

P K LEASING & FINANCE LIMITED

P.K.LEASING & FINANCE LIMITED

**26th ANNUAL REPORT
2017-2018**

26th ANNUAL REPORT 2017-2018

BOARD OF DIRECTOR

- | | | |
|---|---|------------------------|
| 1. SHRI ANIL KUMAR AGARWAL
(DIN: 00315722) | - | MANAGING 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

DEEPA TEKRIWAL & ASSOCIATES
7/1A, GRANT LANE, 1ST FLOOR
KOLKATA-700 012

BANKERS

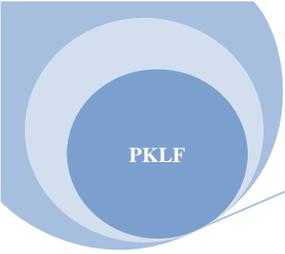
BANK OF INDIA
23A, N.S.ROAD,
KOLKATA-700001

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 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that **26th 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 24th September 2018 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 2018:

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, 2018 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.

ITEM NO. 3

Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution by (a) approving the appointment of M/s. JSGA & Associates, Chartered Accountants as Statutory Auditors of the Company from August 20, 2018 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s, Deepa Tekriwal & Associates, Chartered Accountants, (FRN No. 328437E); and (b) Appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration:

"RESOLVED THAT, pursuant to Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended, appointment of M/s. JSGA & Associates, Chartered Accountants by the Board of Directors (Board) of the Company from August 20, 2018 till the conclusion of this Annual General Meeting (AGM), for filling the casual vacancy caused by the resignation of M/s, Deepa Tekriwal & Associates, Chartered Accountants, (FRN No. 328437E) be and is hereby approved."

" RESOLVED FURTHER THAT, pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed there under, as amended, M/s. JSGA & Associates, Chartered Accountants, be and are hereby appointed as Statutory Auditors of the Company for a term of up to 5 years and to hold office from the conclusion of this AGM till the conclusion of the 34th AGM, subject to ratification of such appointment by the Members of the Company at every AGM and on such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit, as may be decided by the Board/Audit Committee."

Registered office:-

P-36 India Exchange Place

Kolkata-700 001

Dated: 20.08.2018

By order of the Board

Anil Kumar Agarwal
(Managing Director)

NOTES:

- 1. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 SETTING OUT MATERIAL FACTS AND REASONS FOR THE PROPOSED RESOLUTIONS IS ANNEXED HERETO**
- 2. 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**
- 3. AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
4. 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.
5. 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.
6. 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
7. Members/ Proxies should bring the Attendance Slip duly filled, enclosed herewith to attend the meeting.
8. 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.
9. 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.
10. 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.
11. 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.
12. The Register of Members and share Transfer Books of the Company shall remain close from Tuesday 18th September 2018 to Monday 24th September 2018 (both days inclusive) for the year ended 31 March, 2018 and the AGM.
13. Members whose shareholding is in the electronic mode are requested to direct change of necessary details to their respective Depository Participant(s).
14. 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.
15. 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

16. Members may also note that the notice of the 26th Annual General Meeting and the Annual Report for 2018 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: anilpkf@gmail.com
17. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details 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. by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
18. Additional information, pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015, 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.
19. 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.
20. 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.
21. 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 financial year 2017-2018 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 financial year 2017-2018 have been paid to all the aforesaid Depositories.
22. 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.
23. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members are requested to register their e-mail addresses in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to our companies email ID : anilpkf@gmail.com
24. 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 without which the vote shall not be treated as valid.
25. 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, 17th September, 2018. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
26. 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 Monday, 17th August, 2018.

27. The shareholders shall have one vote per equity share held by them as on the cut-off date of Monday, 17th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
28. 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, 17th September, 2018, and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
29. 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.
30. 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, 17th September, 2018 are requested to send the written / email communication to the Company at anilpkf@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
31. 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.
32. 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 Association Limited, where the shares of the company are listed.
33. 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.
34. 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.

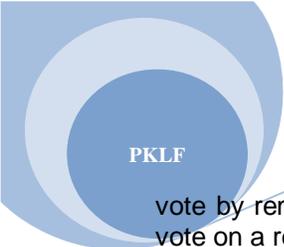
VOTING THROUGH ELECTRONIC MEANS

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, 21st September, 2018 (9:00 AM IST) and ends on Sunday, 23rd September, 2018 (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 17th September, 2018, may cast their



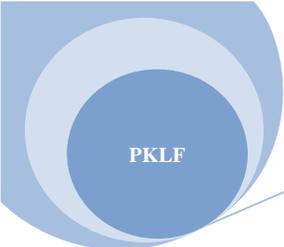
vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
- (iii) Click on “Shareholders” tab.
- (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:

