated salary (including allowances) of Rs. 9, 00,000/- (Rupees Nine Lacs) per annum to Rs 18, 00,000/- (Rupees Fifteen Lacs only) per annum shall be payable to Mr.Anil Kumar Agarwal.

**ii) OTHER BENEFITS:**

The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, if any, shall be in addition to the remuneration under (i) above.

**iii) OTHER TERMS AND CONDITIONS**

- a. He shall be entitled to re-imbusement of actual out-of pocket expenses incurred in connection with the business of the Company.
- b. He shall be entitled to re-imbusement of entertainment expenses incurred for the business of the Company.

- c. He shall be entitled to re-imbusement of expenses incurred for travelling, board and lodging during business trips and provision for car(s) for the use of Company's business and communication expenses.
- d. The above stated expenses shall be reimbursed at actuals and not considered as perquisites.
- e. He will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be assigned by the Board from time to time. The Board may also from time to time entrust to and confer upon him for the time being such power exercisable under the authority of the Board as it think fit and may confer such power for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as it think fit and may from time to time revoke, withdraw, alter or vary all or any such power. His function will be under the overall authority and supervision of Board of Directors.
- f. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Companies Act, 2013 with regard to the duties of Directors.
- g. He shall be subject to retirement by rotation during his tenure as a Managing Director. However in case of his re-appointment as director immediately on retirement by rotation he shall be continue to hold his office as Whole time Director and re-appointment shall not be deemed to constitute break of his appointment;"

**"RESOLVED FURTHER THAT** the total Managerial Remuneration payable to Managing director of the Company in any financial year is in accordance with the provisions of applicable Sections of the Companies Act, 2013 and rules made thereunder and Section II of Part II of Schedule V of the Companies Act, 2013."

**"RESOLVED FURTHER THAT** any Director of the Company and/or Miss. Deepika Luharuka, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, things including filing of resolution with Registrar of Companies and deal with all such matters and in its absolute discretion as may be consider necessary, expedient or desirable to give effect to all the above resolutions."

**By order of the Board  
For P.K.LEASING & FINANCE LTD**

**Anil Kumar Agarwal  
Managing Director  
DIN: 00315722  
Add: P-36, India Exchange Place,  
4<sup>th</sup> Floor, Kolkata-700001**

**Place: Kolkata  
Date: 11.08.2020**

## **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [mseema8@gmail.com](mailto:mseema8@gmail.com)
5. The Members can join the Annual General Meeting in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 150 members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **18<sup>th</sup> September, 2020 to 24<sup>th</sup> September 2020**.
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed company's shares can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Niche Technologies Private Limited for assistance in this regard.
8. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.



9. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company in case the shares are held by them in physical form.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company in case the shares are held in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.pkleasing.in](http://www.pkleasing.in) and websites of the Stock Exchanges i.e. Metropolitan Stock Exchange of India at [www.msei.in](http://www.msei.in) and on the website of CDSL.
14. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
16. Instructions for e-voting and joining the AGM are as follows:

#### VOTING THROUGH ELECTRONICS MEANS

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **Monday, September 21, 2020 (9:00 a.m. IST) and ends on Wednesday September 23, 2020 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, September 17, 2020** i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

3. The Board of Directors has appointed **Ms. Seema Manglunia (Membership No. FCS 9390) of Practicing Company Secretaries** as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending request at [anilpklf@yahoo.co.in](mailto:anilpklf@yahoo.co.in) However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote

#### PROCESS FOR E-VOTING:

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (ii) Click on “Shareholders” tab.
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> <li>• Please Enter the DOB or Bank Account Number in order to Login.</li> <li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li> </ul>



- (vii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company Name i.e.” **P.K. LEASING & FINANCE LTD.”** on which you choose to vote.
- (xi) On the voting page, you will see **“RESOLUTION DESCRIPTION”** and against the same the option **“YES/NO”** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on **“SUBMIT”**. A confirmation box will be displayed. If you wish to confirm your vote, click on **“OK”**, else to change your vote, click on **“CANCEL”** and accordingly modify your vote.
- (xiv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on **Forgot Password &** enter the details as prompted by the system.
- (xvii) **Note for Institutional Shareholders & Custodians:**
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin l ogin and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 22 5533.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

## Explanatory Statement

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

#### ITEM NO.3

##### **Item No.1:**

Mr.Anil Kumar Agarwal (DIN-**00315722**) aged 45 years is a Graduate and Chairman of the Company. He is a prominent industrialist with wide business experience.

He is a key promoter of the Company. He has in-depth knowledge of the core business of the Company. During his long association as Director of the Company, he has provided with lot of impetus related to proper functioning as well as general administration of the Company.

He has been affiliated with the Company as a member of the Board of Directors since 24<sup>th</sup> May, 2000 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of more than 19 years on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

As on date, he holds 11600 Shares (0.373%) equity shares in the Company.

He is a Member in Stakeholders Relationship Committee and Audit Committee of the Company.

Considering his knowledge and experience, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, in its meeting held on 27<sup>th</sup> January, 2020, unanimously appointed Mr.Anil Kumar Agarwal (DIN-**00315722**) as a Managing Director of the Company for a period of 5 (Three) years with effect from 01.04.2020 with terms and conditions specified in the resolution no. 3 in terms of Section 196,197,198, Section II of Part II of Schedule V and applicable provisions of the Companies Act, 2013 and rules made thereunder.

As per Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company, to its directors, including managing director and whole-time director, and its manager in respect of any financial year shall not exceed eleven per cent of the net profits of that company for that financial year computed in the manner laid down in section 198 except that the remuneration of the directors shall not be deducted from the gross profits. Provided that the company in general meeting may, authorise the payment of remuneration exceeding eleven per cent. of the net profits of the company, subject to the provisions of Schedule V.

Section II of Part II of Schedule V prescribes the limit of maximum remuneration to be paid to a managerial Personnel by taking approval from shareholders of the Company by way of Ordinary resolution. Provided that the remuneration in excess of Limits as specified in Section II of Part II of Schedule V may be paid if the resolution passed by the shareholders is a special resolution.

Since remuneration payable to all managerial personnel of the Company may exceed 11% of net profit of the Company, the Board of Directors have decided to take approval from Shareholders of the Company by way of ordinary resolution as per provisions of Section 196,197,198, Section II of Part II of Schedule V of the Companies Act, 2013 and rules made thereunder.

Further the company is not required to take prior approval of the bank or public financial institution or non-convertible debenture holders or any other secured creditor, as the Company has not defaulted in payment of dues to any bank or public financial institution concerned or non-convertible debenture holders or any other secured creditor.

The above may be treated as a written memorandum setting out the terms of appointment of Mr Anil Kumar Agarwal as a Managing Director under Section 190 of the Companies Act, 2013.

**STATEMENT OF PARTICULARS  
(PURSUANT TO SCHEDULE-V TO THE COMPANIES ACT, 2013)  
MR ANIL KUMAR AGARWAL, MANAGING DIRECTOR**

**I. General information:**

**(1) Nature of industry:** NBFC

**(2) Date ~~or expected date~~ of commencement of commercial production:** 08.07.1972

**(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

**(4) Financial performance based on given indicators:**

Particulars	2019-20
Total Revenue	24,09,787
Total Expenses	23,81,704
Profit / (Loss) Before Taxation	42,628
Profit after Taxation	8,839

**(5) Foreign investments or collaborations, if any:** Not Applicable

**II. Information about the appointee:**

**(1) Background details:**

Mr. Anil Kumar Agarwal (DIN-00315722) aged 45 years is a Graduate and Chairman of the Company. He is a prominent industrialist with wide business experience.

He is a key promoter of the Company. He has in-depth knowledge of the core business of the Company. During his long association as Director of the Company, he has provided with lot of impetus related to proper functioning as well as general administration of the Company.

He has been affiliated with the Company as a member of the Board of Directors since 24<sup>th</sup> May, 2000 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of more than 19 years on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

**(2) Past remuneration:**

He had been drawing salary of Rs. 75,000/- per month as Managing Director with effect from 1<sup>st</sup> April, 2015 to 31<sup>st</sup> March, 2020 and the same had been approved by the Shareholders of the Company in their Extra Ordinary General Meeting held on 31<sup>st</sup> March, 2015. The remuneration was paid to him in accordance with Section 197, 198 and Schedule V of the Companies Act, 2013 as the total remuneration paid to the Directors including managerial Personnel of the Company were within the limit of 11% of net profit as per Section 197 of the Companies Act, 2013.

