

# PROGRESSIVE FINLEASE LIMITED

Registered Office : S-2, Ground Floor, Plot No. A-2/3 Lusa Tower, Azadpur, Delhi-110033

Tel. : +91-11-40424242 Fax : +91-11-40424200

E-mail : [info@progressivefinlease.in](mailto:info@progressivefinlease.in) Website : [www.progressivefinlease.in](http://www.progressivefinlease.in)

CIN : L65910DL1995PLC064310

Date: 3<sup>rd</sup> September, 2019

The Manager  
Listing Department,  
Metropolitan Stock Exchange Limited,  
Vibgyor Tower, 4<sup>th</sup> Floor, Plot No. C-62,  
G.Block, Opposite Trident Hotel,  
Bandra Kurla Complex,  
Mumbai -400098

**Subject: Annual Report For the Financial year 2018-19 and Notice Convening the 25<sup>th</sup> Annual General Meeting**

Dear Sir,


As required Under Regulation 30 and Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Report of the Company for the Financial Year 2018-19 along with the Notice convening the 25<sup>th</sup> Annual General Meeting Scheduled to be held on Thursday, 26<sup>th</sup> September, 2019 at Hotel Western King, Plot No. 19, Meera Enclave, Keshopur Mandi, Near Park Hospital, New Delhi-110018 at 01:00 P.M.

We request you take the above information on record.

Thanking You.

Yours Faithfully,

**For Progressive Finlease Limited**  
For Progressive Finlease Limited

  
Rashika Chhatwal, Company Secretary  
(Company Secretary)



**2018-19**

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# **25TH ANNUAL REPORT**

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**PROGRESSIVE  
FINLEASE LIMITED**

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**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Subhash Jain	Managing Director
Mr. Rajeev Jain	Non-Executive Director
Mr. Anil Kumar Jain	Non-Executive Director
Ms. Sarika Saini	Independent Director

**BOARD COMMITTEES****Audit Committee**

Ms. Sarika Saini	Chairperson
Mr. Anil Kumar Jain	Member
Mr. Rajeev Jain	Member

**Nomination and Remuneration Committee**

Ms. Sarika Saini	Chairperson
Mr. Anil Kumar Jain	Member
Mr. Rajeev Jain	Member

**Stakeholder Relationship Committee**

Ms. Sarika Saini	Chairperson
Mr. Anil Kumar Jain	Member
Mr. Rajeev Jain	Member

**STATUTORY AUDITORS**

M/s Santosh Gupta & Co.  
SCF- 30P, Sector-16A, Part-I, Market, Faridabad - 121002 (Haryana)

**INTERNAL & SECRETARIAL AUDITORS**

M/s PKG & Associates,  
A-642, IIIrd Floor, Shastri Nagar, Delhi-110052

**CHIEF FINANCIAL OFFICER**

Mr. Amit Munjal

**REGISTERED OFFICE**

S-2, Ground Floor, Plot No.-A-2/3, Lusa Tower, Azadpur, Delhi-110033

**CONTACT NO.**

011-40424242

**FAX NO.**

011- 40424200

**REGISTRAR AND TRANSFER AGENT**

M/s. Niche Technologies Pvt. Ltd.  
3A, Auckland Place, 7th Floor, Room No. 7A & 7B,  
Kolkata - 700017  
Phones: 033-22806616  
Fax: 033-22806619

**E- MAIL ID/WEBSITE**

info@progressivefinlease.in  
[www.progressivefinlease.in](http://www.progressivefinlease.in)

**STOCK EXCHANGE**

Metropolitan Stock Exchange of India Limited

**BANKER**

ICICI Bank



## **ABOUT US**

**Progressive Finlease Limited (PFL) was set up in 12<sup>th</sup> January, 1995. It is a Non-Banking Finance Company (NBFC) registered with Reserve Bank of India (RBI) and is listed on Metropolitan Stock Exchange (MSE). We take pride in recognizing the fact that in a short period of time we have made significant disbursements fuelling the economy and help build enterprises.**

