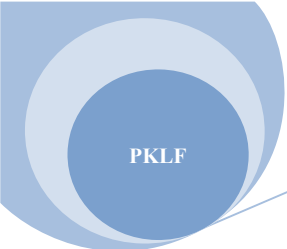


P K LEASING & FINANCE LIMITED

P.K.LEASING & FINANCE LIMITED

**24th ANNUAL REPORT
2015-2016**



24th ANNUAL REPORT 2015-2016

BOARD OF DIRECTOR

- | | | |
|---|---|------------------------|
| 1. SHRI ANIL KUMAR AGARWAL
(DIN: 00315722) | - | EXECUTIVE DIRECTOR |
| 2. MS. RUCHI AGARWAL
(DIN: 006942318) | - | NON-EXECUTIVE DIRECTOR |
| 3. PARTHA DAS
(DIN: 03556329) | - | INDEPENDENT DIRECTOR |
| 4. AMIYA MUKHERJEE
(DIN: 00326546) | - | INDEPENDENT DIRECTOR |

CHIEF FINANCIAL OFFICER

Mr. NAND KISHORE AGARWAL

STATUTORY AUDITORS

INDRAJEET CHATTOPADHYAY
4, RMC LAHIRI BAHADUR STREET
SERAMPORE-712204
HOOGHLY (W.B)

BANKERS

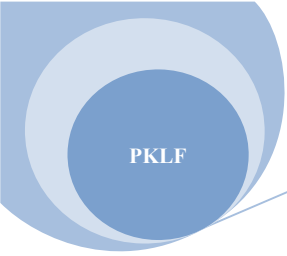
BANK OF INDIA
23A, N.S.ROAD,
KOLKATA-700001

REGISTERED OFFICE:

P.K.LEASING & FINANCE LTD
CIN: L65910WB1992PLC055895
P-36, INDIA EXCHANGE PLACE
KOLKATA-700 001
Tel: 033-2225 3123
Email: anilpklf@gmail.com
Website: www.pkleasing.in

REGISTRAR AND SHARE TRANSFER AGENT

Niche Technologies (P) Ltd
71, B R B Basu Road
D-511, Bagree Market
5th Floor, Kolkata-700001
Tel: 033- 2235 7270/7271
Email: nichtechpl@nichetechpl.com



PKLF

P K LEASING & FINANCE LIMITED

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

NOTICE OF 24TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **24th Annual General Meeting** of the share Holders of P. K. Leasing & Finance Ltd will be held at the registered office of the Company at P-36, India Exchange Place, 4th Floor, Kolkata-700 001 on Monday 26th September 2016 from 11 A.M to transact the following business:-

ORDINARY BUSINESS

Item No. 1-Adoption of financial Statements for the financial year ended 31st March 2016:

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, 2016 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-315722) who retires by rotation and being eligible offers herself for re-appointment.

Item No. 3-Ratification for the appointment of Auditor:

To ratify the appointment of auditors of the company and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution;

“**RESOLVED THAT**, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s Indrajit Chattopadhyay, Chartered Accountants, (FRN 050955), as the Statutory Auditors of the company to hold office till the conclusion of the AGM to be held in the calendar year 2017 be and is hereby ratified and that the remuneration payable to them for the FY 2016-17 may be fixed as decided mutually between the Board and the auditors.”