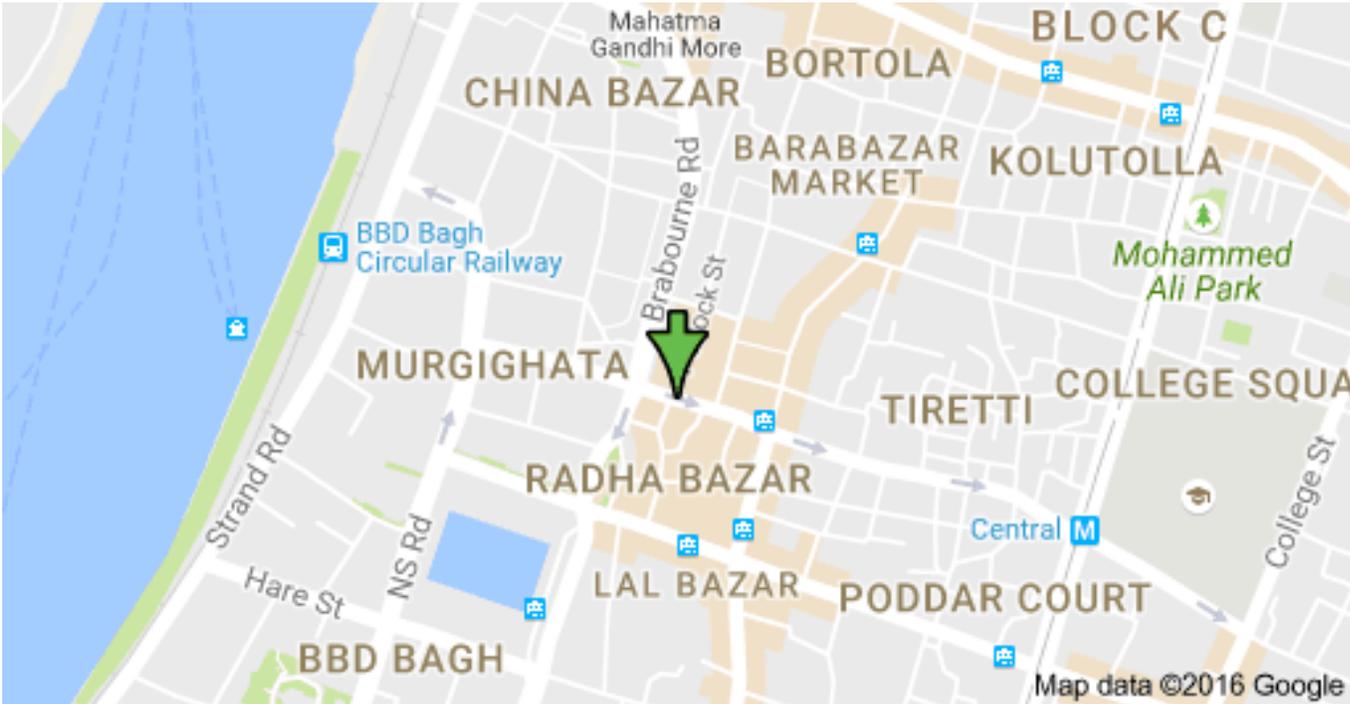
For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository 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.



ROUTE MAP

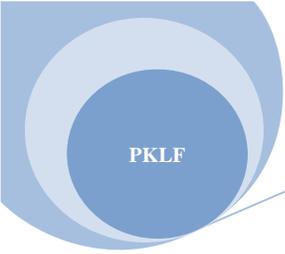


Additional Information of Directors seeking re-appointment/appointment at the 26th Annual General Meeting pursuant to Regulation 36(3) of SEBI (LODR) Regulation, 2015 and Secretarial standard-2

(Annexure to Item No 2 of the Notice)

Brief Profile of the Directors seeking re-appointment in the 26th Annual General Meeting on 20th August, 2018

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 2018	11600 Shares (0.373%)
Seeking appointment/re-appointment	Retire by rotation and Seeking re-appointment
Rotational Status	Retire by Rotation



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 3

Your Company's Auditors, M/s, Deepa Tekriwal & Associates, Chartered Accountants, (FRN No. 328437E) were appointed at the last AGM to hold office until the conclusion of the 30th AGM. However, vide their letter dated August 20, 2018 they have expressed their inability to continue as Statutory Auditors of your Company up to the conclusion of the forthcoming AGM. The Board thus appointed M/s. JSGA & Associates, Chartered Accountants as Statutory Auditors of your Company in the casual vacancy caused by the said resignation effective August 20, 2018 till the conclusion of the forthcoming AGM.

Pursuant to the provisions of Section 139 of the Act and Rules framed thereunder, as amended, it is mandatory to rotate the Statutory Auditors on completion of maximum term as provided therein. The Board on August 20, 2018, has recommended appointment of M/s. JSGA & Associates, Chartered Accountants as Statutory Auditors of the Company and to hold office for a period of up to 5 consecutive years from the conclusion of the 26th AGM till the conclusion of the 31st AGM,. Your Company has obtained consent of M/s. JSGA & Associates, Chartered Accountants and a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

None of the Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested, financially or otherwise in the said appointment.

DIRECTOR'S REPORT**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2018****Dear Shareholders,**

Your directors are pleased to present the 26th Annual Report and Accounts of the Company for the year ended 31st March, 2018.

1. FINANCIAL RESULTS:

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

(Rs. in Lakhs)

Particulars	Year ended 31 st March 2018	Year ended 31 st March 2017
Total Income	24.46	27.08
Total Expenditure	24.45	26.32
Profit before Tax	0.01	0.76
Provision for tax	0.25	2.38
Current Tax		
Deferred Tax		
Provision for tax reversal		
Profit after tax	0.26	(1.62)
Earnings Per Share (Basic)/(Diluted)	0.01	(0.05)

The Company is engaged in Non Banking finance business. During the financial year company has achieved total income of Rs 24.46 lacs in comparison to previous year's total income of Rs 27.08 and earned net profit of Rs 0.01 lacs and in comparison to previous year's net profit of Rs 0.76 lacs.

2. BRIEF DESCRIPTION OF THE STATE OF COMPANY'S AFFAIRS:

The Company is a Non-Banking Finance Company and is presently engaged in the business of Investing and financing

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.

3. 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.

4. SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

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

5. DIVIDEND

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

6. 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.

7. ISSUE/ALLOTMENT OF SHARE CAPITAL

During the financial year the Company has not allotted any equity shares.

8. 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**".

9. 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

10. 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.

11. TRANSFERRED TO RESERVES

As per the statutory requirement for NBFC Companies, the company has transferred a sum of Rs 5,346/- has been transferred to RBI special reserve fund.

12. FIXED DEPOSITS

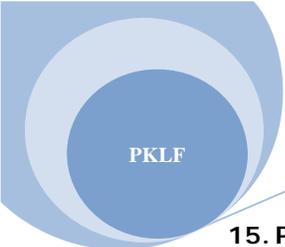
Your Company has not accepted any deposits within the meaning of section 73 of the Companies act 2013, read with the Companies (Acceptance and Deposits) Rules 2014. However being a Non Banking Financial Company disclosures required under rule 8 5 (v) and (vi)of the Companies (Accounts) Rules 2014,read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

13. 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 2018.

14. 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



15. PARTICULARS OF LOAN, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

Your Company is a Non Banking Financial Company, so the provisions of section 186 of the Companies Act, 2013, are not applicable to the Company.

16. 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

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 herself for reappointment.

17. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

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

30th May 2017, 11th August 2017, 24th August 2017, 10th November 2017, & 2nd February 2018

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				
	30.05.2017	11.08.2017	24.08.2017	10.11.2017	02.02.2018
Mr Anil Kumar Agarwal (DIN:00315722)	√	√	√	√	√
Mrs Ruchi Agarwal (DIN:06942318)	√	√	√	√	√
MrPartha Das (DIN:03556329)	√	√	√	√	√
Mr.Amiya Mukherjee (DIN:00326546)	√	√	√	√	√

18. 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.