**As an organization, we think beyond business in every aspect of our existence. We are deeply committed to being responsible contributors to society. As a financial services group, offering a wide array of products and services and serving over a million clients, our mission is to "Empower the Investor". We are also involved proactively in community building. Through initiatives in the field of education, health, arts and women empowerment, we contribute towards building a stronger society. We believe in growth with a human face and in pursuing people-centric development. We are a socially committed organization and a socially responsible corporate citizen. The focus will be on initiatives that are people-centric with active community participation at all levels.**

**At Progressive Finlease Limited, we are guided by a firm belief in people, their dreams, and their potential to achieve those dreams. Hence, our socially inclusive business model facilitates loans to customers based not on their current financial status, but their future earning capacity. This philosophy has instilled a sense of confidence in the minds of rural and semi-urban India – a confidence that allows them to believe that no dream is too big.**

**PROGRESSIVE FINLEASE LIMITED**

**Regd. Office:** S-2, Ground Floor, Plot No.-A-2/3, Lusa Tower, Azadpur, Delhi-110033  
**CIN:** L65910DL1995PLC064310 **Email:** info@progressivefinlease.in

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**NOTICE**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of Progressive Finlease Limited will be held on Thursday, 26<sup>th</sup> day of September, 2019 at 01:00 P.M. at the Hotel Western King, Plot No. 19, Meera Enclave, Keshopur, Delhi-110018 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Rajeev Jain (DIN: 03438127), as Director who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

3. **REGULARIZATION OF MS. SARIKA SAINI AS INDEPENDENT DIRECTOR OF COMPANY:**

To consider, and if thought fit, to pass, with or without modification(s), if any, following resolution as **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable law, Ms. Sarika Saini (DIN 08404015), who was appointed as Additional Director of the Company by the Board w.e.f. 02.04.2019, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to Section 149 and other applicable provisions of the Companies Act, 2013, the appointment of Ms. Sarika Saini, as an Independent Director for 5 (Five) consecutive years w.e.f. 02.04.2019, be and is hereby approved.

**RESOLVED FURTHER THAT** any one director of company be and is hereby authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution.”

Date: 09.08.2019

Place: Delhi

By Order of the Board of Directors  
For **Progressive Finlease Limited**

s/d  
**Rajeev Jain**  
**Director**  
**DIN: 03438127**

**Notes:****1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 Hours before the commencement of the AGM. Proxies submitted on behalf of Companies, Societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.

3. Corporate Members intending to send their authorized representatives to attend and vote at the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. The Register of members and Share Transfer books will remain closed from Thursday, 19<sup>th</sup> September, 2019 to Thursday, 26<sup>th</sup> September, 2019 (both days inclusive) for the purpose of Annual General Meeting.

5. Members may also note that the Notice of the 25<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2018-19 will also be available on the Company's website [www.progressivefinlease.in](http://www.progressivefinlease.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi for inspection without any fee during normal business hours on working days.

6. Members are requested to notify change in address (if any) immediately, at the Registered Office of the Company.

7. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.

8. Members holding shares in physical Form are required to update their PAN and Bank Account details by providing self-attested copy of PAN and original cancelled cheque with preprinted name of the Shareholder/bank attested copy of passbook/statement showing name of account holder(s) by forwarding the above documents to M/s. Niche Technologies Pvt. Ltd.; the Registrar and Share Transfer Agent (RTA) 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700017. Members are requested to register/update their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.

9. Alteration of shareholders holding shares in physical form is invited to the SEBI latest amendment to the listing regulations, vide which the SEBI has mandated the transfer of shares of a listed company in demat form only.

Shareholders are therefore advised to dematerialize their physical shareholding at the earliest to avoid any inconvenience.