Registered office:-

**P-36 India Exchange Place
Kolkata-700 001
CIN: L65910WB1992PLC055895**

Dated: 22.08.2016

By order of the Board

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING, INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
2. The instrument appointing the proxy, duly completed, must be deposited at the company's registered office not less than 48 hours before the commencement of the meeting. A proxy for the AGM is enclosed.
3. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the company carrying voting rights. A member holding more than ten percentage of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders
4. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
5. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution to the Company, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
6. A statement giving the relevant details of the Directors seeking re-appointment under Item Nos. 2 forms the part of this Notice. The Directors have furnished the requisite consents/declarations for their appointment.
7. The Register of Directors' and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013, will be available for inspection by the members at the AGM.
8. The Register of the Contracts or Arrangement in which the directors are interested, maintained under section 189 of the Companies Act 2013, will be available for inspection by the members at the AGM.
9. The Register of Members and share Transfer Books of the Company shall remain close from Tuesday 20th September 2016 to Monday 26th September 2016 (both days inclusive) for the year ended 31 March, 2016 and the AGM.
10. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
11. . Members holding shares in the physical form are requested to address all correspondences to the Registrar and Share Transfer Agent, Niche Technologies Pvt. Ltd., D-511, Bagree Market, 5th Floor, 71 B.R.B. Basu Road, Kolkata – 700-001.
12. The company is concerned about the environment and utilizes natural resources in a sustainable way. We therefore request you to register your E-Mail ID with your Depository Participant(s) to enable us to send Annual Report and other correspondences via e – mail and hard copies will only be sent to the members who are not available on the e- mail. Members can also refer their folio number / Client ID and send their contact Information along with the e- mail ID to the company at: [anilpklf@gmail.Com](mailto:anilpklf@gmail.com)
13. Members may also note that the notice of the 24th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.pkleasing.in for their download. Members are also entitled to receive the physical copies of aforesaid documents upon making a request for the same, free of cost. For any communication, the shareholders may also send request to the e-mail ID: [anilpklf@gmail.Com](mailto:anilpklf@gmail.com)

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the company or the Registrar and Share Transfer Agents of the Company.
15. Additional information, pursuant to Regulation 36 of SEBI (LODR) Regulations, 2016, in respect of the directors seeking appointment/re-appointment at the AGM of aforesaid notice, is furnished as Annexure to the Notice. The directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules there under.
16. Members are requested to bring their copies of the Reports and Accounts to the meeting. Members seeking any information or clarification on the Accounts are requested to send, in writing, queries to the company, at least one week before the date of the meeting, Replies will be provided, in respect of such written queries, only at the meeting.
17. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
18. At present the Company's equity shares are listed on the stock exchanges at Kolkata (The Calcutta Stock Exchange Association Ltd) and Mumbai (Metropolitan Stock Exchange of India Ltd), Listing fees for the current financial year 2016-2017 have been paid to all the aforesaid Stock Exchanges. Members are informed that the scripts of the Company have been activated both in CDSL & NSDL and may be dematerialized under the ISIN-INE061D01018. The custodian fees for the current financial year 2016-2017 have been paid to all the aforesaid Depositories.
19. All documents referred to in accompanying Notice are open for inspection at the registered office of the company on all working days between 11.00 AM to 1.00 PM up to the date of Annual General Meeting.
20. The Ministry of Corporate Affairs (MCA) has come out with a Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.

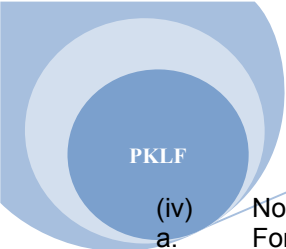
21. **VOTING THROUGH ELECTRONIC MEANS**

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

III. **The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period commences on Friday, 23rd September, 2016 (10:00 AM IST) and ends on Sunday, 25th September, 2016 (5:00 PM IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday 19th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on "Shareholders" tab.



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P K LEASING & FINANCE LIMITED

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

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • 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.
DOB	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
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"> • Please Enter the DOB or Bank Account Number in order to Login. • 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e." **P.K. LEASING & FINANCE LTD.**" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) 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.
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to 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.

(xix) 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 under help section or write an email to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.

(xx) 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.

22. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at mseema8@gmail.com (Scrutinizer E-mail ID) with a copy marked to helpdesk.evoting@cdslindia.com on or before Sunday, 25th September 2016, up to 5:00 pm without which the vote shall not be treated as valid.
23. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, 19th September, 2016. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
24. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owner's position list provided by depositories as at closing hours of business, on Friday, 12th August, 2016.
25. The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 19th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
26. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday 19th September, 2016, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
27. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
28. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Monday 19th September, 2016 are requested to send the written / email communication to the Company at anilpklf@gmail.com in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

29. Ms. Seema Manglunia Practicing Company Secretary (Membership No 10520) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, which shall countersign the same and declare the result of the voting forthwith.
30. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.pkleasing.in and on the website of CDSL viz www.cdslindia.com. The same will be communicated to the stock exchanges viz. Metropolitan Stock Exchange of India Limited and the Calcutta Stock Exchange Limited, where the shares of the company are listed.
31. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.
32. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

Registered office:-

**P-36 India Exchange Place
Kolkata-700 001
CIN: L65910WB1992PLC055895**

Dated: 22.08.2016

By order of the Board

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

Additional Information of Directors seeking re-appointment/appointment at the 24th Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial standard-2

(Annexure to Item No 2 of the Notice)

Name of Director	Sri Anil Kumar Agarwal
Director Identification Number	DIN-00315722
Date of Birth	27 th July 1974
Date of First Appointment	24 th May 2000
Educational Qualification	BCOM
Expertise/Experience in specific functional areas	Business and Corporate Advisory, Taxation and NBFC financial activities
Chairmanship/Membership of Committees in this Company	Member in Stakeholders Relationship Committee
Present Status of directorship in this Company	Managing Director
Directorship in other Public Limited Companies	None
Chairmanship/Membership of Committees in other Public Limited Companies	None
Shareholding as on 31st March 2016	11600 Shares (0.373%)
Seeking appointment/re-appointment	Retire by rotation and Seeking re-appointment
Rotational Status	Retire by Rotation

Registered office:-

P-36 India Exchange Place
Kolkata-700 001
CIN: L65910WB1992PLC055895

Dated: 22.08.2016

By order of the Board

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

DIRECTOR'S REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

Dear Shareholders,

Your directors are pleased to present the 24th Annual Report and Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS:

The Company's financial performances for the year under review along with previous year's figures are given hereunder:

Particulars	(Rs. in Lakhs)	
	Year ended 31 st March 2016	Year ended 31 st March 2015
Total Income	96.59	21.64
Total Expenditure	29.63	20.42
Profit before Tax	66.96	1.22
Provision for tax	-	-
Current Tax	19.60	0.11
Deferred Tax	-	-
Provision for tax reversal	-	(0.04)
Profit after tax	47.36	1.15
Earnings Per Share (Basic)/(Diluted)	1.52	0.04

The Company is engaged in Non Banking finance business. During the financial year company has achieved total income of Rs 96.59 lacs in comparison to previous year's total income of Rs 21.64 and earned net profit of Rs 66.96 lacs and in comparison to previous year's net profit of Rs 1.22 lacs.

BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS:

The Company is engaged in a fast growing sector NBFC where the demand of finance is increasing rapidly. The Government supports the NBFC activities and enhances the Direct Investment in NBFC through equity and finance.

In the multi-tier financial system of India, importance of NBFCs in the Indian financial system cannot be neglected. The Company expects that with a stable and a reformed government at the center, there will be positive growth and further rationalization of capital market, which will lead to more investment, value creation, capitalization and thus the additional wealth for investors and see better prospects in near future, Also, with the growing economy there will be more opportunities for financing which will prove beneficial for our company. The Company expects better results in near future in anticipation of the policy reforms combined with the dedication of the highly motivated team with excellent understanding of the operations along with magnificent customer relation skills.

P.K.Leasing is a medium size company and earning profit year by year. Its diverse vision, to create a difference in the sectoral landscape has helped to create a cohesive and energetic team. But vision cannot function in isolation. It has to be supported by viable action on ground. Henceforth, we begin our journey towards the next growth altitude with an aggressive expansion plan. Powered by a dynamic team, we are reviewing up operations in order to leverage emerging opportunities in the sector.

We are in financing of different field and we have put our step in infrastructure finance which is a very attractive business. Mainly, we are focusing to finance on following:-

Infrastructure finance, Short term finance, Business Loan, Vehicle Finance etc.