19. 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.

20. 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.

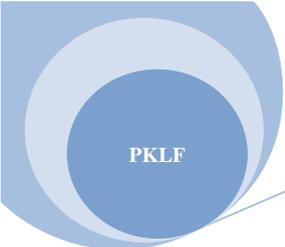
21. COMMITTEES OF THE BOARD

As per the provisions of Companies Act, 2013, the Company has the following four 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 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:

30th May 2017, 11th August 2017, 10th November 2017, & 2nd February 2018

The composition of the Audit Committee as at March 31, 2018 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, 2018 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:

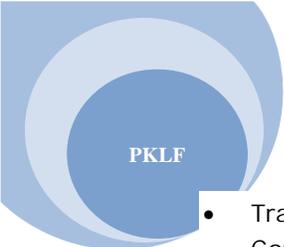
30th May 2017, 11th August 2017, 10th November 2017, & 2nd February 2018

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 five meeting were held on the following dates:

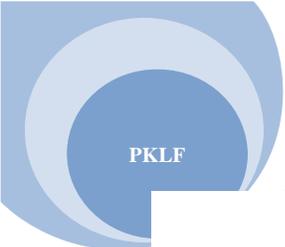
30th May 2017, 11th August 2017, 10th November 2017, & 2nd February 2018

The composition of the Nomination and Remuneration Committee as at March 31, 2018 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

Details of Complaints received during the Year 2017-2018

Nature of Complaints/Queries	No. of 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 31.03.2018 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

Mr. Anil Kumar Agarwal
Managing Director
P.K.Leasing & Finnace Ltd
P-36, India Exchange Place, 4th Floor
Kolkata-700001
Email: 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, 2018 and details of the Members participation at the Meetings of the Committee are as under: -

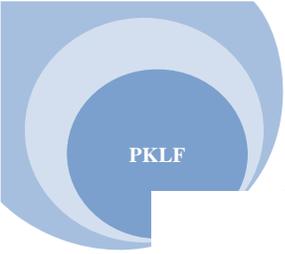
Name of the Member	Category	Attendance at the Risk Management Committee meeting held on
Ms Ruchi Agarwal	Non Executive Director	11.08.2017
Mr Partha Das	Independent Director	11.08.2017
Mr Amiya Mukherjee	Independent Director	11.08.2017

22. 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.

23. 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.



24. 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.

25. 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 2017-2018, 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.

26. 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.

27. 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 has 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.

28. STATUTORY AUDITORS

Your Company's Auditors, M/s, Deepa Tekriwal & Associates were appointed at the last AGM to hold office until the conclusion of the 30th AGM. However, vide their letter dated August 20, 2018 they have expressed their inability to continue as Statutory Auditors of your Company up to the conclusion of the forthcoming AGM. The Board thus appointed M/s. JSGA & Associates, Chartered Accountants as Statutory Auditors of your Company in the casual vacancy caused by the said resignation effective August 20, 2018 till the conclusion of the forthcoming AGM and have sought approval of members to appoint them for the aforesaid period.

Pursuant to the provisions of Section 139 of the Act and Rules framed there under, as amended, it is mandatory to rotate the Statutory Auditors on completion of maximum term as provided therein. The Board on August 20, 2018, has recommended appointment of M/s. JSGA & Associates, Chartered Accountants, Chartered Accountants as Statutory Auditors of the Company and to hold office for a period of up to 5 consecutive years from the conclusion of the 26th AGM till the conclusion of the 31st AGM.

Your Company has obtained consent of M/s. JSGA & Associates, Chartered Accountants and a certificate in accordance with Section 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company, subject to approval of the members in the forthcoming AGM.

Necessary resolution has been provided in the AGM notice seeking approval of members

29. 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.

30. 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.

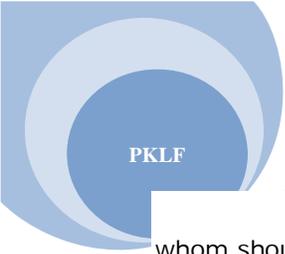
Further there was no fraud in the company which was required to report by statutory auditors of the company under sub section (12) of section 143 of Companies Act 2013.

31. 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.

32. 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.

33. 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.

34. 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.

35. 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.

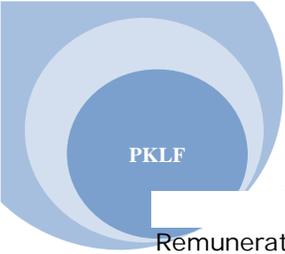
STATUTORY INFORMATION

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. THE RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEES

The ratio of the remuneration paid to the Directors and to that of the median employee of the Company is As under:



Remuneration paid to Mr. Anil Kumar Agarwal (Managing Director) is Rs. 75,000/- p.m.

Remuneration paid to the Median Employee -Rs. 65,000/- p.m.

There is no such employee in the Company Drawing Remuneration which in the aggregate exceeds Rs. 1,02,00,000/- employed throughout the financial year or Rs. 8,50,000/- or more per month employed During the part of the financial year, 2017-18. The Company has 2 permanent employee.

None of the employees of the company is a relative of any Director of the company. Further none of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the equity shares of the company.

3. 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.

4. LISTING WITH STOCK EXCHANGE

Company shares listed on The Calcutta Stock Exchange Association Ltd and Metropolitan Stock Exchange of India Ltd. The company has paid annual listing fee for financial year 2017-2018 for both the stock Exchanges.

5. 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: 20th August 2018

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

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

ANNEXURE-A

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

For the financial year ended on 31st March, 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L65910WB1992PLC055895
2	Registration Date	08.07.1992
3	Name of the Company	P. K. LEASING & FINANCE LTD
4	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5	Address of the Registered office & contact details	P -36, INDIA EXCHANGE PLACE, KOLKATA-700001 (WEST BENGAL) TEL : 033-2225 3123
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Pvt Ltd 71,B.R.B.Basu Road,D-511 Bagree Market 5th Floor, Kolkata-700001

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	NBFC-Financing activities	65923-Financial Intermediation	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
NIL					

P K LEASING & FINANCE LTD.