**(3) Recognition or awards:**

Not Applicable

**(4) Job profile and his suitability:**

He is a key promoter of the Company. He has in-depth knowledge of the core business of the Company. During his long association as Director of the Company, he has provided with lot of impetus related to proper functioning as well as general administration of the Company.

He has been affiliated with the Company as a member of the Board of Directors since 1st November, 2003 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of more than 16 years on all aspects of business of the Company and is engaged in supervision & conduct of business of the Company, along with a team of senior management personnel, who assist him in carrying out his activities, subject to the overall supervision & control of the Board.

Considering his knowledge and experience, the Board of Directors of the Company unanimously appointed Mr. Anil Kumar Agarwal (DIN-**00315722**) as a Managing Director of the Company for a period of 5 (Three) years with effect from 01.04.2020 with terms and conditions specified in the resolution no. 3 in terms of Section 196, 197, 198, Section II of Part II of Schedule V and applicable provisions of the Companies Act, 2013 and rules made thereunder. He will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may be assigned by the Board from time to time. The Board may also from time to time entrust to and confer upon him for the time being such power exercisable under the authority of the Board as it think fit and may confer such power for such time and to be exercised for such objects and purpose and upon such terms and conditions and with such restrictions as it think fit and may from time to time revoke, withdraw, alter or vary all or any such power. His function will be under the overall authority and supervision of Board of Directors.

**(5) Remuneration proposed:**

Salary, other perquisites and other terms as fully set out in resolution no. 3 of the Notice. The remuneration proposed is the remuneration as per Schedule V of the Companies Act, 2013.

**(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):**

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level appointee in other companies.

**(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.:**

Mr Anil Kumar Agarwal is related to Director Mrs Ruchi Agarwal being his wife and Key Managerial Personnel Mr Nand Kishore Agarwal (CFO) being his father. Besides his remuneration, the Company has related party transactions with entities in which Mr Anil Kumar Agarwal is interested. The Board of Directors and Audit Committee duly approves the related party transactions and in the opinion of Board of Directors of the Company, none of the transactions is prejudicial to the interest of the Company. The Company discloses the related party transactions annually in the financial statements of the Company.

**III. Other information:**

**(1) Reasons of loss or inadequate profits:**

Despite the best efforts of the Senior Management, the financial performance of the Company was not as per the expectation and due to cyclical phase in which the company is currently passing through, the Company had inadequate profits for the Financial Year 2019-20. However, it may be noted that the reasons for inadequate profit were beyond the control of the Company and those reasons cannot be attributed to laxity in performance of the Management of the Company. The proposed remuneration is within the limits of Schedule V of the Companies Act, 2013.

**(2) Steps taken or proposed to be taken for improvement:**

To address these challenges, the Company has initiated several measures towards achieving organizational and operating efficiencies, alongside working on improvements in process and controls. These cut across manufacturing, supply, chain, quality and other domains, and address issues of cost controls, value analysis.

**(3) Expected increase in productivity and profits in measurable terms:**

It is difficult to forecast the productivity and profitability in measurable terms. However, the Company expects that productivity and profitability may improve and would be comparable with the industry average.

Except Mr Anil Kumar Agarwal, being an appointee and Mr Nand Kishore Agarwal, Whole CFO, being his relative, Mrs Ruchi Agarwal, director being his wife none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.3. This Explanatory Statement may also be regarded as a disclosure under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Shareholders of the Company.

**(Annexure to Item No 2 of the Notice)**

**Brief Profile of the Directors seeking re-appointment in the 28<sup>th</sup> Annual General Meeting on 24<sup>th</sup> September, 2020**

<b>Name of Director</b>	Sri Anil Kumar Agarwal
<b>Director Identification Number</b>	DIN-00315722
<b>Date of Birth</b>	27 <sup>th</sup> July 1974
<b>Date of First Appointment</b>	24 <sup>th</sup> May 2000
<b>Educational Qualification</b>	BCOM
<b>Expertise/Experience in specific functional areas</b>	Business and Corporate Advisory, Taxation and NBFC financial activities
<b>Chairmanship/Membership of Committees in this Company</b>	Member in Stakeholders Relationship Committee and Audit Committee
<b>Present Status of directorship in this Company</b>	Managing Director
<b>Directorship in other Public Limited Companies</b>	None
<b>Chairmanship/Membership of Committees in other Public Limited Companies</b>	None
<b>Shareholding as on 31<sup>st</sup> March 2020</b>	11600 Shares (0.373%)
<b>Seeking appointment/re-appointment</b>	Retire by rotation and Seeking re-appointment
<b>Rotational Status</b>	Retire by Rotation



## DIRECTOR'S REPORT

**Dear Members,**

Your Directors feel pleasure in presenting their 28<sup>th</sup> Annual Report together with the Audited Statements of accounts for the Financial Year ended on 31<sup>st</sup> March, 2020.

### **FINANCIAL RESULTS**

During the year under review, the Company has shown notable performance. The extracts of financial results 2019-20 are as under:

<b>Particulars</b>	<b>(in Rs.)</b>	
	<b>2019-20</b>	<b>2018-19</b>
Total Revenue	24,09,787	23,07,677
Total Expenses	23,81,704	22,76,051
Profit / (Loss) Before Taxation	42,628	31,625
Contingent Provisions	5,410	-5,250
Provision for Income Tax	19,185	38,577
Provision for Deferred Tax	4,604	-1,24,090
Previous Year Tax	4,590	82,196
Profit after Taxation	8,839	40,192

### **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. 24, 09,787/- as against Rs. 23, 07,677/- in the previous year. The Company made a profit before tax of Rs. 42,628/- as against the profit of Rs. 31,625/- in the previous year.

### **GLOBAL HEALTH PANDEMIC FROM COVID-19**

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. In keeping with its employee-safety first approach, the Company quickly instituted measures to trace all employees and be assured of their well-being. Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices are safe.

### **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. 1,768/- 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 (4) Directors, (1) CFO and (1) Company Secretary,

Mr.Nand Kishore Agarwal (CFO), Ms, Deepika Luharuka (CS), Mr. Anil Kumar Agarwal (Managing Director), Mrs. Ruchi Agarwal (Non-Executive Director) and Mr. Partha Das (Independent Director) and Mr. Amiya Mukherjee (Independent Director). There has been no change in composition of Board.

### **COMPANY SECRETARY**

The Company has appointed Ms. Deepika Luharuka, an Associate Member of the Institute of Company Secretaries of India, as Company Secretary of the Company w.e.f. 27.01.2020.

### **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. Partha Das and Mr. Amiya Mukherjee 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.

## **NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the year under review five meeting were held on the following dates:

29<sup>th</sup> May 2019, 22<sup>nd</sup> July 2019, 11<sup>th</sup> November 2019, 27<sup>th</sup> January 2020,

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013; details of the Directors participation at the Board Meetings are as under:

Name of Director	Attendance at the Board Meetings held on			
	29.05.2019	22.07.2019	11.11.2019	27.01.2020
Mr Anil Kumar Agarwal (DIN:00315722)	√	√	√	√
Mrs Ruchi Agarwal (DIN:06942318)	√	√	√	√
MrPartha Das (DIN:03556329)	√	√	√	√
Mr.Amiya Mukherjee (DIN:00326546)	√	√	√	√

## **COMMITTIEES OF THE BOARD**

As per the provisions of Companies Act, 2013, the Company has the following four committee's

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders' Relationship Committee
- 4) Risk Management Committee

### **(1) Audit Committee**

The Audit Committee of the Company reviews the reports to be submitted with the Board of Directors with the Board of Directors with respect of auditing and accounting matters. It also supervises the Company's financial reporting process, reviewing Quarterly, Half yearly and Annual financial results, adequacy of internal control systems, internal audit function, discussions with the auditors about the scope of audit including the observations of the auditors and discussion with internal auditors on any significant finding and also to investigate any activity within its terms of reference and to seek any information it requires from any employees and to secure the attendance of outsiders with relevant experience and expertise, where considered necessary.