### **VOTING THROUGH ELECTRONICS MEANS**

a. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 25<sup>th</sup> 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 Limited (CDSL).

b. 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.

c. 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.

d. The remote e-voting period commences on 23<sup>th</sup> September, 2019 (9:00 am) and ends on 25<sup>th</sup> September, 2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September, 2019, 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.

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

The way to vote electronically on CDSL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.



2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.

How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file.

The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.

3. Select “EVEN” of Progressive Finlease Limited for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. Other Instructions

- i. In case of any queries, please refer to the Frequently Asked Questions (FAQs) for Members and the remote E-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- ii. You can also update your mobile number and E-mail ID in the user profile details of the folio which may be used for sending future communication(s).
- ii. The voting rights of Members shall be in proportion to their share of the paid-up Equity Share capital of the Company as on the cut-off date i.e. 20<sup>th</sup> day of September, 2019.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e. 20<sup>th</sup> day of September, 2019, may obtain the Login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- iv. However, if you are already registered with NSDL for remote E-voting, then you can use your existing User ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- v. A Member may participate in the AGM even after exercising his right to vote through remote E-voting but shall not be allowed to vote again at the AGM. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote E-voting, as well as voting at the AGM.
- vi. **M/s PKG & Associates** Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the remote E-voting process and voting at the AGM in a fair and transparent manner.
- vii. At the AGM, at the end of discussion on the resolutions on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer order voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
- viii. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote E-voting in the presence of at least two witnesses, not in employment of the Company, and make, not later than three days of the conclusion of the AGM, prepare a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
- ix. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website [www.progressivefinlease.in](http://www.progressivefinlease.in) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result declared by the Chairman or any other person authorised by the Chairman and the same shall be communicated to Metropolitan Stock Exchange of India limited (MSEI) where the shares of the Company are listed. The results shall also be available for inspection at the Registered Office of the Company.

## General

Please note that:

- Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vkumar\\_ca@rediffmail.com](mailto:vkumar_ca@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

By Order of the Board  
For **Progressive Finlease Limited**

s/d  
**Rajeev Jain**  
**Director**  
**DIN: 03438127**

Date: 09.08.2019  
Place: Delhi

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

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Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 of the accompanying Notice.

**ITEM NO. 3**

On the basis of recommendation of Nomination and Remuneration Committee of the Company, Ms. Sarika Saini, was appointed on the Board of the Company as an Additional Director under the category of Independent Director w.e.f. 02.04.2019. According to the provisions of Section 161 of the Companies Act, 2013, she holds office as a Director upto the date of ensuing Annual General Meeting.

She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director.

The Company has also received declaration from Ms. Sarika Saini that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In the opinion of the Board, Ms. Sarika Saini fulfills the conditions for appointment as Independent Director as specified in the Companies Act, 2013 and the SEBI Listing Regulations. As required under Section 160 of the Companies Act, 2013 and rules made thereunder, a notice has been received. Copy of the terms and conditions of appointment of Ms. Sarika Saini, as an Independent Director, shall be available for inspection without any fee by the Members at the Registered Office of the Company during 11.00 A.M. to 1.00 P.M.

The relevant details of Ms. Sarika Saini as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are covered in this Notice.

Except Ms. Sarika Saini and her relatives, no other Director/Key Managerial Person(s) or their relative(s) is concerned or interested, financially or otherwise, in the Resolution. The Board recommends the Ordinary Resolution as set out at Item No.3 of the Notice for approval by the Members

By Order of the Board  
For **Progressive Finlease Limited**

s/d  
**Rajeev Jain**  
**Director**  
**DIN: 03438127**

Date: 09.08.2019  
Place: Delhi



A detail of Directors seeking reappointment in Annual General Meeting pursuant to SEBI (LODR), Reg, 2015 and Secretarial Standard-II is provided hereunder. The said Director has furnished necessary consents/ declarations for their re-appointment.