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	60100	416950	13.405	356850	60100	416950	13.405	0.000
ii) Individual shareholders holding nominal share capital in excess of Rs 1 l	1324300	0	1324300	42.577	1324300	0	1324300	42.577	0.000
c) Others Specify									
1. NRI									
2. Overseas Corporate Bodies									
3. Foreign Nationals									
4. Clearing Members	500	0	500	0.016	500	0	500	0.016	0.000
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									
GRAND TOTAL (A+B+C)	3050100	60300	3110400	100.000	3050100	60300	3110400	100.000	0.000

P K LEASING & FINANCE LTD.

B. Shareholding of Promoters

Sl 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
	T O T A L	345000	11.092	0.000	345000	11.092	0.000	0.000

P K LEASING & FINANCE LTD.

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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			14500	0.466
10	RAMAUTAR AGARWAL				
	a) At the Beginning of the Year	43500	1.399		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			43500	1.399
11	RUCHI AGARWAL				
	a) At the Beginning of the Year	39000	1.254		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			30000	0.965
13	SURYAKANT AGARWAL				
	a) At the Beginning of the Year	11300	0.363		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			11300	0.363
	TOTAL	345000	11.092	345000	11.092

P K LEASING & FINANCE LTD.

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) Changes during the year	[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) Changes during the year	[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	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			70000	2.251
4	MAHESH KUMAR MITTAL				
	a) At the Beginning of the Year	491210	15.793		
	b) Changes during the year	[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) Changes during the year	[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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			123200	3.961
7	SHIVMANI VINIMAY PRIVATE LIMITED				
	a) At the Beginning of the Year	0	0.000		
	b) Changes during the year				
	Date Reason				
	23/03/2018 Transfer	57000	1.833	57000	1.833
	c) At the End of the Year			57000	1.833
8	VENERA IT MARKETING PVT LTD				
	a) At the Beginning of the Year	57000	1.833		
	b) Changes during the year				
	Date Reason				
	23/03/2018 Transfer	-57000	1.833	0	0.000
	c) At the End of the Year			0	0.000
9	VIKAS MITTAL				
	a) At the Beginning of the Year	80450	2.586		
	b) Changes during the year	[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) Changes during the year	[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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			270900	8.709
	TOTAL	1449110	46.589	1449110	46.589

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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	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) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			7300	0.235
3	PARTHA DAS				
	a) At the Beginning of the Year	58300	1.874		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			58300	1.874
4	RUCHI AGARWAL				
	a) At the Beginning of the Year	39000	1.254		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			39000	1.254
	TOTAL	116200	3.736	116200	3.736

V. INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment.**

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition				-
* Reduction				-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				-
ii) Interest due but not paid				-
iii) Interest accrued but not due				-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Anil Kumar Agarwal	Managing Director	
1	Gross salary	900,000		900,000
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961			-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			-
2	Stock Option			-
3	Sweat Equity			-
4	Commission			-
	- as % of profit			-
	- others, specify			-
5	Others, please specify			-
	Total (A)	900,000	-	900,000
	Ceiling as per the Act			4,200,000

B. Remuneration to other Directors

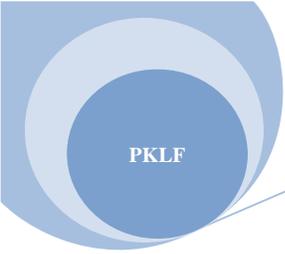
SN.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
1	Independent Directors				
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				-
	Fee for attending board committee				-
	Commission				-
	Others, please specify				-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	-
	Total Managerial Remuneration				-
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Name	Nand Kishore Agarwal		
	Designation	CEO	CFO	CS	
1	Gross salary		96,000		96,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,				-
	(b) Value of perquisites u/s 17(2) Income-				-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961				-
2	Stock Option				-
3	Sweat Equity				-
4	Commission				-
	- as % of profit				-
	- others, specify				-
5	Others, please specify				-
	Total	-	96,000	-	96,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no instances of any penalties/punishment/compounding of offences for the year ended 31st March 2018



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P K LEASING & FINANCE LIMITED

Annexure-B

FORM MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

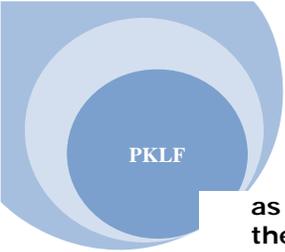
To,
The Members,
P. K. Leasing & Finance Limited
P-36, India Exchange Place
Kolkata-700001

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, 2018 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, 2018 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. *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.*

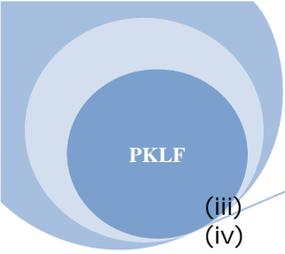
Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful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



PKLF

- (iii) Merger/amalgamation/reconstruction etc.
- (iv) Foreign technical collaboration.

20th August, 2018

Seema Manglunia
Practicing Company Secretary
Guwahati
FCS No: 9390
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.

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 STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **P.K. Leasing & Finance Ltd** (the Company'), which comprise the balance sheet as at 31st March 2018, the Statement of profit and loss (Which includes Other Comprehensive Income) and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

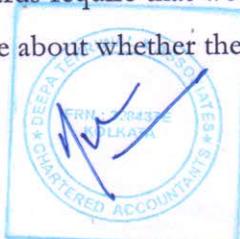
MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards(Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone Ind As financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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



An audit involves performing procedures to obtain audit evidences about the amounts and the disclosures in the Ind As financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements in the Ind As financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind As financial statements.

We believe that the audit evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind As financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind As financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31st March 2018 and its profit and loss Statement (Financial Performance includes Other Comprehensive Income) and its cash flows for the year ended on that date.

OTHER MATTERS

The comparative financial information of the company for the year ended 31st March 2017 and the transition date opening balance sheet as at 1st April 2016 included in these standalone Ind AS financial statements are based on the previously issued statutory financials statements prepared in accordance with the Companies Act (Accounting Standard) Rules 2006 audited by the predecessor auditor whose report for the year ended 31st March 2017 and 31st March 2016 respectively expressed an unmodified opinion those financial statements, as adjusted for the differences, as applicable, in the accounting principles adopted by the company on transition Ind AS, which have been audited by us.