During the year under review four meeting were held on the following dates:

29<sup>th</sup> May 2019, 22<sup>nd</sup> July 2019, 11<sup>th</sup> November 2019, 27<sup>th</sup> January 2020,

The composition of the Audit Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:-

Name of Member	Category	Status	No. of Meeting attended	
			Held during tenure	Attended
Mr Partha Das	Independent Director	Chairman	4	4
Mr Amiya Mukherjee	Independent Director	Member	4	4
Mr Anil Kumar Agarwal	Executive Director	Member	4	4

## (2) Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:-

During the year under review four meeting were held on the following dates:

29<sup>th</sup> May 2019, 22<sup>nd</sup> July 2019, 11<sup>th</sup> November 2019, 27<sup>th</sup> January 2020,

Name of Member	Category	Status	No. of Meeting attended	
			Held during tenure	Attended
Mr Partha Das	Independent Director	Chairman	4	4
Mr Amiya Mukherjee	Independent Director	Member	4	4
Ms Ruchi Agarwal	Non-Executive Director	Member	4	4

### (3) Stakeholders Relationship Committee

The Board of Directors of the Company has constituted a Committee which functions as “Stakeholders Relationship Committee”, consisting of three members, chaired by Independent Director.

**The Committee, inter-alia, deals with various matters relating to:**

Transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;

Issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;

Issue new certificates against subdivision of shares, renewal, split or consolidation of share certificate/certificates relating to other securities.

To approve and monitor dematerialization of shares or other securities and all matters incidental or related thereto;

To authorize the company secretary and head compliance/other officers of the share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend/interest, change of address for correspondence etc and to monitor action taken; Monitoring expeditious redressed of investors/stakeholders grievances and All other matters incidental or related to shares, debenture

Details of shares transfer/transmission approved by the committee and Shareholders/Investors grievances are placed at the Board Meetings from time to time.

The Company has not received any Complaints during the year.

During the year under review four meeting were held on the following dates:

29<sup>th</sup> May 2019, 22<sup>nd</sup> July 2019, 11<sup>th</sup> November 2019, 27<sup>th</sup> January 2020,

The composition of the Nomination and Remuneration Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:-

Name of Member	Category	Status	No. of Meeting	
			Held during tenure	Attended
Mr Partha Das	Independent Director	Chairman	4	4
Mr Amiya Mukherjee	Independent Director	Member	4	4
Mr Anil Kumar Agarwal	Executive Director	Member	4	4

### **Details of Complaints received during the Year 2019-2020**

<b>Nature of Complaints/Queries</b>	<b>No. of Complaints/Queries received</b>	<b>No of Complaints not solved to the satisfaction of Shareholder</b>
Transfer of Shares	NIL	NIL
Non-receipt of Annual Report	NIL	NIL
Pending Share Transfer	NIL	NIL

The Company confirms that there were no share transfers lying pending as on 31.03.2020 and all request for dematerialization and re-materialization of shares as on that date were confirmed into NSDL/CDSL system.

#### **Name, Designation & Address of the Compliance officer**

Ms. Deepika Luharuka  
Company Secretary  
P.K.Leasing & Finnace Ltd  
P-36, India Exchange Place, 4<sup>th</sup> Floor  
Kolkata-700001  
Email: [anilpklf@yahoo.co.in](mailto:anilpklf@yahoo.co.in)  
Phone: 033 2225 3123

#### **(4) Risk Management Committee**

The Board of Directors of the Company has constituted a “Risk Management Committee” consisting of four members.

#### **The objective and scope of the Risk Management Committee broadly comprises:**

Oversight of Risk management performed by the executive management;  
Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;  
Reviewing risks and evaluate treatment including intimating mitigation actions and ownership as per a pre-defined cycle;  
Defining framework for identification, assessment, monitoring, and mitigation and reporting of risks.  
The composition of the Committee as at March 31, 2020 and details of the Members participation at the Meetings of the Committee are as under:-

<b>Name of the Member</b>	<b>Category</b>	<b>Attendance at the Risk Management Committee meeting held on</b>
Ms Ruchi Agarwal	Non-Executive Director	22.07.2019
Mr Partha Das	Independent Director	22.07.2019
Mr Amiya Mukherjee	Independent Director	22.07.2019



### **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. JSGA & Associates, Chartered Accountants, (Firm Registration No. 016078C), having their office at 18, Rabindra Sarani, Gate-2, 5<sup>th</sup> Floor, Room No. 548, Kolkata-700001 are continued to hold the office of the Auditors of the Company for the remaining periods.

### **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 JSGA & Associates, Chartered Accountant, are self-explanatory and does not require any further explanation.

### **SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed Ms. Seema Manglunia, Practicing Company Secretary (CP No: 10520) , to undertake as the Secretarial Audit of the company. The Secretarial Audit report in **Form MR-3** is annexed herewith and forms an integral part of this Report.

## **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 31<sup>st</sup> 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 31<sup>st</sup> March 2020 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 31<sup>st</sup> March 2020 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 software's 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 [www.pkleasing.in](http://www.pkleasing.in)

#### **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 2020.

#### **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 P.K.LEASING & FINANCE LTD**

**Place: Kolkata  
Date: 11.08.2020**

**Anil Kumar Agarwal  
Managing Director  
DIN: 00315722  
Add: P-36, India Exchange Place,  
4<sup>th</sup> Floor, Kolkata-700001**

# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## 1. OPERATING RESULTS OF THE COMPANY

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. 24, 09,787/- as against Rs. 23, 07,677/- in the previous year. The Company made a profit before tax of Rs. 42,628/- as against the profit of Rs. 31,625/- in the previous.

## 2. INDUSTRY STRUCTURE AND DEVELOPMENT

The principal activities of the Company are:

- I. The Company carries on the business of financing loan to Corporate & Individual.
- 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.

## 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 2018-2019 & 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.

## **8. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of women at Workplace (Prevention Prohibition and Redressal) Act 2013. An internal Complaints Committee (ICC) has been set up to redress the complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

**By order of the Board  
for P.K.LEASING & FINANCE LTD**

**Anil Kumar Agarwal  
Managing Director  
DIN: 00315722**

**Add: P-36, India Exchange Place,  
4<sup>th</sup> Floor, Kolkata-700001**

**Place: Kolkata  
Date: 11.08.2020**



**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 P.K.LEASING & FINANCE TD

Sd/-  
Signature

Name: ANIL KUMAR AGARWAL  
Designation: Managing Director  
DIN: 00315722

Add- P-36, India Exchange Place,  
4<sup>th</sup> Floor, Kolkata-700001

Date: 11.08.2020  
Place: Kolkata

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

As on the financial year ended on 31st March, 2020

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

i.	CIN	L65910WB1992PLC055895
ii.	Registration Date	08/07/1992
iii.	Name of the Company	P.K.Leasing & Finance Ltd
iv.	Category/Sub-Category of the Company	Public Company having Share Capital
v.	Address of the Registered office and contact details	P-36, India Exchange Place 4 <sup>th</sup> Floor, Kolkata- 700 001 Email id: anilpklf@yahoo.co.in
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Pvt Ltd 3A, Auckland Place, 7 <sup>th</sup> Floor, Room No. 7A & 7B, Kolkata 700 017 Phones: (033) 2280 6616 / 17 / 18 Fax: (033) 2280 6619 Email: nichetechpl@nichetechpl.com