**Details of Directors seeking re-appointment at the AGM:**

Particulars	Details
Name of Director	Rajeev Jain
Date of Birth	67
Brief Resume	Qualification: B. Com (Hons) from SRCC,DU Experience: Over 35 years Specialization: Trading in Polymers, Petrochemicals, Rubber
Relationship between Director inter-se	No
No. of equity shares held in the Company	NIL
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	Indo Jatalia Holdings Limited Jatalia Hotels Private Limited
List of all committees of Board of Directors (across all companies) in which Chairmanship/ membership is held (includes only Audit committee and Shareholders/ Investor Grievance committee)	0

Particulars	Details
Name of Director	Sarika Saini
Date of Birth	25
Brief Resume	Qualification: Graduate Experience: Over 5 years Specialization: In Marketing
Relationship between Director inter-se	No
No. of equity shares held in the Company	NIL
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	NIL
List of all committees of Board of Directors (across all companies) in which Chairmanship/ membership is held (includes only Audit committee and Shareholders/ Investor Grievance committee)	0

## **BOARD'S REPORT**

Dear Members,

The Board of Directors hereby submits the report of the business and operations of your company (the company) along with Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2019.

### **FINANCIAL HIGHLIGHTS:**

The summary of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 compared to the previous year ended 31<sup>st</sup> March, 2018 are given below:

<b>(Rupees in Lakh)</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Revenue from Operations & Other Income	10,793.13	6817.61
Total Expenses	10,740.74	6,763.62
Profit Before Tax	52.39	53.99
Current Tax	13.2	13.78
Deferred Tax	(0.16)	0.35
Previous year Tax	(2.32)	0.22
Profit After Tax	41.67	39.64
Earnings per share	0.47	0.44

### **REVIEW OF OPERATIONS**

- Our Revenue from Operations on a standalone basis increased to Rs.10,793.13 lacs from Rs. 6817.61 lacs in the previous year at a growth rate of 58.31%.
- Our Net Profit on a Standalone basis increased to Rs. 41.67 lacs from Rs. 39.64 lacs in the previous year at a growth rate of 5.12%.

### **TRANSFER TO RESERVES**

Our Company has transferred amount of Rs. 833,196/- to Special Reserve as required by section 45-IC of the RBI Act, 1934.

### **EXTRACT OF THE ANNUAL RETURN**

The Extract of Annual Return as provided under Section 92(3) of the Companies Act, 2013, and as prescribed in Form No. MGT-9 of the rules prescribed under Chapter VII relating to Management and Administration under the Companies Act, 2013, is appended as Annexure. The complete Annual Return is available on the Company's website <http://progressivefinlease.in>

**NATURE OF BUSINESS**

As the company is in business of non-banking financial activities and registered with RBI. There is no change in the nature of business activity during the period under review.

**SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES**

The Company does not have any subsidiary, Joint Ventures and Associate Company.

**DIVIDEND**

In view of the fund needed for Business opportunities, your Directors do not recommend any Dividend for the Financial Year ended on 31<sup>st</sup> March, 2019.

**EMPLOYEE STOCK OPTION PLAN (ESOP)**

The Company did not issue any employee stock options / equity shares during the financial year under review, under the Employee Stock Option Scheme.

**DEPOSITS**

During the year under review, your Company has not taken any public deposits.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Loans, Guarantees and Investments u/s 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

**SECRETARIAL STANDARDS**

Pursuant to the provisions of Section 118 of the Companies Act, 2013, the Company has complied with the applicable provisions of the Secretarial Standards issued by the Institute of Companies Secretaries of India.

**PARTICULARS OF CONTRACTS OR ARRANGEMENT MADE WITH RELATED PARTIES**

All transactions with Related Parties are placed before the Audit Committee as also the Board for approval. The transactions entered into pursuant to the approvals so granted are subjected to audit and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors on a quarterly basis. The statement is supported by a certificate from the MD and the CFO.