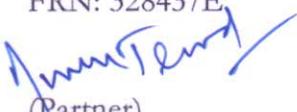
REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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



2. As required by Section 143 (3) of the Act, we report that:
- 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.
 - 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;
 - The balance sheet, , the Statement of profit and loss (Which includes Other Comprehensive Income) and the cash flow statement dealt with by this Report are in agreement with the books of accounts;
 - In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company does not have any pending litigations which would impact its financial position.
 - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses. However the Company does not have any ongoing long-term contracts including derivative contracts as on the Balance sheet date.
 - There are no such amounts appearing in the books which are required to be transferred to the Investor Education and Protection Fund by the Company.

For Deepa Tekriwal & Associates
Chartered Accountants
FRN: 328437E


(Partner)
Mukesh Tekriwal
Membership No: 061999



Place: - 7/1A Grant Lane, Kolkata – 700 012

Dated: - 24th day of May 2018

Annexure - A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
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.
2. The Company had no inventories during the year, thus, paragraph 3(ii) of the Order is not applicable to the Company.
3. The Company has not granted any loans, secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 (the Act). Accordingly, this clause is not applicable.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made. The Company has not given any guarantee(s) or provided any security for loan taken by third party.
5. 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 thereunder are not applicable to the company for the year under audit.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act. Accordingly, this clause is not applicable.

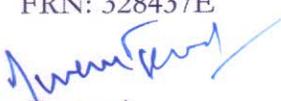


7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of accounts in respect of undisputed statutory dues including provident fund, income-tax, sales tax, value added tax, duty of customs, 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 31st March 2018 for a period of more than six months from the date they became payable.
- b) 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.
8. The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.



13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give 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.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. *As per the records and information made available to us the company under audit 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, 2014.*
17. 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 Deepa Tekriwal & Associates
Chartered Accountants
FRN: 328437E


(Partner)
Mukesh Tekriwal
Membership No: 061999



Place: - 7/1A Grant Lane, Kolkata – 700 012
Dated: - 24th day of May 2018

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of P.K. Leasing & Finance Ltd ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

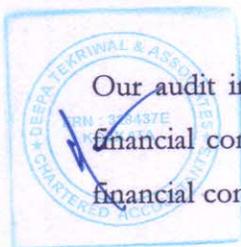
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls



over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 evidences we have obtained are sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

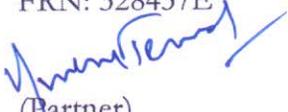
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal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



OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, 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 Deepa Tekriwal & Associates
Chartered Accountants
FRN: 328437E


(Partner)
Mukesh Tekriwal
Membership No: 061999



Place: - 7/1A Grant Lane, Kolkata – 700 012
Dated: - 24th day of May 2018

P.K. LEASING & FINANCE LIMITED
CIN L65910WB1992PLC055895
P-36,INDIA EXCHANGE PLACE,4TH FLOOR,KOLKATA=700 001
BALANCE SHEET AS AT 31ST MARCH 2018

	Note	As at 31.03.2018		As at 31.03.2017	
		(in Rs.)		(in Rs.)	
I. EQUITY & LIABILITIES					
1. Shareholders' Funds					
a) Share Capital	2.1	3,11,04,000.00		3,11,04,000.00	
b) Reserves & Surplus	2.2	10,21,857.08	3,21,25,857.08	9,95,126.68	3,20,99,126.68
2. Non Current Liabilities					
Deferred Tax Liabilities			44,786.00		92,191.00
3. Current Liabilities					
(a) Financial Liabilities					
(i) Trade Payables	2.3.1	31,931.00		2,14,389.00	
(ii) Other Current Liabilities	2.3.2	-		40,000.00	
(b) Short Term Provision	2.3.3	59,500.00	91,431.00	59,500.00	3,13,889.00
			3,22,62,074.08		3,25,05,206.68
II. ASSETS					
1. Non-Current Assets					
(a) Property, Plant and Equipment	2.4	11,12,146.00		14,09,418.00	
(b) Financial Assets					
(i) Investment	2.5	72,50,963.95	83,63,109.95	70,00,000.00	84,09,418.00
2. Current Assets					
(a) Financial Assets					
(i) Cash & Bank Balances	2.6	71,411.13		10,87,914.79	
(ii) Loans & Others	2.7	2,35,61,352.00		2,27,59,143.89	
(b) Current Tax Assets(Net)	2.8	2,66,201.00	2,38,98,964.13	2,48,730.00	2,40,95,788.68
			3,22,62,074.08		3,25,05,206.68

Significant Accounting Policies
Notes on Accounts

1.1-1: 9
2.1-2.23

Signed in terms of our report of even date
For Deepa Tekriwal & Associates
Chartered Accountants


(Mukesh Tekriwal)
Partner

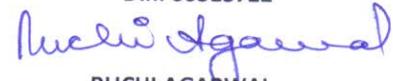
M No. : 061999
Kolkata, the 24th day of May ,2018



For and on behalf of the Board

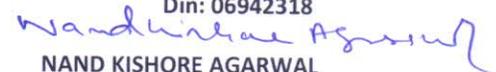


ANIL KUMAR AGARWAL
Managing Director
Din: 00315722



RUCHI AGARWAL
Director

Din: 06942318



NAND KISHORE AGARWAL
CFO

Pan: ACTPA8612R

P.K. LEASING & FINANCE LIMITED
CIN L65910WB1992PLC055895
P-36, INDIA EXCHANGE PLACE, 4TH FLOOR, KOLKATA-700 001
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018

	Notes	Year ended 31.03.2018 (in Rs.)	Year ended 31.03.2017 (in Rs.)
I. Revenue from Operations	2.9	24,46,269.76	26,95,994.00
II. Other Income			
Other Income	2.10	-	12,490.00
III. TOTAL (A)		24,46,269.76	27,08,484.00
IV. Expenses			
Employee Benefit Expenses		7,00,000.00	7,00,000.00
Depreciation		2,97,272.00	3,65,664.00
Administration & Other Expenses	2.11	14,47,991.36	14,55,074.91
Loss on Derivative Transactions		-	1,08,019.79
Provision for diminution in value of investments (net of reversals)		-	3,980.00
TOTAL (B)		24,45,263.36	26,32,738.70
V Profit Before Tax		1,006.40	75,745.30
VI Tax Expenses			
-Current Tax		21,681.00	17,600.00
-Deferred Tax		(47,405.00)	92,191.00
-Previous Year		(25,724.00)	1,28,092.00
VII Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		26,730.40	(1,62,137.70)
Basic and Diluted earning per share	2.12	0.01	(0.05)
Significant Accounting Policies	1.1-1. 9		
Notes on Accounts	2.1-2.23		