**I. 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.

**II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

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

## VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTERS									
(1)	Indian									
	a) Individual / HUF	345000	0	345000	11.092	345000	0	345000	11.092	0.000
	b) Centran Government									
	c) State Government									
	d) Bodies Corporate									
	e) Banks / Financial Institutions									
	f) Any Other									
	Sub-total (A)(1)	345000	0	345000	11.092	345000	0	345000	11.092	0.000
(2)	Foreign									
	a) NRIs - Individuals									
	b) Other - Individuals									
	c) Bodies Corporate									
	d) Banks / Financial Institutions									
	e) Any Other									
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	345000	0	345000	11.092	345000	0	345000	11.092	0.000
B.	PUBLIC SHAREHOLDING									
(1)	Institutions									
	a) Mutual Funds									
	b) Banks / Financial Institutions									
	c) Central Governments									
	d) State Governments									
	e) Venture Capital Funds									
	f) Insurance Companies									
	g) Foreign Institutional Investors (FII)									
	h) Foreign Venture Capital Funds									
	i) Others (Specify)									
	Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	1023450	200	1023650	32.911	1023450	200	1023650	32.911	0.000
	ii) Overseas									
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto Rs 1 lakh	356850	55000	411850	13.241	357350	55000	412350	13.257	0.016
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	1324300	5100	1329400	42.740	1324300	5100	1329400	42.740	0.000
	c) Others Specify									
	1. NRI									
	2. Overseas Corporate Bodies									
	3. Foreign Nationals									
	4. Clearing Members	500	0	500	0.016					-0.016
	5. Trusts									
	6. Foreign Bodies - D.R.									
	Sub-total (B)(2)	2705100	60300	2765400	88.908	2705100	60300	2765400	88.908	0.000
	Total Public Shareholding (B) = (B)(1)+(B)(2)	2705100	60300	2765400	88.908	2705100	60300	2765400	88.908	0.000
C.	Shares held by Custodian for GDRs & ADRs									
	<b>GRAND TOTAL (A+B+C)</b>	<b>3050100</b>	<b>60300</b>	<b>3110400</b>	<b>100.000</b>	<b>3050100</b>	<b>60300</b>	<b>3110400</b>	<b>100.000</b>	<b>0.000</b>

## B. Shareholding of Promoters

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	ABHAY AGARWAL	107000	3.440	0.000	107000	3.440	0.000	0.000
2	ANIL KUMAR AGARWAL	11600	0.373	0.000	11600	0.373	0.000	0.000
3	CHANDRAKALA DEVI AGARWAL	10600	0.341	0.000	10600	0.341	0.000	0.000
4	DEEPAK KUMAR AGARWAL	3200	0.103	0.000	3200	0.103	0.000	0.000
5	LUXMI DEVI AGARWAL	18700	0.601	0.000	18700	0.601	0.000	0.000
6	MAINA DEVI AGARWAL	17000	0.547	0.000	17000	0.547	0.000	0.000
7	MANJU DEVI AGARWAL	31300	1.006	0.000	31300	1.006	0.000	0.000
8	NAND KISHORE AGARWAL	7300	0.235	0.000	7300	0.235	0.000	0.000
9	RAJENDRA KUMAR AGARWAL	14500	0.466	0.000	14500	0.466	0.000	0.000
10	RAMAUTAR AGARWAL	43500	1.399	0.000	43500	1.399	0.000	0.000
11	RUCHI AGARWAL	39000	1.254	0.000	39000	1.254	0.000	0.000
12	SHYAM SUNDER AGARWAL	30000	0.965	0.000	30000	0.965	0.000	0.000
13	SURYAKANT AGARWAL	11300	0.363	0.000	11300	0.363	0.000	0.000
	<b>TOTAL</b>	<b>345000</b>	<b>11.092</b>	<b>0.000</b>	<b>345000</b>	<b>11.092</b>	<b>0.000</b>	<b>0.000</b>

## C. Change in Promoter's Shareholding

Sl No.	Name	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	ABHAY AGARWAL				
	a) At the Beginning of the Year	107000	3.440		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			107000	3.440
2	ANIL KUMAR AGARWAL				
	a) At the Beginning of the Year	11600	0.373		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			11600	0.373
3	CHANDRAKALA DEVI AGARWAL				
	a) At the Beginning of the Year	10600	0.341		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			10600	0.341
4	DEEPAK KUMAR AGARWAL				
	a) At the Beginning of the Year	3200	0.103		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			3200	0.103
5	LUXMI DEVI AGARWAL				
	a) At the Beginning of the Year	18700	0.601		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			18700	0.601
6	MAINA DEVI AGARWAL				
	a) At the Beginning of the Year	17000	0.547		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			17000	0.547
7	MANJU DEVI AGARWAL				
	a) At the Beginning of the Year	31300	1.006		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			31300	1.006
8	NAND KISHORE AGARWAL				
	a) At the Beginning of the Year	7300	0.235		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			7300	0.235
9	RAJENDRA KUMAR AGARWAL				
	a) At the Beginning of the Year	14500	0.466		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			14500	0.466
10	RAMAUTAR AGARWAL				
	a) At the Beginning of the Year	43500	1.399		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			43500	1.399
11	RUCHI AGARWAL				
	a) At the Beginning of the Year	39000	1.254		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			39000	1.254
12	SHYAM SUNDER AGARWAL				
	a) At the Beginning of the Year	30000	0.965		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			30000	0.965
13	SURYAKANT AGARWAL				
	a) At the Beginning of the Year	11300	0.363		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			11300	0.363
	<b>TOTAL</b>	<b>345000</b>	<b>11.092</b>	<b>345000</b>	<b>11.092</b>

## D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holder of GDRs and ADRs) :

Sl. No.	For Each of the Top 10 Shareholders	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	BASUKINATH BARTER PVT. LTD.				
	a) At the Beginning of the Year	60400	1.942		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			60400	1.942
2	HANDSOME MERCHANTS PRIVATE LIMITED				
	a) At the Beginning of the Year	75000	2.411		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			75000	2.411
3	LATA DEVI KHEMKA				
	a) At the Beginning of the Year	70000	2.251		
	b) Changes during the year				
	Date Reason				
	07/06/2019 Transfer	-70000	2.251	0	0.000
	c) At the End of the Year			0	0.000
4	MAHESH KUMAR MITTAL				
	a) At the Beginning of the Year	491210	15.793		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			491210	15.793
5	PRIYA VINCOM PRIVATE LIMITED				
	a) At the Beginning of the Year	90000	2.894		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			90000	2.894
6	RAJENDRA PRASAD SHAH				
	a) At the Beginning of the Year	123200	3.961		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			123200	3.961
7	RAJESH KUMAR SINGH				
	a) At the Beginning of the Year	26900	0.865		
	b) Changes during the year				
	Date Reason				
	07/06/2019 Transfer	70000	2.251	96900	3.115
	c) At the End of the Year			96900	3.115
8	SHIVMANI VINIMAY PRIVATE LIMITED				
	a) At the Beginning of the Year	57000	1.833		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			57000	1.833
9	VIKAS MITTAL				
	a) At the Beginning of the Year	80450	2.586		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			80450	2.586
10	VIKAS MITTAL (HUF) .				
	a) At the Beginning of the Year	130950	4.210		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			130950	4.210
11	ZOOM SYSTEMS PRIVATE LIMITED				
	a) At the Beginning of the Year	270900	8.709		
	<b>b) Changes during the year</b>	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			270900	8.709
	<b>TOTAL</b>	<b>1476010</b>	<b>47.454</b>	<b>1476010</b>	<b>47.454</b>



**P K LEASING & FINANCE LTD.****Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name	Shareholding at the		Cumulative Shareholding	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	ANIL KUMAR AGARWAL				
	a) At the Beginning of the Year	11600	0.373		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			11600	0.373
2	NAND KISHORE AGARWAL				
	a) At the Beginning of the Year	7300	0.235		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			7300	0.235
3	PARTHA DAS				
	a) At the Beginning of the Year	58300	1.874		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			58300	1.874
4	RUCHI AGARWAL				
	a) At the Beginning of the Year	39000	1.254		
	<b>b) Changes during the year</b>	<b>[NO CHANGES DURING THE YEAR]</b>			
	c) At the End of the Year			39000	1.254
	<b>TOTAL</b>	<b>116200</b>	<b>3.736</b>	<b>116200</b>	<b>3.736</b>

### **III. INDEBTEDNESS**

The Company has no Loans (Secured & Unsecured) and Deposit outstanding during the beginning or at the end of the Financial Year.

### **VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

During the year the Company has made payment of Rs. 9, 00,000/- as remuneration to Managing Director.