All transactions entered into with related parties during the year were on arm's length basis and were in the ordinary course of business. The details of the material related party transactions entered into during the year as per the policy on Related Party Transactions approved by the Board have been reported in Form AOC 2 annexed to the Directors' Report as Annexure 'C'

**BOARD OF DIRECTORS****APPOINTMENT OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149 (6) of the Act and the provisions of the Listing Regulations. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

In accordance with the provisions of Section 152 of the Act, Mr. Rajeev Jain (DIN: 03438127) Director of the Company, retires by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself, for re-appointment.

The information of Directors seeking appointment/reappointment as required pursuant to Regulation 36(3) of SEBI Listing Regulations is provided in the notice of the 25<sup>th</sup> Annual General Meeting of the Company.

During the year 2018-19, information of Directors appointed/resigned provided in corporate governance report and hence not repeated here for the sake of brevity.

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION**

The Company has adopted a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and other employees, pursuant to the provisions of the Act and the Listing Regulations.

In accordance with the Nomination and Remuneration Policy adopted by the Company, the Nomination and Remuneration Committee is responsible for developing competency requirements for the Board based on the industry and strategy of the Company.

The Committee is responsible for reviewing and vetting the profile of potential candidates vis-a-vis the required competencies and meeting potential candidates, prior to making recommendations of their nomination to the Board in accordance with the Nomination and Remuneration Policy of the Company. The Nomination and Remuneration Committee has formulated the criteria for determining requisite qualifications, positive attributes such as high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment and independence of Directors in terms of provisions of Section 178 of the Act and the Listing Regulations.

The philosophy for remuneration of Directors, Key Managerial Personnel and all other employees of the Company is based on the commitment of fostering a culture of leadership with trust. The Remuneration Policy of the Company is aligned to this philosophy.

The Nomination and Remuneration Committee has considered the following factors while formulating the Policy:

(i) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;

(ii) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(iii) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

It is affirmed that the remuneration paid to Directors, Key Managerial Personnel and all other employees is as per the Remuneration Policy of the Company.

### **ANNUAL EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS**

Pursuant to the provisions of the Act and the Listing Regulations, the Board has carried out an annual evaluation of its own performance, performance of the Directors as well as the evaluation of the working of its Committees.

The Nomination and Remuneration Committee has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors.

### **BOARD AND COMMITTEE MEETINGS**

Details of the composition of the Board and its Committees and of the Meetings held and attendance of the Directors at such Meetings, are provided in the Corporate Governance Report. The intervening gap between the Meetings was within the prescribed period.

Details of the constitution of these Committees, which are in accordance with regulatory requirements, have been uploaded on the website of the Company viz. [www.progressivefinlease.in](http://www.progressivefinlease.in).

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

The Board met 08 (Eight) times during the financial year, the details of which are given under the Corporate Governance report that forms part of this Annual Report. The intervening gaps between any two meetings did not exceed 120 days as prescribed by the Companies Act, 2013 and Secretarial Standards.

### **DIRECTORS RESPONSIBILITY STATEMENT**

In terms of Section 134(3)(c) of the Companies Act, 2013, the directors would like to state that:



- a) In the preparation of the annual financial statements for the year under reporting, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) Appropriate accounting policies have been selected, applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at reporting date and of the profit of the company for the year ended on that date;
- c) Proper and sufficient care has been taken for the 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 fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis;
- e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Certificate from M/s PKG & Associates, Company Secretary in Practice in compliance with the requirements of Corporate Governance as stipulated in Regulation 27 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and of the Listing Agreement.

### **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

**AUDITORS REPORT & AUDITORS:****Audit Reports:**

- The Auditors' Report for fiscal 2019 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.
- The Secretarial Auditors' Report for fiscal 2019 does not contain any qualification, reservation or adverse remark. The Secretarial Auditors' Report is enclosed as Annexure B to the Board's report in this Annual Report.
- As required by the Listing Regulations, the Certificate on Corporate Governance is enclosed to the Board's report. The auditors' certificate for fiscal 2019 does not contain any qualification, reservation or adverse remark.