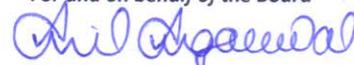
Signed in terms of our report of even date
For Deepa Tekriwal & Associates
Chartered Accountants



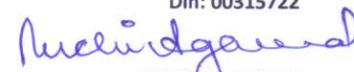
(Mukesh Tekriwal)
Partner
M No.: 061999
Kolkata, the 24th day of May, 2018



For and on behalf of the Board



ANIL KUMAR AGARWAL
Managing Director
Din: 00315722



RUCHI AGARWAL
Director
Din: 06942318



NAND KISHORE AGARWAL
CFO
Pan: ACTPA8612R

2. NOTES ON ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2018

	As at 31.03.2018 (in Rs.)	As at 31.03.2017 (in Rs.)
2.1. SHARE CAPITAL		
<u>Authorised :</u>		
35,00,000 (P.Y:-35,00,000)		
Equity Shares of Rs 10/ Each	3,50,00,000.00	3,50,00,000.00
 <u>Issued, Subscribed & Paid up</u>		
31,10,400 (P.Y:-31,10,400)		
Equity Shares of Rs 10/ Each	3,11,04,000.00	3,11,04,000.00

2.1.1 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
ZOOM SYSTEMS PRIVATE LIMITED	2,70,900	8.709	2,70,900.00	8.71
MAHESH KUMAR MITTAL	4,91,210	15.793	4,91,210.00	15.79

2.1.2 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	Bonus	ESOP	Conversion	Buy back	Other changes (give details)	Closing Balance
Equity shares with voting rights								
Year ended 31 March, 2018								
- Number of shares	31,10,400	NIL	NIL	NIL	NIL	NIL	NIL	31,10,400.00
- Amount (₹)	3,11,04,000	NIL	NIL	NIL	NIL	NIL	NIL	3,11,04,000.00
Year ended 31 March, 2017								
- Number of shares	31,10,400	NIL	NIL	NIL	NIL	NIL	NIL	31,10,400.00
- Amount (₹)	3,11,04,000	NIL	NIL	NIL	NIL	NIL	NIL	3,11,04,000.00

2.1.3 Details of shares held by Holding Company or by Promoter & Promoter Group

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Promoter & Promoter Group	3,45,000	11.09%	3,45,000.00	11.09%

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

2.2 RESERVES & SURPLUS

Special Reserve

Balance as per last Balance Sheet	9,76,542.00		9,76,542.00
Add: Transfer from Statement of Profit & Loss	5,346.00	9,81,888.00	9,76,542.00

Profit & Loss Account

Opening Balance	18,584.68		1,80,722.38
Add: Profit for the Year	26,730.40		(1,62,137.70)
	45,315.08		18,584.68
Less:			
Transferred to Special Reserve	5,346.00	39,969.08	18,584.68
	10,21,857.08		9,95,126.68

CURRENT LIABILITIES

2.3.1 Trade Payable

- Due to Micro, Small & Medium Enterprises			
- Others			
Creditor for Services	31,111.00		2,13,450.00
Creditor for Expenses	820.00	31,931.00	939.00
			2,14,389.00



Dr. Anand Agrewal
Anand Agrewal
Nandwale
Agrewal

2.3.2 **Other Current Liabilities**

Tax Deducted at Sources

40,000.00

* 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 statements. The amount amount due to Micro, Small and Medium Enterprises ' Nil (' Nil).

2.3.3 **Short Term Provision**

For Income Tax (Net off Advance Tax)

For Contingent Provisions against Standard Assets

59,500.00 59,500.00

59,500.00 59,500.00

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 directorn DNBR.PD.007/03.10.119/2016-17

2.4 **FIXED ASSETS**

Net Block of Tangible Assets

(As per Annexure)

11,12,146.00

14,09,418.00

2.5 **Non Current Investment**

(Long Term - At cost) :

	No. of Shares	Face Value	Value (Rs.)	No. of Shares	Value (Rs.)
Quoted Fully (Paid-up)					
Biocon Limited	20	5	7,287.60	-	-
CIPLA Limited	100	2	56,486.22	-	-
Force Motors Limited	10	10	42,326.60	-	-
Indian Bank Ltd	200	10	58,316.00	-	-
KPIT Technologies Limited	75	2	9,301.82	-	-
NMDC LTD	250	1	31,716.39	-	-
TATA Elxsi Ltd	50	10	45,529.32	-	-
Chemox Chemical Ind Ltd	200	10	14,700.00	200.00	14,700.00
Kabsons Industries Ltd	100	10	1,100.00	100.00	1,100.00
Presidency Shoes International Ltd	200	10	4,250.00	200.00	4,250.00
NEPC Textiles Ltd	242	10	2,940.00	242.00	2,940.00
Northland Sugar Complex Ltd	500	10	5,150.00	500.00	5,150.00
Tina Industries Ltd	200	10	2,080.00	200.00	2,080.00
Orissa Lumineries Ltd	900	10	36,000.00	900.00	36,000.00
Indo Dutch Proteins Ltd	200	10	2,150.00	200.00	2,150.00
Goldwon Textiles Ltd	400	10	4,150.00	400.00	4,150.00
Shree Karthik Papers Ltd	600	5	6,300.00	600.00	6,300.00
Crest Paper Mills Ltd	400	10	4,200.00	400.00	4,200.00
Ind Euro Pharma Ltd	200	10	4,200.00	200.00	4,200.00
			3,38,183.95		87,220.00
Un-Quoted Fully (Paid-up)					
Atlanta Dealmark Pvt Ltd	18,250	10	18,25,000.00	18,250.00	18,25,000.00
Surya Agro Products Pvt Ltd	75,000	10	51,75,000.00	75,000.00	51,75,000.00
			70,00,000.00		70,00,000.00
Total			73,38,183.95		70,87,220.00
Less: Provision for diminution in value of investments (Quoted Shares)			87,220.00		87,220.00
Total Non Current Investment			72,50,963.95		70,00,000.00