CHANGE IN NATURE OF BUSINESS

Company is engaged in NBFC activities only and during the year there was no change in the business activity of the company.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

The Company does not have any subsidiary, joint venture and associates company.

DIVIDEND

In view of strengthening the financial position of the company and to enhance the reserve base of the Company yours directors are not recommending any dividend during the financial year.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Since there was no unpaid/unclaimed Dividend declared and paid last year, the provisions of Section 125 of the Companies Act, 2013 is not applicable to the Company.

ISSUE/ALLOTMENT OF SHARE CAPITAL

During the financial year 2015-2016 the company has not raised any paid up share capital. The paid up equity share capital of the Company as on March 31, 2016 was Rs 3.11 crores. During the year under review the company has not issued share with differential voting rights nor has granted any stock option or sweat equity shares. As on 31st March 2016 none of the directors of the company holds instruments convertible into equity shares of the company.

ANNUAL RETURN

The Extract of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Form MGT-9 and is attached to this Report as "**Annexure- A**".

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The code laid down by the Board is known as "Code of business conduct" which forms an Appendix to the Code. The Code has been posted on the Company's i.e. website www.pkleasing.in

MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE ENDS OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

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

TRANSFERRED TO RESERVES

As per the statutory requirement for NBFC Companies, the company has transferred a sum of Rs 9, 47,188/- has been transferred to statutory reserve fund of the company.

FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of section 73 of the Companies act 2013, read with the Companies (Acceptance and Deposits) Rules 2014. However being a Non Banking Financial Company disclosures required under rule 8 5 (v) and (vi)of the Companies (Accounts) Rules 2014,read with section 73 and section 74 of the Companies Act 2013, are not applicable to the company.

RBI NORMS

The Company continues to fulfill all the norms and standards laid down by the Reserve Bank of India (RBI) pertaining to capital adequacy, statutory liquidity ratio etc. and further company is not having non-performing assets as on 31st March 2016.

CORPORATE GOVERNANCE:

Your companies follow the principals of the effective corporate governance practices. As per the SEBI (LODR) regulations, 2015 compliance with the provision of regulation 15 is not mandatory to our company. Since it paid up share capital does not exceed the threshold limit of Rs 10 crore and net worth of Rs 25 crore. Hence, the company is not required to address reports on corporate governance, certificate or any compliance pertaining thereto

PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

Pursuant to section 186 (11) of the Companies Act 2013(the Act), the provision of section 186(4) of the act requiring disclosure in the financial statement of the full particulars of the loans made and guarantees given or securities provided by a Non Banking Financial Company in the ordinary course of its business and the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security are exempted from disclosure in the Annual report.

Further pursuant to the provisions of section 186 (4) of the Act, the details of the investments made by the Company are given in the notes to the Financial statements

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES:

Your Company's Board, at present comprises of following Four (4) Directors:

SN	Name	Category
1	Mr Anil Kumar Agarwal (DIN:00315722)	Managing Director
2	Ms Ruchi Agarwal (DIN:006942318)	Non Executive Director
3	Mr Partha Das (DIN:03556329)	Independent Director
4	Mr Amiya Mukherjee (DIN:00326546)	Independent Director

During the financial year, Mr Uttam Kumar Shaw has resigned from the position of Director w.e.f. 02/02/2016 and Shri Deepak Kumar Agarwal & Shri Bikram Chakraborty has resigned from the position of Director w.e.f. 30/05/2016

BRIEF NOTE ON DIRECTORS SEEKING APPOINTED/RE-APPOINTED AT THE ENSUING AGM:

Mr Anil Kumar Agarwal, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

Mr Anil Kumar Agarwal has vast and rich experience in the field of Taxation, Company Law matters, Project Financing Services and expertise in the financial market is an added advantage to the Company. The company regularly avail his advises on Income Tax, Company law and other legal matters. His guidance and advises has contributed manifolds in the progress of the company.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

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

31st May 2015, 13th August 2015, 11th November 2015, 30th September 2015, & 10th February 2016