**Statutory Auditor:**

The Members at the 23rd AGM of the Company held on September 28<sup>th</sup> 2017, had re-appointed **M/s Santosh Gupta & Co.**, Chartered Accountants, having FRN 009713N as the Statutory Auditor of the Company to hold office for 2<sup>nd</sup> term of consecutive 04(four) years i.e., from the conclusion of the said Annual General Meeting until the conclusion of 27<sup>th</sup> AGM of the Company, subject to ratification of their appointment by the shareholders every year. The Ministry of Corporate Affairs vide its Notification dated May 7<sup>th</sup> 2018, has dispensed with the requirement of ratification of Auditor's appointment by the shareholders, every year. Hence, the resolution relating to ratification of Auditor's appointment is not included in the Notice of the ensuing Annual General Meeting

**SECRETARIAL AUDITOR**

Pursuant to provisions of section 204 of the Companies Act, 2013 and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed **M/s PKG & Associates**, Company Secretaries to undertake the Secretarial Audit of the Company for the financial year 2018-2019 and 2019-2020. The Secretarial Audit report is annexed herewith as **Annexure-B**.

**Cost Auditor**

The provision of maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 is not applicable to the company as the company is Non-Banking Financing Company.

**DETAILS OF SIGNIFICANT & MATERIAL ORDERS**

No significant and material order has been passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and Company's operations in future, details of which needs to be disclosed in the board's report as Section 134 (3)(q) read with rule 8 of Companies (Accounts) Rules, 2014.

## **CORPORATE SOCIAL RESPONSIBILITY**

The provisions of the Act relating to Corporate Social Responsibility are not applicable. Nevertheless, the Company shall continue its endeavor to fulfill its responsibility towards society.

## **MATERIAL CHANGES AND COMMITMENTS**

The Board of Directors of the Company has appointed Niche Technologies Private Limited as RTA in place of RCMC Share Registry Private Limited on 25<sup>th</sup> January, 2019. Shareholders are requested to send the documents / correspondence relating to the Company's securities and share transfer activity to the new RTA at the following address: Niche Technologies Private Limited, 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata-700017.

There have been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of business, including adherence to the 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 timely preparation of reliable financial disclosures.

## **POLICIES**

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandated the formulation of certain policies for all Listed Companies. All our Corporate Governance policies are available on our website [www.progressivefinlease.in](http://www.progressivefinlease.in). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows:

<b><i>S.N o</i></b>	<b><i>Name of the Policies</i></b>	<b><i>Brief Description</i></b>	<b><i>Web Link</i></b>
1.	Nomination and Remuneration policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive/non-executive) and also the criteria for determining the remuneration of the Directors, KMP and other employees.	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> .
2.	Policy for	This policy applies to disclosures of	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a>

Determining Materiality for Disclosures	material events affecting the Company. This policy is in addition to the Company's corporate policy statement on investor relations, which deals with the dissemination of unpublished price sensitive information. The Company is committed to being open and transparent with all stakeholders.	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> .
3. Code of Conduct for Director and Senior Managerial Persons	All Board of Directors and senior management personnel have affirmed their respective annual compliance with the provisions of the Code of Conduct for the year 2018-19, laid down by the Board to govern the conduct of Directors and senior management of the Company by certain fundamental business principles, ethics, values, policies and procedures within the applicable laws, rules and regulations.	<a href="http://www.progressivefinlease.in/code.html">http://www.progressivefinlease.in/code.html</a> .
4. Policy for Preservation Documents	In terms of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of company has adopted this Policy for Preservation of Documents.	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> .
5. Vigil Mechanism/ Whistle Blower Policy	The Company has adopted the whistleblower mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics.	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> .
6. Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties.	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> .
7. Insider Trading Policy	Pursuant to the SEBI (Prohibition of Insider Trading) Regulations 2015, the Company has adopted a Code for Prevention of Insider Trading. The objective of the code is to restrict an insider from dealing in the shares of the company either directly or indirectly when in possession of unpublished price	<a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> .

sensitive information and also to restrict communication of such information. The code is applicable to directors and designated employees/ persons associated with the company. The code enumerates the procedure to be followed for dealing in the shares of the company and periodic disclosures to be made. It also restricts the insiders from dealing in the company's shares during the period when the 'Trading Window' is announced closed. The company secretary has been designated as the Compliance Officer.