#### **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. 3, 00,000 as remuneration to Chief Financial officer & Rs 60,000/- 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

Date: 11.08.2020  
Place: Kolkata

By order of the board  
For P.K.LEASING & FINANCE TD

Sd/-  
Signature

Name: ANIL KUMAR AGARWAL  
Designation: Managing Director  
DIN: 00315722  
Add- P-36, India Exchange Place,  
4<sup>th</sup> Floor, Kolkata-700001

## **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.

**Date: 11.08.2020**  
**Place: Kolkata**

**By order of the board**  
**For P.K.LEASING & FINANCE TD**

**Sd/-**  
**Signature**

**Name: ANIL KUMAR AGARWAL**  
**Designation: Managing Director**  
**DIN: 00315722**  
**Add- P-36, India Exchange Place,**  
**4<sup>th</sup> Floor, Kolkata-700001**

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

*[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,  
P. K. Leasing & Finance Limited  
P-36, India Exchange Place  
Kolkata-700001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **P. K. Leasing & Finance Limited** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's 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 and as per the explanations given to us and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 generally 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2020 according to the provisions of:

- i. The Companies Act, 2013 ('the Act') and the rules made there under;
- ii. The Securities Contract (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; **(Not Applicable to the Company during the Audit Period);**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-
  - 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; **(Not Applicable to the Company during the Audit Period);**
  - d. The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014; **(Not Applicable to the Company during the Audit Period);**
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015. **(Not Applicable as the company has not issued any debt securities during the Audit Period);**
  - 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; **(Not Applicable as the company is not registered as Registrar to Issue and Share Transfer Agent during the Audit Period);**
  - g. The Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation 2015 ;
  - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable as the company has not delisted/propose to delist its equity shares from any stock exchange during the Audit Period);**

- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable as the company has not bought back/propose to buyback any of its securities during the Audit Period);**

VI. Other laws applicable specifically to the Company namely:

- a) The Reserve bank Of India Act 1934.  
b) Guidelines on corporate Governance issued by Reserve bank of India for NBFC.  
c) Non-Banking Financial ( Non-Deposit Accepting or Holding) Companies Prudential Norms ( Reserve Bank ) Directions, 2007 and Non-Banking Financial ( Non-Deposit Accepting or Holding) Companies Prudential Norms ( Reserve Bank) Directions, 2015 and other relevant guidelines and Circulars issued by the RBI from time to time and to the extent of Capital adequacy norms and periodic reporting's done by the company.

I have also examined compliance with the applicable clauses of the following:-

- a) the Secretarial Standards issued by the Institute of Company Secretaries of India  
b) Listing Agreements entered into by the Company with the Stock Exchanges and newly enforced SEBI (LODR) Regulation, 2015

**I report that**, during the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

**I further report that**, the compliance by the Company of applicable financial laws direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

**I 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 are carried out in compliance with the provisions of the Act. . *The company is not paying any sitting fees to its directors for attending the meeting of the boards.*

Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda are sent 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.

As per the minutes of the meeting duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been noticed.

**I further report that** as per the explanations given to us and the representations made by the Management and relied upon by us 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.

**I further report that** during the audit period, there were no instances of:

- (i) Public/Rights/Preferential issue of shares/debentures/sweat equity.  
(ii) Redemption/buy-back of Securities.  
(iii) Merger/amalgamation/reconstruction etc.  
(iv) Foreign technical collaboration.

11<sup>th</sup> August, 2020

Seema Manglunia  
Practicing Company Secretary  
Guwahati  
FCS No: 9390  
CP No: 10520  
UDIN: F009390B000569719

This Report is to be read with our letter of even date which is annexed as Annexure and forms an integral part of this report.



## ANNEXURE to Secretarial Audit Report

**To,  
The Members,  
P. K. Leasing & Finance Limited  
P-36, India Exchange Place  
Kolkata-700001**

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 these secretarial records based on our audit.
2. I have followed the audit practices and process 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 records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I 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 procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Seema Manglunia  
Practicing Company Secretary  
Guwahati

FCS No: 9390  
CP No: 10520

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF P K LEASING & FINANCE LIMITED

#### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of P K Leasing & Finance Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. There are no key audit matters that need to be reported in auditor's report.

#### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

## **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit 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 including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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 A**”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls over financial reporting.

g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) 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, as amended in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor’s Report) Order, 2016 (“the Order”) issued by the Central Government in terms of Section 143(11) of the Act, we give in “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **JSGA AND ASSOCIATES**  
Chartered Accountants (Firm’s  
Registration No. 016078C)

**Ashish kumar  
Goenka**  
Partner  
MRN-068343  
UDIN :  
20068343AAAABP2531

Kolkata, June 15, 2020

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of P K Leasing & Finance Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting 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 **P K LEASING & FINANCE LIMITED** ("the Company") as of March 31, 2020 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 Board of Directors of the Company 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 respective 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.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgment, 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 internal financial controls system over financial reporting of the Company.

#### **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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **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, to the best of our information and according to the explanations given to us, 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 March 31, 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 **JSGA AND ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. 016078C)

**Ashish kumar Goenka**  
Partner

(Membership No.068343)

Kolkata, June 15, 2020

## **ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**

**(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of P K Leasing & Finance Limited of even date)**

- i. In respect of the Company's fixed assets:
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, no immovable properties are held in the name of the Company. Accordingly, this clause is not applicable.
- ii. The Company had no inventories during the year, thus under clause 3 (ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, this clause is not applicable.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, making investments. The Company has not given any guarantees or providing any securities, for loan taken by third party.
- v. The Company has not accepted any deposits from the public. Accordingly, the Directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under are not applicable to the for the year under audit.
- vi. The Central Government has not prescribed maintenance of cost records the under section 148(1) of the Companies Act, 2013. Accordingly, this clause is not applicable.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us no undisputed amounts payable in respect of provident fund, income tax, sales tax, value added tax, duty of customs, service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2019 for a period of more than six months from the date they became payable.
  - (c) According to the information and explanations given to us, there are no material dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited with the appropriate authorities on account of any dispute.



- viii. The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained the registration.

**For JSGA AND ASSOCIATES**  
Chartered Accountants  
(Firm Registration No. 016078C)

**Ashish Kumar Goenka**  
Partner  
(Membership No. 068343)

Kolkata, June 15, 2020

**P.K. LEASING & FINANCE LIMITED**

CIN: L65910WB1992PLC055895

P-36, INDIA EXCHANGE PLACE, 4TH FLOOR, KOLKATA-700001

**BALANCE SHEET AS AT 31ST MARCH 2020**

Sl no.	Particulars	Notes	As at 31.03.2020 (in Rs.)	As at 31.03.2019 (in Rs.)
	<b><u>EQUITY &amp; LIABILITIES</u></b>			
A	<b><u>Shareholders' Funds</u></b>			
	a) Share Capital	2	31,104,000.00	31,104,000.00
	b) Reserves & Surplus	3	1,070,889.28	1,062,050.02
			32,174,889.28	32,166,050.02
B	<b><u>Non Current Liabilities</u></b>			
	Deferred Tax Liabilities		-	-
C	<b><u>Current Liabilities</u></b>			
	(a) Financial Liabilities			
	(i) Trade Payables	4	38,187.00	38,271.00
	(ii) Other Current Liabilities	5	-	18,000.00
	(b) Short Term Provision	6	59,660.00	54,250.00
			97,847.00	110,521.00
	<b>TOTAL</b>		<b>32,272,736.28</b>	<b>32,276,571.02</b>
	<b><u>ASSETS</u></b>			
D	<b><u>Non-Current Assets</u></b>			
	(a) Property, Plant and Equipment	7	735,182.00	895,006.00
	(b) Deferred Tax Assets		74,700.00	79,304.00
	(c) Financial Assets			
	(i) Investment	8	7,000,000.00	7,000,000.00
			7,809,882.00	7,974,310.00
E	<b><u>Current Assets</u></b>			
	(a) Financial Assets			
	(i) Cash & Bank Balance	9	180,990.28	592,023.02
	(ii) Loans & Others	10	23,863,943.00	23,306,875.00
	(b) Current Tax Assets (Net)	11	417,921.00	403,363.00
			24,462,854.28	24,302,261.02
			<b>32,272,736.28</b>	<b>32,276,571.02</b>
			-	-

Significant Accounting Policies Note-1  
Notes on Accounts 2 to 28

For and on behalf of the Board

Signed in terms of our report of even date

Anil Kumar Agarwal  
Managing Director  
Din:0315722

Ruchi Agarwal  
Director  
Din:06942318

For JSGA& Associates  
Firm registration no-016078C  
Chartered Accountants

Deepika Luharuka  
Company Secretary

Nand Kishore Agarwal  
CFO

Ashish kumar Goenka  
Partner  
MRN-068343  
Place: Kolkata  
Date: 15th June 2020