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				
	31.05.2015	13.08.2015	11.11.2015	30.09.2015	10.02.2016
Mr Anil Kumar Agarwal (DIN:00315722)	√	√	√	√	√
Mrs Ruchi Agarwal (DIN:006942318)	√	√	√	√	√
MrPartha Das (DIN:03556329)	√	√	√	√	√
MrAmiya Mukherjee (DIN:00326546)	√	√	√	√	√
*MrUttam Shaw(DIN:00315718)	√	√	√	√	X
*MrBikram Chakraborty (DIN:00822069)	√	√	√	√	√
*Mr Deepak Kumar Agarwal (DIN:00315721)	√	√	√	√	√

*Mr Uttam Kumar Shaw has resigned from the position of Director w.e.f. 02/02/2016 and Shri Deepak Kumar Agarwal & Shri Bikram Chakraborty has resigned from the position of Director w.e.f. 30/05/2016 due to his pre occupation with some other works, he could not devote time in the management of the company

PERFORMANCE EVALUTION

Pursuant to the provisions of the Companies Act 2013 the Board has carried out the annual performance evaluation of its performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the board culture, execution and performance of specific duties, obligations and governance.

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, independence of judgment safeguarding the interest of the company and its minority shareholders etc. 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 who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

DECLARATION BY INDEPENDENT DIRECTOR(S)

The Independent Directors of the Company have submitted their declarations as required under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of Independence as per sub-section (6) of Section 149 of the Act.

MEETING OF INDEPENDENT DIRECTORS

The Independent director met once during the year under review. The meeting was conducted in an informal manner without the presence of chairman, the whole time director, the Non-executives Non-independent director and the chief Financial officer.

COMMITTEES OF THE BOARD

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirement of the relevant provisions of applicable laws and statutes.

The Company's Board has the following Committees:

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 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 five meetings were held on the following dates:

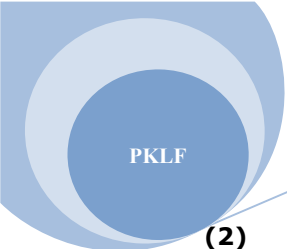
31st May 2015, 13th August 2015, 11th November 2015, & 10th February 2016

The composition of the Audit Committee as at March 31, 2016 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	1	1
Mr Amiya Mukherjee	Independent Director	Member	4	4
Mr Anil Kumar Agarwal	Executive Director	Member	4	4
**Mr Uttam Kumar Shaw	Independent Director	Chairman	3	3

*Appointed as committee member w.e.f 10.02.2016

**Resigned as director on 02.02.2016



(2) Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as at March 31, 2016 and details of the Members participation at the Meetings of the Committee are as under:-

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

31st May 2015, 13th August 2015, 11th November 2015, & 10th February 2016

Name of Member	Category	Status	No. of Meeting	
			Held during tenure	Attended
*Mr Partha Das	Independent Director	Chairman	1	1
Mr Amiya Mukherjee	Independent Director	Member	4	4
**Ms Ruchi Agarwal	Non Executive Director	Member	0	0
***Mr Uttam Kumar Shaw	Independent Director	Chairman	3	3
****Mr Bikram Chakraborty	Independent Director	Member	4	4

*Appointed as committee member w.e f 10.02.2016

**Appointed as committee member w.e f after 30.05.2016

***Resigned as director on 02.02.2016

****Resigned as director on 30.05.2016

(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 five meeting were held on the following dates:

31st May 2015, 13th August 2015, 11th November 2015, & 10th February 2016

The composition of the Nomination and Remuneration Committee as at March 31, 2016 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	1	1
Mr Amiya Mukherjee	Independent Director	Member	4	4
Mr Anil Kumar Agarwal	Executive Director	Member	4	4
*Mr Uttam Kumar Shaw	Independent Director	Chairman	3	3

*Resigned as director on 02.02.2016

**Included in the committee meeting w.e.f. 10.02.2016

Details of Complaints received during the Year 2015-2016

Nature of Complaints/Queries	No. Complaints/Queries received	No of Complaints not solved to the satisfaction of Shareholder
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 31.03.2016 and all request for dematerialization and re-materialization of shares as on that date were confirmed into NSDL/CDSL system.