	As at 31st March, 2018			As at 31st March, 2017	
	Book Value	Market Value		Book Value	Market Value
Quoted Investment	3,38,183.95	2,61,666.05	-	87,220.00	-
Unquoted Investment	70,00,000.00	78,86,345.50	-	70,00,000.00	74,91,401.09
	73,38,183.95	81,48,011.55	-	70,87,220.00	74,91,401.09

2.6 **Cash & Bank Balances**

Cash & Cash Equivalents

Balances with Scheduled Banks

- Bank of India(Kolkata Main branch)-Current A/c

Cash in Hand

36,797.38
34,613.75 71,411.13

10,30,742.04
57,172.75 10,87,914.79

2.7 **Loans & Others**

(Unsecured, unless otherwise stated

Considered good)

Accounts Receivable

Loan to Parties

Interest accrued and due

19,642.00
2,20,50,000.00
14,91,710.00 2,35,61,352.00

1,59,143.89
2,26,00,000.00
- 2,27,59,143.89

2.8 **Current Tax Assets(Net)**

Tax Deducted at Source(Net of Provision)

2,66,201.00 2,66,201.00

2,48,730.00 2,48,730.00



Oil Agawal
Ruchi Agawal
Nandini Agawal

P.K.LEASING & FINANCE LIMITED
SCHEDULES TO PROFIT & LOSS ACCOUNT

	Year ended 31.03.2018 (in Rs.)	Year ended 31.03.2017 (in Rs.)
2.09 Revenue From Operations		
Interest Received	23,26,479.00	26,95,994.00
Dividend	2,250.00	-
Profit on Sale of Shares	1,17,540.76	-
	24,46,269.76	26,95,994.00
2.10 Other Income		
Profit on sale of Car	-	12,490.00
	-	12,490.00
2.11 Administration & Other Expenses		
Audit Fees		
-Statutory Audit	18,000.00	7,500.00
-Certifications	9,000.00	-
-Other Matters	10,000.00	3,500.00
Advertisement	8,737.00	10,661.00
Bank Charges	810.35	811.83
Business Promotion	9,758.71	62,969.28
Car Running & Maintenance Expenses	43,528.90	20,781.00
Directors Remuneration	10,80,000.00	9,96,000.00
Demat Accounting Charges	713.61	686.70
Filing Fees	4,182.00	4,800.00
Insurance	20,028.00	14,154.00
E-Voting Expenses	7,080.00	6,900.00
Printing & Stationery	20,963.00	23,825.00
Postage	1,650.00	2,440.00
Profesional Expenses	79,620.00	1,19,505.00
Listing Fees	69,000.00	57,250.00
Office Expenses	2,344.80	63,819.00
Rates & Taxes	3,233.00	3,842.66
Telephone Expenses	31,991.99	29,279.44
Trade Licence Fees	2,150.00	1,850.00
Travelling & Conveyance	25,200.00	24,500.00
	14,47,991.36	14,55,074.91



Deepa Tewari
Deepa Tewari
Chartered Accountant

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

Annexure To Note-2.4
PROPERTY, PLANT & EQUIPMENT

PARTICULARS	G R O S S B L O C K			D E P R E C I A T I O N			N E T B L O C K			
	Cost as at 01.04.2017	Additions during the Year	Sale during the year	Cost as at 31.03.2018	For the Year	Sale during the Year	Upto 31.03.2018	Charged to Retained Earnings	As at 31.03.2018	As at 31.03.2017
		Year	Year		Year					
Vehicle	12,89,214.00			12,89,214.00	2,72,336.00		6,08,821.00	-	6,80,393.00	9,52,729.00
Office Equipments	14,249.00			14,249.00	3,087.00		9,298.00		4,951.00	8,038.00
Furniture & Fixture										
Building	7,79,959.00			7,79,959.00	21,849.00		3,53,157.00		4,26,802.00	4,48,651.00
Total	20,83,422.00			20,83,422.00	2,97,272.00		9,71,276.00		11,12,146.00	14,09,418.00
Previous Year	13,30,171.00	13,03,463.00	5,50,212.00	20,83,422.00	3,65,664.00	5,24,985.00	6,74,004.00		14,09,418.00	4,99,129.00



Pril Aggarwal
Prachi Aggarwal
Mandiraj
Atsawar

P.K.LEASING & FINANCE LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 2018

Cash flows from operating activities:	Amount	Amount	Amount	Amount	Amount	Amount
Net Profit before Tax as per Profit & Loss Account		1,006				75,745
Adjustments:						
Add: Depreciation	2,97,272					3,65,664
Profit on Sale of Fixed Assets	-					(12,490)
(Increase)/Decrease in Investments	(2,50,964)					3,980
(Increase)/Decrease in Inventory	-					
(Increase)/Decrease in Advances	(8,41,360)					16,63,686
Increase/(Decrease) in Borrowings	-					
Increase/(Decrease) in other Liabilities & Provisions	(2,22,458)					(30,635)
Income Tax (paid)/refund-Earlier Year	-		(10,17,510)		(10,16,504)	18,44,513
Net Cash Flow from operating activities						19,20,259

Cash flows from Investment activities:

Purchase of Fixed Assets						(13,03,463)
Sale of Fixed Assets						40,000
Net Cash Flow from Investment activities						(12,63,463)

Cash flows from financing activities:

Issue of Shares						
Net Increase in Cash & Cash Equivalents				(10,16,504)		6,56,796
Cash & Cash Equivalents at the beginning of the year					10,87,915	4,31,119
Cash & Cash Equivalents at the end of the year					71,411	10,87,915



*Dr. Abhijit
Ramesh Jagtap
Nandwiche Agarwal*

P.K.LEASING & FINANCE LTD

1. SIGNIFICANT ACCOUNTING POLICIES:

- 1.1 The financial statements are prepared and presented under the historical cost convention on an accrual basis of accounting and comply with the provisions 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 assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amounts 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 circumstances as of the date of the financial statements.

All assets and liabilities have been classified as current or non-current 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.

1.2. Recognition of Income & Expenses:

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

1.3 Property, Plant & Equipment and Depreciation / Amortization:

Property, Plant & Equipment are stated at their original cost, which 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 Schedule II of the Act.