**P.K. LEASING & FINANCE LIMITED**

CIN: L65910WB1992PLC055895

P-36, INDIA EXCHANGE PLACE, 4TH FLOOR, KOLKATA-700001

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2020**

Sl no.	Particulars	Notes	Year ended 31.03.2020 (in Rs.)	Year ended 31.03.2019 (in Rs.)
A	Revenue from Operations	12	2,409,787.00	2,307,677.74
B	Other Income	13	14,546.00	-
	<b>TOTAL (A)</b>		<b>2,424,333.00</b>	<b>2,307,677.74</b>
C	<b>Expenses</b>			
	Employee Benefit Expenses	14	1,810,000.00	1,700,000.00
	Depreciation and Amortisation Expenses	15	159,824.00	217,140.00
	Auditors' Remuneration	16	47,200.00	50,950.00
	Other Expenses	17	364,680.74	307,961.80
	<b>TOTAL (B)</b>		<b>2,381,704.74</b>	<b>2,276,051.80</b>
D	<b>Profit Before Provisions &amp; Tax [(TOTAL-A)-(TOTAL-B)]</b>		<b>42,628.26</b>	<b>31,625.94</b>
E	Contingent Provisions against Standard Assets		5,410.00	(5,250.00)
	<b>Profit Before Tax</b>		<b>37,218.26</b>	<b>36,875.94</b>
F	<b>Tax Expenses</b>			
	-Current Tax		19,185.00	38,577.00
	-Deferred Tax		4,604.00	(124,090.00)
	-Previous Year		4,590.00	82,196.00
	<b>TOTAL (C)</b>		<b>28,379.00</b>	<b>(3,317.00)</b>
G	<b>Profit For The Year</b>		<b>8,839.26</b>	<b>40,192.94</b>
	<b>Earnings per Equity Share</b>			
	Basic and Diluted earning per share		-	0.01

For and on behalf of the Board

Signed in terms of our report of even date

**Anil Kumar Agarwal**  
Managing Director  
Din:0315722

**Ruchi Agarwal**  
Director  
Din:06942318

For JSGA& Associates  
Firm registration no-016078C  
Chartered Accountants

**Deepika Luharuka**  
Company Secretary

**Nand Kishore Agarwal**  
CFO

**Ashish kumar Goenka**  
Partner  
MRN-068343  
Place: Kolkata  
Date: 15th June 2020

**Cash Flow Statement for the year ended 31.03.2020**

	PARTICULARS	Year ended 31st March, 2020	Year ended 31st March, 2019
<b>A.</b>	<b>Cash flow from Operating Activities</b>		
	Profit before Taxation	42,628.26	31,625.94
	Adjustments for :		
	Depreciation	159,824.00	217,140.00
	(Profit)/ Loss on sales of Investment	-	23,572.26
	<b>Operating Profit before Working Capital changes</b>	<b>202,452.26</b>	<b>272,338.20</b>
	<b>Adjustments for Working Capital Changes:</b>		
	Increase/ ( Decrease ) in Trade Payable	(84.00)	6,340.00
	Increase/ ( Decrease ) in Other Current Liabilities	(18,000.00)	18,000.00
	(Increase)/ Decrease in Advances	(557,068.00)	254,477.00
	<b>Cash Generated from Operations</b>	<b>(372,699.74)</b>	<b>551,155.20</b>
	Income Tax Paid	-	(257,935.00)
	<b>Net cash flow from Operating Activities</b>	<b>(372,699.74)</b>	<b>293,220.20</b>
<b>B.</b>	<b>Cash flow from Investing Activities</b>		
	(Increase)/ Decrease in Investment	-	250,963.95
	Profit/ (Loss) on sales of Investment	-	(23,572.26)
	<b>Net cash used in Investing Activities</b>	<b>-</b>	<b>227,391.69</b>
<b>C.</b>	<b>Cash flow from Financing Activities</b>		
	<b>Net Cash flow from Financing Activities</b>	<b>-</b>	<b>-</b>
	<b>Net Decrease in cash and cash equivalents</b>	<b>(372,699.74)</b>	<b>520,611.89</b>
	<b>Cash and Cash equivalents - Opening Balance</b>	<b>592,023.02</b>	<b>71,411.13</b>
	<b>Cash and Cash equivalents - Closing Balance</b>	<b>219,323.28</b>	<b>592,023.02</b>

**Explanations:**

38,333.00

-

- a) The Cash Flow Statement has been prepared under the indirect method as given in the Accounting Standard on Cash Flow Statement (AS-3) as per Companies Accounting Standard Rules, 2006.
- b) Previous year's figures have been regrouped / rearranged wherever necessary.

This is the Cash Flow Statement referred to in our Report of even date.

**For JSGA& Associates**  
**Firm registration no-016078C**  
**Chartered Accountants**

For and on behalf of the Board

**Anil Kumar Agarwal**  
**Managing Director**  
**Din:0315722**

**Ruchi Agarwal**  
**Director**  
**Din:06942318**

**Ashish kumar Goenka**  
**Partner**  
**MRN-068343**  
**Place: Kolkata**  
**Date: 15th June 2020**

**Deepika Luharuka**  
**Company Secretary**

**Nand Kishore Agarwal**  
**CFO**

**Notes-1 SIGNIFICANT ACCOUNTING POLICIES**

- (a) The financial statements are prepared and presented under the historical cost convention on an accrual basis of accounting and comply with the provision of the companies Act, 2013 ("the Act"). Besides, the Company follows the directions prescribed by the Reserve Bank of India (RBI) for Non Banking Financial Companies.

The preparation of the financial statements in conformity with generally accepted accounting principles and applicable accounting standard requires the use of estimates and assumption that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenues and expenses during the year and disclosure of contingent liabilities as at that date. The estimates and assumptions used in these financial statements are based upon the management's evaluation of the relevant facts and cricumstances as of the date of the financial statements.

All assets and liabilities have been classified as current or non-currents as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the Company has assumed its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**(b) Recognition of Income & Expenses:**

Items of Income & Expenditure are recognized on accrual basis unless otherwise stated.

**(c) Property, Plant & Equipment and Depreciation / Amortization:**

Property, Plant & Equipment are stated at their original cost, which includes expenditure includes expenditure incurred in the acquisition of assets / construction of assets, pre-operative expenses till the commencement of operation and interest upto the date of commencement of usage of the asset.

Depreciation has been provided based on the life assigned to each asset in accordance with Schedu II of the Act.

**(d) Valuation of Investment:**

All long-term investment are stated at acquisition cost by capitalizing all costs related to holding of the Investment in the name of company wherever necessary excluding cost of dematerialization of the same, if any.

Provision for diminution in value, other than temporary, is considered wherever necessary. Current investments are valued at lower of cost and market value.

**(e) Taxation:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences which is the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets, subject to the consideration of prudence are recognized and carried forward only 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. In situation where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. Deferred tax resulting from timing differences between book and taxable income is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date.

**(f) Impairment of Assets:**

The carrying amounts of assets are reviewed at each balance sheet date to ascertain impairment based on internal / external factors. An impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the higher of the net selling price of the assets and their value in use.

**(g) Provisions, Contingent Liabilities & Contingent Assets:**

Provision is recognized when there is a present obligation as a result of amount of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote though 'Contingent Provision against Standard Assets' has been provided as per directives of the RBI. Contingent Assets is neither recognized nor disclosed in the financial statement.

**(h) Earnings per share:**

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue.

**(i) Employees Benefits:**

Post-employment employee benefits are recognised as an expense in the statement of Profit and Loss for the year in which the employee has rendered the services. The expense is recognised at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains / losses in respect of post employment benefits are charged to the statement of profit and loss.