- |                                  |  |   |
|----------------------------------|--|---|
| 8. Anti-Sexual Harassment Policy | <p>The Company has in place a Prevention of Sexual Harassment policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.</p> <p>The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013</p> <p>During the year 2018-2019, no complaints were received by the Company related to sexual harassment</p> | <a href="http://www.progressivefinlease.in/policy.html">http://www.progressivefinlease.in/policy.html</a> |
|----------------------------------|--|---|

### **TERMS AND CONDITION OF INDEPENDENT DIRECTOR**

The terms and conditions of appointment of the Independent Directors are subject to the extant provisions of the applicable laws, including the Companies Act, 2013, Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Articles of Association of the Company. The details of the Terms and Condition of Independent Director are available on the given link; <http://www.progressivefinlease.in/policy.html>.



**CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the Board of Directors has adopted the Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information to be followed by Directors, Employees and other connected persons. The approved code is available on the given link <http://www.progressivefinlease.in/policy.html>.

**INDUSTRIAL RELATIONS**

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

**INVESTOR RELATIONS**

Your Company always endeavors to keep the time of response to shareholders request/grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders Grievances Committee of the Board meets periodically and reviews the status of the Shareholders Grievances.

**RBI NORMS**

The Company has complied with all the necessary applicable prudential norms of RBI being NBFC during the year under review.

**PERSONNEL**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

**STATUTORY INFORMATION REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGES AND OUTGO**

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134 (3) (m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 with any amendments thereto, is given as under:

	<b>Current Year 2018-19</b>	<b>Previous Year 2017-18</b>
Energy Conservation	Nil	Nil
Technology Absorption	Nil	Nil
Foreign Exchange Earnings and Outgoing	Nil	Nil

### **ACKNOWLEDGEMENT**

The Directors sincerely acknowledge the trust and confidence that has been placed by the employees, shareholders and investors in the Company. The Directors are thankful to all the employees and the officers of the Company, for their dedication, support and co-operation

**On behalf of the Board of Directors  
For Progressive Finlease Limited**

**Date: 09.08.2019  
Place: Delhi**

**Sd/-  
Rajeev Jain  
Chairman**

## PKG & Associates Company Secretaries

Office: A-642, III Floor, Shastri Nagar, Delhi- 110052

M.No.- 9810604144

Email Id: [gu.pankaj@gmail.com](mailto:gu.pankaj@gmail.com)

### Annexure “B”

#### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

For the financial year ended on **31<sup>st</sup> March, 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**PROGRESSIVE FINLEASE LIMITED**  
S-2, Ground Floor, Plot No. A-2/3,  
Lusa Tower, Azadpur, New Delhi-110033

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **PROGRESSIVE FINLEASE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **PROGRESSIVE FINLEASE LIMITED'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 explanation given to me 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 31<sup>st</sup> March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records and maintained by **PROGRESSIVE FINLEASE LIMITED** (“the Company”) for the financial year ended on 31<sup>st</sup> March, 2019 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

The Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings - Not Applicable to the extent of Overseas Direct Investment and External Commercial Borrowings;

**(iv)** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and 2015;
- (c) 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;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009-Not Applicable as there was no reportable event;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-Not Applicable as there was no reportable event;
- (f) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 /Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective 28th October 2014) - Not Applicable as there was no reportable event;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable as there was no reportable event; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-Not Applicable as there was no reportable event.