(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, 2016 and details of the Members participation at the Meetings of the Committee are as under:-

Name of the Member	Category	Attendance at the Risk Management Committee meeting held on
Ms Ruchi Agarwal	Non Executive Director	13.08.2015
Mr Partha Das	Independent Director	13.08.2015
Mr Amiya Mukherjee	Independent Director	13.08.2015

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board has adopted a Whistle Blower Policy for the Company. This policy is formulated to provide opportunity to all the employees to access in good faith, to the Audit Committee of the Company in case they observe any unethical and improper practice or behavior or wrongful conduct in the Company. Further to prohibit managerial personnel from taking any adverse personnel action against such employee.

REMUNERATION AND NOMINATION POLICY

The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personal and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

RISK MANAGEMENT POLICY

The Company has proper mechanism and management policies for the business risk associated with the Company. It has well diversified portfolio on various blue chip companies as evident from the investment details attached here unto in the notes to the financial statements.

Your Company has appointed Mr Nand Kishore Agarwal, employee of the Company as an Internal Auditor of the Company to conduct quarterly auditing of the company and further for identifying the areas of the risk, its nature, its severity, occurrence and other risk detecting and risk control mechanism.

Therefore the company has proper mechanism and management policies for the business & financial risk associated with it that can threaten the very existence of the Company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company is abiding by the provisions referred to in sub-section (1) of section 188 of the Companies Act, 2013 relating to the particulars of every contract or arrangements entered into by the Company with its related parties. However, during the financial year 2015-2016, there is no material significant related party transaction made by the company with its Promoters, Key Managerial Personal or other designated persons which have a potential conflict with interest of the company at large and disclosure in Form AOC-2 is not required.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

During the year under review, there are no significant and/or material orders passed by any Regulators or Courts or Tribunals impacting the going concern status of the company and its future operation.

DIRECTORS RESPONSIBILITY STATEMENT

The Directors Responsibility Statement referred to in clause © of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that-

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial control to be followed by company and that such internal financial controls are adequate and were operating effectively and
- (f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS

M/s Indrajit Chattopadhyay, Chartered Accountants, (Registration No. 050955), having their office at 4, RMC Lahiri Bahadur Street, Serampore-712204, Hooghly (W.B), were appointed as a Statutory Auditors of the Company as the Statutory Auditors of the company to hold office till the conclusion of the AGM to be held in the calendar year 2017 subject to ratification of their appointment at every Annual General Meeting.

SECRETARIAL AUDIT

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 as "**ANNEXURE-B**" and forms an integral part of this Report.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and do contain qualifications for non appointment of Company Secretary. The company is in continuous search of a proper candidate but no candidate could fulfill the requirement.

Further there was no fraud in the company which was required to report by statutory auditors of the company under sub section (12) of section 143 of Companies Act 2013.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The internal control system and actual performance is closely reviewed on quarterly and yearly basis. Its internal control system and procedure are commensurate with the size of the operation and are adequate to ensure safeguarding its resources against loss, unauthorized use or disposition and also to ensure that all transactions are authorized, recorded and reported correctly.

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

As per the Companies Act, 2013, companies having net worth of 500 crore or more, or turnover of 1000 crore or more or net profit of 5 crore or more during any financial year are required to constitute a Corporate Social Responsibility (CSR) Committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director and such company shall spend at least 2% of the average net profits of the company's three immediately preceding financial years. Since the company's net worth is less than 500 crore and turnover is also less than 1000 crore so formation of the CSR Committee is not applicable on the company. However, your company respects society value and makes endeavor to contribute for the societal cause as far as possible.

ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean & safe environment. Since your company is a Non-Banking financial company so the question of environment pollution does not arise.

However, the company ensures safety of all concerned, compliances environmental regulations and prevention of natural resources.