**P.K. LEASING & FINANCE LIMITED**

SCHEDULES TO BALANCE SHEET

Sl no.	Particulars	As at 31.03.2020 (in Rs.)	As at 31.03.2019 (in Rs.)
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**Notes-2 SHARE CAPITAL**

**Authorised:**

35,00,000 (P.Y: 35,00,000) Equity Shares of Rs 10/ Each 35,000,000.00      35,000,000.00

**Issud, Subscribed & Paid up**

31,10,400(P.Y:- 31,10,400)Equity Shares of Rs. 10/ Each 31,104,000.00      31,104,000.00

(i) Details of shares held by each shareholder holding more than 5% shares:

Class of shares /Name of shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Zoom Systems Private Limited	270,900.00	8.71	270,900.00	8.71
Mahesh Kumar Mittal	491,210.00	15.79	491,210.00	15.79

(ii) **Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:**

Particulars	Opening Balance	Fresh issue	Buy Back	Closing Balance
<b>Equity shares with voting rights</b>				
Year ended 31st March, 2020				
-Number of shares	3,110,400.00	-	-	3,110,400.00
-Amount	31,104,000.00	-	-	31,104,000.00
Year ended 31st March, 2019				
-Number of shares	3,110,400.00	-	-	3,110,400.00
-Amount	31,104,000.00	-	-	31,104,000.00

(iii) Details of shares held by Holding Company or by Promoter & Promoter Group

Class of shares /Name of shareholder	As at 31st March, 2020		As at 31st March, 2019	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Promoter & Promoter Group	345,000.00	11.09	345,000.00	11.09

(iv) The Company is having one Class of Equity Share with equal voting rights and having paid up value of Rs. 10 each

Sl no.	Particulars	As at 31.03.2020 (in Rs.)	As at 31.03.2019 (in Rs.)
--------	-------------	------------------------------	------------------------------

**Notes-3 RESERVES & SURPLUS**

**Special Reserve**

Balance as per last Balance Sheet 989,927.00      981,888.00

Add: Transfer from Statement of Profit & Loss 1,768.00      8,039.00

991,695.00      989,927.00

Profit & Loss Account

Opening Balance 72,123.02      39,969.08

Add: Profit for the Year 8,839.26      40,192.94

Less:

Transferred to Special Reserve 1,768.00      8,039.00

79,194.28      72,123.02

**1,070,889.28      1,062,050.02**

**Notes-4 TRADE PAYABLE**

Creditor for Services -      37,300.00

Creditor for Expenses 38,187.00      971.00

**38,187.00      38,271.00**

**Notes-5 OTHER CURRENT LIABILITIES**

Tax Deducted at Sources -      18,000.00

**-      18,000.00**

As per information available with the company, there are no suppliers covered under Micro, Small & Medium Enterprise Development Act, 2006. As a result, no interest provision/payment have been made by the company to such creditors, if any, and no disclosure thereof is made in this financial statement. The amount due to Micro, Small and Medium Enterprises Nil

<b>Notes-6</b>	<b>SHORT TERM PROVISION</b>		
	For Income Tax (Net off Advance Tax)	-	-
	For Contingent Provisions against Standard Assets	59,660.00	54,250.00
		<b>59,660.00</b>	<b>54,250.00</b>

The Company is continuing with provision of 'Contingent Provision against Standard Assets' by way of 0.25% provision on standard Assets as per the direction of Reserve Bank of India vide master direction DNBR.PD.007/03.10.119/2016-17

<b>Notes-7</b>	<b>FIXED ASSETS</b>		
	Net Block of Tangible Assets		
	(As per Annexure)	<b>735,182.00</b>	<b>895,006.00</b>

<b>Notes-8</b>	<b>INVESTMENT</b>					
	(Long Term - At Cost):					
			<b>As at 31.03.2020</b>		<b>As at 31.03.2019</b>	
		No. of Shares	Face Value	Value (Rs.)	No. of Shares	Value (Rs.)
	<b>Quoted Fully (Paid-up)</b>					
	Chemox Chemical ind Ltd	200	10.00	14,700.00	200	14,700.00
	Kabsons Industries Ltd	100	10.00	1,100.00	100	1,100.00
	Presidency Shoes International Ltd	200	10.00	4,250.00	200	4,250.00
	NEPC Textiles Ltd	242	10.00	2,940.00	242	2,940.00
	Northland Sugar International Ltd	500	10.00	5,150.00	500	5,150.00
	Tina Industries Ltd	200	10.00	2,080.00	200	2,080.00
	Orissa Lumineries Ltd	900	10.00	36,000.00	900	36,000.00
	Indo Dutch Proteins Ltd	200	10.00	2,150.00	200	2,150.00
	Goldwon Textiles Ltd	400	10.00	4,150.00	400	4,150.00
	Shree Karthik Papers Ltd	600	5.00	6,300.00	600	6,300.00
	Crest Paper Mills Ltd	400	10.00	4,200.00	400	4,200.00
	Ind Euro Pharma Ltd	200	10.00	4,200.00	200	4,200.00
				<b>87,220.00</b>		<b>87,220.00</b>
	<b>Un-Quoted Fully (Paid-up)</b>					
	Atlanta Dealmark Pvt Ltd	18,250.00	10	1,825,000.00	18250	1,825,000.00
	Surya Agro Products Pvt Ltd	75,000.00	10	5,175,000.00	75000	5,175,000.00
				<b>7,000,000.00</b>		<b>7,000,000.00</b>
	<b>Total</b>			<b>7,087,220.00</b>		<b>7,087,220.00</b>
	Less: Provision for diminution in value of investments (Quoted Shares)			87,220.00		87,220.00
	<b>Total Non Current Investment</b>			<b>7,000,000.00</b>		<b>7,000,000.00</b>

<b>Notes-9</b>	<b>CASH &amp; BANK BALANCES</b>		
	Cash & Cash Equivalents		
	Balances with Scheduled Banks		
	- Bank of India (Kolkata Main Branch)- Cueurnt A/c	54,812.53	543,195.27
	Cash in Hand ( As Verified by Mangement)	126,177.75	48,827.75
		<b>180,990.28</b>	<b>592,023.02</b>

<b>Notes-10</b>	<b>LOANS &amp; OTHERS</b>		
	(Unsecured, unless otherwise statd Considered good)		
	Accounts Receivable	-	24,000.00
	Loan to Parties (With Interest accrued)	23,863,943.00	23,282,875.00
		<b>23,863,943.00</b>	<b>23,306,875.00</b>

<b>Notes-11</b>	<b>CURRENT TAX ASSETS (NET)</b>		
	Tax Deducted at Source	417,921.00	403,363.00
		<b>417,921.00</b>	<b>403,363.00</b>



**P.K. LEASING & FINANCE LIMITED**

## SCHEDULES TO PROFIT &amp; LOSS ACCOUNT

<b>Sl no.</b>	<b>Particulars</b>	<b>As at 31.03.2020 (in Rs.)</b>	<b>As at 31.03.2019 (in Rs.)</b>
<b>Notes-12</b>	<b><u>REVENUE FROM OPERATIONS</u></b>		
	Interest Received	2,409,761.00	2,329,025.00
	Dividend	26.00	2,225.00
	Profit on Sale of Shares	-	(23,572.26)
		<b>2,409,787.00</b>	<b>2,307,677.74</b>
<b>Notes-13</b>	<b><u>OTHER INCOME</u></b>		
	Interest on IT Refund	14,546.00	-
		<b>14,546.00</b>	-
<b>Notes-14</b>	<b><u>EMPLOYEE BENEFITS EXPENSES</u></b>		
	Directors Remuneration	1,200,000.00	1,080,000.00
	Salary and Wages	610,000.00	620,000.00
		<b>1,810,000.00</b>	<b>1,700,000.00</b>
<b>Notes-15</b>	<b><u>DEPRECIATION AND AMORTISATION EXPENSES</u></b>		
	Property, Plant and Equipment	159,824.00	217,140.00
		<b>159,824.00</b>	<b>217,140.00</b>
<b>Notes-16</b>	<b><u>AUDITORS' REMUNERATION</u></b>		
	Audit Fees		
	-Statutory Audit	38,350.00	41,300.00
	-Certification	8,850.00	9,650.00
	-Other Matters	-	-
		<b>47,200.00</b>	<b>50,950.00</b>
<b>Notes-17</b>	<b><u>OTHER EXPENSES</u></b>		
	Advertisement	16,070.00	10,429.00
	Bank Charges	719.84	70.80
	Car Running & Maintenance Expenses	54,121.00	41,072.00
	Demat Accounting Charges	739.00	944.00
	Filing Fees	6,200.00	6,000.00
	Insurance	22,341.00	24,919.00
	Printing & Stationery	10,600.00	22,894.00
	Postage	-	2,762.00
	Professional Expenses	145,133.90	89,676.00
	Listing Fees	94,400.00	94,400.00
	Office Expenses	-	24.00
	Rates & Taxes	2,500.00	2,703.00
	Telephone Expenses	9,706.00	9,918.00
	Trade Licence Fees	2,150.00	2,150.00
	Travelling & Conveyance	-	-
		<b>364,680.74</b>	<b>307,961.80</b>