1.4 Valuation of Investments:

All long-term investments 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.

1.5 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 situations 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.

1.6 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.

1.7 Provisions, Contingent Liabilities & Contingent Assets:

Provisions 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.

1.8 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.

1.9. 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.

2.12. Earnings per Share

Particulars	2017-18	2016-17
A Profit for the year after taxation (in Rs.)	26,730	(1,62,138)
B Weighted Average no. of Equity Share outstanding during the year	31,10,400	31,10,400
C Basic and Diluted Earning per share (A/B) (in Rs.)	(0.01)	(0.05)

2.13. Remuneration to Executive Director (in Rs.):

	2017-18	2016-17
Basic Salary	9,00,000/	9,00,000/-



2.14. Related party's disclosures under Accounting Standard 18 (as identified by the management)

A. Names of Related Parties:

Name of Parties	Relationship
Mr. Anil Kumar Agarwal	Executive Director
Mrs. Ruchi Agarwal	Director
Mr. Nand kishore Agarwal	CFO

B. Details of Transaction with the Related Party:

Nature of Transactions with Key Management Personnel	2017-18 (In Rs.)	2016-17 (In Rs.)
a. Remuneration		
Anil Kumar Agarwal	9,00,000/-	9,00,000/-
Nand Kishore Agarwal	1,80,000/-	96,000/-
b. Loans and Advances		
Outstanding Balance as at year end	Nil	Nil
Maximum amount outstanding during the financial year		
c. Bonus shares issued	Nil	Nil
d. Proposed dividend	Nil	Nil

2.15. 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.

2.16. 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 Reporting).

2.17. 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.

2.18. 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 2018 is below the cost of such shares, hundred percent 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 2017, 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 . The company had invested Rs 2,50,964/- in equity shares of various listed companies during the year under audit and market valuation of those entities as on 31.03.2018 stands at Rs 2,48,859/-.

2.19. There are no dues / overdues by the Company as on 31st March, 2018 to suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006 and therefore no disclosures in this regard has been made.

2.20. 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.

2.21 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. However as per management submission the existing balance of the Contingent provision of Rs 59,500/- was more than 0.25% of the standard assets, hence fresh provision for the same not accounted for in the year under report.

2.22 The company continued to run without company secretary in whole time employment under section 203 of The Companies Act 2013, for fourth successive year of Audit.

2.23 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 Deepa Tekriwal & Associates
Chartered Accountants


(Mukesh Tekriwal)

Partner
Membership No. 061999

Kolkata, 24th day of May 2018



For and on behalf of the Board

ANIL KUMAR AGARWAL



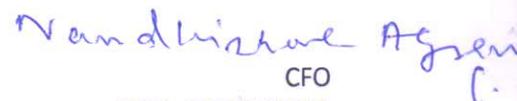
Managing Director
DIN: 0315722

RUCHI AGARWAL

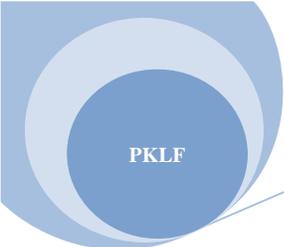


Director
DIN: 06942318

NAND KISHORE AGARWAL



CFO
PAN: ACTPA8612R



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

BALLOT FORM

(For voting for the resolutions to be passed at the 26th Annual General Meeting of the company to be held on Monday, the 24th September 2018 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 20th August, 2018 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, 2018		
2.	Ordinary Resolution seeking approval for re-appointment of Director Mr.Anil Kumar Agarwal (DIN-00315722) who retires by rotation and being eligible offers himself for reappointment.		
3.	Ordinary Resolution for (a) Approving the appointment of M/s. JSGA & Associates, Chartered Accountants, as Statutory Auditors of the Company from August 20, 2018 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s, Deepa Tekriwal & Associates, Chartered Accountants and (b) Appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration.		

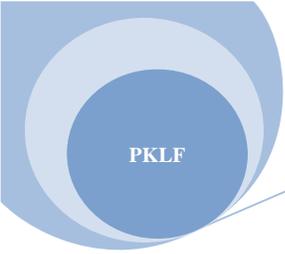
Signed this day of 2018.

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
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CIN: L65910WB1992PLC055895

**PLEASE FILL ATTENDENCE 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

(26th Annual General Meeting Monday, the 24th September 2018 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	

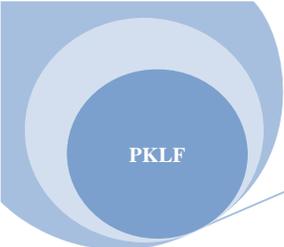
I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the 26th Annual General Meeting of the Company held on Monday, the 24th September 2018 at 11.00 AM at the Registered Office of the Company at P-36 India Exchange Place, 4th 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 2018 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 2018 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)



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PROXY FORM MGT-11

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

26TH Annual General Meeting, Monday, the 24th September, 2018 at 11.00 A.M.

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

*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 26TH Annual General Meeting of the Company to be held on Monday, the 24th September 2018 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 auditor appointment.

Signed this day of 2018.

Signature of Shareholder

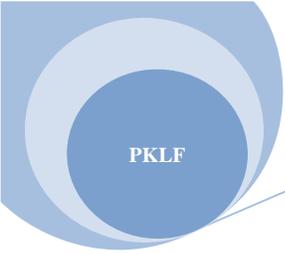
Signature of Proxy holder(s):



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. A member holding more than 10% 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 a proxy for any other person or shareholder.

5. **This is only optional. Please put an 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
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.



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(ANNEXURE TO THE NOTICE FOR THE 26th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON MONDAY, 24th September 2018)

Name & Registered Address
of Sole/First named Member :
Joint Holders Name (If any) :
Folio No. / DP ID & Client ID :
No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to 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 (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday the 24th Day of September 2018 at 11.00 A.M at P-36 India Exchange Place Kolkata-700001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
180814030		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Friday, 21 st September, 2018 at 9:00 A.M. (IST)	Sunday, 23 rd September, 2018 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notes of the AGM notice before exercising your vote.

By Order of the Board
For P K Leasing & Finance Limited

(Managing Director)
(DIN: 00315722)

Place: Kolkata
Date: 20.08.2018

Encl: AGM Notice/Attendance Slip/Proxy Form/ Annual Report