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.

HUMAN RESOURCES:

Your Company treats its "human resources" as one of its most important assets.

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business.

Your company is continuously committed to nurturing, enhancing, retaining and development of talent on an ongoing basis through superior learning & organizational development. A number of programs that provide focused people attention are currently underway. Your company thrust is on the promotion of talent internally through job rotation and job enlargement. Your company stresses on lesser Employee Turnover and higher Employee Retention.

STATUTORY INFORMATION**1. PARTICULARS OF EMPLOYEE**

Pursuant section 197(12) of the Companies Act, 2013 and Rule 5(1) to the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, statement of particulars of employees are maintained in line with the provision of section 136 of the Companies Act, 2013. Members who are interested in obtaining these particulars may write to the company registered office of the company. The aforesaid Annexure is also available for inspection by members at the registered office of the Company, 21 days before the Annual General Meeting of the Company and up to the date of the ensuing Annual General Meeting during the business hours on working days.

2. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The information of Conservation of Energy as required under Section 134(3) (m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is not applicable to the business segments which our Company operates.

Further there were no foreign exchange inflow or outgo during the period under review.

3. LISTING WITH STOCK EXCHANGE

Company shares listed on Calcutta Stock Exchange Ltd and Metropolitan Stock Exchange of India Ltd. The company has paid annual listing fee for financial year 2016-2017 for both the stock Exchanges.

4. DEPOSITORY SYSTEM

Company's shares are tradable compulsorily in electronic form and your company has connectivity with both the Depositories i.e National Securities Depositories Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of numerous advantage offered by the Depository system members is requested to avail facility of dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

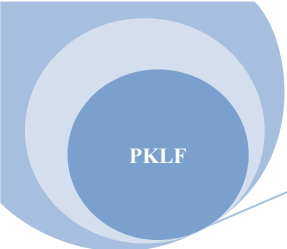
ACKNOWLEDGEMENT

The Board of Directors wish to place on record their appreciation for the extended co-operation and assistance rendered to the Company and acknowledge with gratitude the continued support and co operation extended by the investors, stakeholders, Reserve bank of India, Banks and other regulatory authorities.

Place: Kolkata
Dated: 22nd August 2016

For and on behalf of the Board of Directors
P.K.LEASING & FINANCE LTD

Anil Kumar Agarwal
(Managing Director)
(DIN: 00315722)



Annexure-B

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

(Pursuant to Section 204 (1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

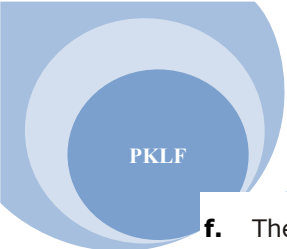
**To,
The Members,
P. K. Leasing & Finance Limited
P-36, India Exchange Place
Kolkata-700001**

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, 2016 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, 2016 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, 2015;
 - 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, 2008. **(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 (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);**
- h. 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,

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. *But board failed to comply with Mandatory requirement of Appointment of Company Secretary in Whole time employment as per Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, which is a violation of the said section. Also 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.

August 22, 2016

Seema Manglunia
Practicing Company Secretary
Guwahati
ACS No: 28738
CP No: 10520

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

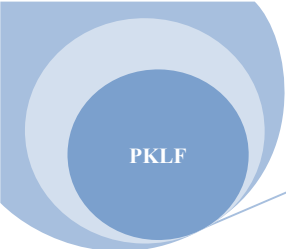
**To,
The Members,
P. K. Leasing & Finance Limited
P-36, India Exchange Place
Kolkata-700001**

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.