**Notes-18****Earnings per Share:**

Particulars	2019-20	2018-19
A Profit for the year after Taxation (in Rs.)	8,839	40,193
B Weighted Average no. of Equity Share outstanding during the year	3,110,400	3,110,400
C Basic and Diluted Earning per share (A/B) (in Rs.)	0	0.01

**Notes-19****Remuneration to Managing Director (in Rs.):**

	2019-20	2018-19
Basic Salary	9,00,000/-	9,00,000/-

**Notes-20****Related party's disclosures under Accounting Standard 18 (as identified by the management)****A. Names of Related Parties:**

Names of Parties:	Relationship
Mr. Anil Kumar Agarwal	Managing Director
Mrs. Ruchi Agarwal	Director
Mr. Nand Kishore Agarwal	CFO
Ms. Deepika Luharuka	CS (Appointd from 27/01/2020)
Ms. Sweta Agarwal	CS (Resigned w.e.f 31/07/2019)
Ms. Paridhi Agarwal	Relative of Managing Director
Mrs. Sunita Agarwal	Relative of Managing Director

**B. Details of Transaction with the Related Party:**

Nature of Transactions with Key Management Personnel	2019-20	2018-19
<b>a. Remuneration</b>		
Anil Kumar Agarwal	900,000	900,000
Nand Kishore Agarwal	300,000	180,000
Sweta Agarwal	40,000	-
Ms. Paridhi Agarwal	330,000	-
Mrs. Sunita Agarwal	220,000	-
Deepika Luharuka	20,000	-
<b>b. Loans and Advances</b>		
Outstanding Balance as at year end Maximum amount outstanding during the financial year	Nil	Nil
<b>c. Bonus Shares issued</b>	Nil	Nil
<b>d. Proposed dividend</b>	Nil	Nil

**Notes-21****Employee Benefits (Ind AS 19):**

As appeared from the records furnished before us, the company has not complied with Ind AS 19, regarding to Post-employment benefits, as explained by the management looking into the no of employees employed by the company, the retirement benefits are taken into consideration in the year of superannuation.

**Notes-22**

Since the Company's primary activity is to borrow/ provide loans and invest / deal in shares and securities, there are no separate reportable segments as per Accounting standard 17 (segment Reportig).

**Notes-23**

The Company has been registered as Non Banking Finance Company with Reserve Bank of India under section 45IA of the Reserve Bank of India Act, 1934; vide Registration No. N.05.00264 dated 19.02.1998 and continues to carry on the business of Non-banking Financial Institution (NBFI). Hence, it is entitled to continue to hold the said NBFC license.

**Notes-24** The Company had continuing investment of Rs 87,220 in equity shares of various listed companies. The market value of the shares as on 31st March 2020 is below the cost of such shares, hundred percents provisions for diminution had been made in the accounts in absence of any upswing in the valuation of those entities. The Company also continuing with investment of Rs 70,00,000/- in equity shares of un-listed companies. the value of those investments have been computed on the basis financial statements made available for the year ended 31st March 2019, in absence of the audited financial statements for the reporting period. The diminution in the valuation of shares in the case of Atlanta Dealmark Private Limited has been treated as temporary in nature looking into future prospect of the company as projected by the company. However further erosion in the valuation will attract necessary provisions in the books.

**Notes-25** There are no dues / overdues by the Company as on 31st March, 2020 to suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006 and therefore no disclosures in this regard has been made.

**Notes-26** In the opinion of the management, Current Assets, Loans and Advances have a value realizable in the ordinary course of business at least equal to the amount at which they are stated in the books of account. Provision for all known and determined liabilities is adequate and not in excess / short of the amount considered reasonably necessary.

**Notes-27** The company continues to make provision for standard assets as per direction of Reserve Bank of India vide master direction DNBR.PD.007/03.10.119/2016-17. As per above circular the company has made 0.25 % of provision on standard assets .

**Notes-28** Previous year's figures have been rearranged / reclassified wherever necessary to correspond with the current year's classification / disclosure.

Signed in terms of our report of even date

**For and on behalf of the Board**

**For JSGA& Associates**  
**Firm registration no-016078C**  
**Chartered Accountants**

**Anil Kumar Agarwal**  
**Managing Director**  
**Din:0315722**

**Ruchi Agarwal**  
**Director**  
**Din:06942318**

**Ashish kumar Goenka**  
**Partner**  
**MRN-068343**  
**Place: Kolkata**  
**Date: 15th June 2020**

**Deepika Luharuka**  
**Company Secretary**

**Nand Kishore Agarwal**  
**CFO**

**P.K. LEASING & FINANCE LIMITED**  
SCHEDULES TO BALANCE SHEET

**Annexure to Note-7**  
**PROPERTY, PLANT & EQUIPMENT**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Cost as at 01.04.2019	Additions during the Year	Sale during the Year	Cost as at 31.03.2020	As at 01.04.2019	For the Year	Sale during the Year	Upto 31.03.2020	As at 31.03.2020	As at 31.03.2019
Vechile	1,289,214.00			1,289,214.00	803,277.00	138,880.00		942,157.00	347,057.00	485,937.00
Office Equipments	14,249.00			14,249.00	11,198.00	1,172.00		12,370.00	1,879.00	3,051.00
Building	779,959.00			779,959.00	373,941.00	19,772.00		393,713.00	386,246.00	406,018.00
<b>Total</b>	<b>2,083,422.00</b>	-	-	<b>2,083,422.00</b>	<b>1,188,416.00</b>	<b>159,824.00</b>	-	<b>1,348,240.00</b>	<b>735,182.00</b>	<b>895,006.00</b>
Previous Year	2,083,422.00	-	-	2,083,422.00	971,276.00	217,140.00	-	1,188,416.00	895,006.00	1,112,146.00

P.K LEASING & FINANCE LIMITED  
Regd. Off.: P-36, India Exchange place, Kolkata – 700001  
Tel. No.: 033-2225 3123  
E-mail: anilpklf@gmail.com, website: www.pkleasing.in  
CIN: L65910WB1992PLC055895

**BALLOT FORM**

(For voting for the resolutions to be passed at the 28<sup>th</sup> Annual General Meeting of the company to be held on Thursday, the 24<sup>th</sup> September 2020 at 11.00 AM at P-36 India Exchange Place, 4th Floor, Kolkata-700001)

<b>Name of the Member(s)</b>	
<b>Registered Address</b>	
<b>E-mail ID</b>	
<b>Folio No. / *DP-ID &amp; Client</b>	

I/We hereby exercise my/our vote in respect of the Resolution to be passes through ballot for the business stated in the Notice of the Company dated 17<sup>th</sup> August, 2020 by conveying my/our assent or dissent to the said Resolution by placing the tick mark at the appropriate box below:

<b>Resolution Sr.No.</b>	<b>Resolution(s)</b>	<b>I/we assent to the resolution (FOR)</b>	<b>I/we dissent to the resolution (AGAINST)</b>
1.	Ordinary Resolution to consider and adopt Balance Sheet, Statement of Profit & Loss, Cash Flow Statements together with Directors and Auditors report for the year ended March 31, 2020		
2.	Ordinary Resolution seeking approval for re-appointment of Director Mr.Anil Kumar Agarwal (DIN- <b>00315722</b> ) who retires by rotation and being eligible offers herself for reappointment.		
3.	Ordinary resolution for approving the re-appointment of Mr.Anil Kumar Agarwal (DIN- <b>00315722</b> ) as Managing Director		

**Signed this ..... day of ..... 2020.**

-----  
**Signature of Shareholder**

-----  
**Signature of Proxy holder(s):**

**Notes:**

**This Ballot Form shall be used by the Shareholders/Proxy holder who does not have access to the e-voting system**