August 22, 2016

Seema Manglunia
Practicing Company Secretary
Guwahati
ACS No: 28738
CP No: 10520



P K LEASING & FINANCE LIMITED

PKLF

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 24th Annual General Meeting of the company to be held on Monday, the 26th September 2016 at 11.00 AM at P-36 India Exchange Place, 4th Floor, Kolkata-700001)

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

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 22nd August, 2016 by conveying my/our assent or dissent to the said Resolution by placing the tick mark at the appropriate box below:

Resolution Sr.No.	Resolution(s)	I/we assent to the resolution (FOR)	I/we dissent to the resolution (AGAINST)
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, 2016		
2.	Ordinary Resolution seeking approval for re-appointment of Director Sri Anil Kumar Agarwal (DIN: 315722), who retires by rotation and being eligible offers herself for re-appointment.		
3.	Ordinary Resolution seeking approval for ratification of appointment of M/s Indrajeet Chattopadhyay, Chartered Accountants, (FRN 050955) as the Statutory Auditors of the Company		

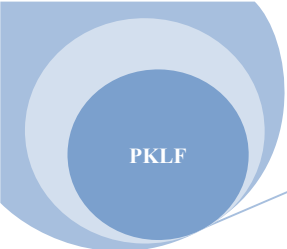
Signed this day of 2016.

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



P K LEASING & FINANCE LIMITED

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

**PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
JOINT SHAREHOLDERS MAY OBTAIN ADDITIONAL SLIP AT THE ENTRANCE OF THE MEETING**

ATTENDANCE SLIP

(24th Annual General Meeting Monday, the 26th September 2016 at 11.00 AM at P-36 India Exchange Place, 4th Floor, Kolkata-700001)

Name of the Shareholder	
Address	
Registered Folio/ DP ID & Client ID	
No of Shares held	
Name of the Proxy / Authorized Representative, if any	

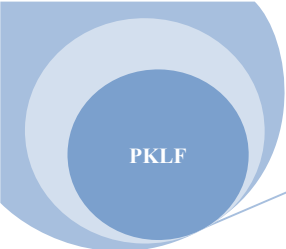
I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 24th Annual General Meeting of the Company held on Monday, the 26th September 2016 at 11.00 AM at the Registered Office of the Company at P-36 India Exchange Place, 4th Floor, Kolkata-700001

Signature of Shareholder/ Proxy/ Authorized Representative

Note:

1. The Member/Proxy must bring this Attendance Slip to the Meeting, duly completed and signed, and hand over the same at the venue entrance.
2. Electronic copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
3. Physical copy of the Annual Report for 2016 and Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email id are not registered with the Company or have requested for a hard copy

(Shareholder attending the meeting in person or by proxy is requested to complete the attendance slip and handover at the entrance of the Meeting Hall)



P K LEASING & FINANCE LIMITED

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

Form No. MGT 11

PROXY FORM

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

Table with 2 columns: Member details (Name, Registered Address, E-mail ID, Folio No. / *DP-ID & Client) and empty space for information.

*Applicable for Investors holding shares in electronic form.

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

Table for member 1: Name, Address, E-mail Id, Signature.

Or falling him

Table for member 2: Name, Address, E-mail Id, Signature.

Or falling him

Table for member 3: Name, Address, E-mail Id, Signature.

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 24th Annual General Meeting of the Company to be held on Monday, the 26th September 2016 at 11.00 AM at the Registered Office of the Company at P-36 India Exchange Place, 4th Floor, Kolkata-700001 and at any adjournment(s) thereof in respect of such resolutions as is/are indicated below:-

** I/We wish my/our above Proxy to vote in the manner as indicated in the box below:-

Table with 4 columns: Resolution Sr.No., Resolution(s), I/we assent to the resolution (FOR), I/we dissent to the resolution (AGAINST). Contains 3 resolutions regarding Balance Sheet, Director appointment, and Statutory Auditors.

Signed this day of 2016.

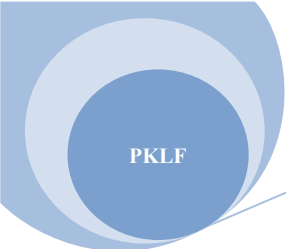
Signature of Shareholder

Signature of Proxy holder(s):



Notes:

- 1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights.
5. **This is only optional. Please put an 'x' in the appropriate column against the resolutions indicated in the Box.
6. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
7. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



ROUTE MAP