The other laws, as informed and certified by the management of the Company which is specifically applicable to the Company based on their sector/ industry are:

1. The Reserve Bank of India Act, 1934;
2. Prevention of Money Laundering Act, 2002;
3. Income Tax Act, 1961;
4. Equal Remuneration Act, 1976;
5. The Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013;

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

- (i) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and made applicable w.e.f. 1st July, 2015;
- (ii) The Listing Agreements entered into by the Company with Metropolitan Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made applicable w.e.f. 1st December, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**(1) 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 were carried out in compliance with the provisions of the Act.

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

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 recorded.

- (2) **I further report that** as per the explanations given to me 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.
- (3) **I further report that** during the audit period, there were no specific events /actions in pursuance of the above referred laws, rules, regulations, guidelines etc., having major bearings on the Company's affairs.

For **M/s PKG& Associates**  
Company Secretaries

**Date:** 09.08.2019  
**Place:** Delhi

**S/d**  
**Pankaj Gupta**  
Proprietor  
M. No.: F6371  
COP No. 19156

**Note:** This report is to be read with my letter of even date which is annexed as Annexure (i) and forms an integral part of this report.

**PKG & Associates**  
**Company Secretaries**

Office: A-642, III Floor, Shastri Nagar, Delhi-110052

**Mob: 9810604144**

**Email Id: gu.pankaj@gmail.com**

**Annexure (i) to the Secretarial Audit Report**

To  
The Members  
**Progressive Finlease Limited**

My report of even date to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices followed provide a reasonable basis on my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever 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. My examination was limited to the verification of procedures 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.

Company Secretaries

**Date: 09.08.2019**

**Place: Delhi**

For **M/s PKG & Associates**

s/d  
Pankaj Gupta  
Proprietor  
M. No.: F6371  
COP No. 19156

**Annexure "C"****FORM NO. AOC-2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

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

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

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
	Name (s) of the related party & nature of relationship	
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>	<b>Details</b>	<b>Details</b>	<b>Details</b>
1	Name (s) of the related party & nature of relationship	Lusa Builders Private Limited.  Common Directorship	Indo Jatalia Holdings Limited.  Common Directorship	Indo Jatalia Securities Private Limited.  Common Directorship	Jatalia Global Ventures Limited  Common Directorship
2	Nature of contracts/arrangements/transaction	Rent agreement	Sale and purchase of shares	Brokerage Charges	Loan
3	Duration of the contracts/arrangements/transaction	Yearly	Yearly	Yearly	Upto 3 months
4	Salient terms of the contracts or arrangements or transaction including	-	-	-	



	the value, if any				
5	Date of approval by the Board/Members of Audit Committee	29.05.2018	29.05.2018	29.05.2018	29.05.2018
6	Amount paid as advances, if any	No	No	No	No

## **CORPORATE GOVERNANCE REPORT**

Pursuant to Regulation 34 read with Schedule V of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is as follows:

A Good Corporate Governance is a system by which Companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness transparency and integrity of the Management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Companies. The Company has been practicing the principles of Good Corporate Governance over the years.

The mission is to provide sustainable advanced solution and service to our customers, long term partnership with its investors, maximizing value to our stakeholders, clients, suppliers and its employees.

### **I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's Board of Directors' responsibility is to govern the affairs of the Company for achievement of business success and the enhancement of long-term stockholders value with the highest standards of integrity and ethics. The Company's Board also considers the interests of other constituencies including the Company's employees, customers, suppliers and the communities in which it does business. The Company strives to set and achieve high standards of Corporate Governance. "Endeavor to maximization of long-term shareholders wealth" is the edifice on which the Corporate Governance initiative of Progressive is built on. The Company is of the view that transparency in management, best board practices and empowerment of shareholders are essential for maximizing shareholders value.

### **II. BOARD OF DIRECTORS**

The primary functions of Board of Directors include:

- **Strategic and Operational planning**— Reviewing, understanding and approving Progressive long-term strategic plans and annual operating plans and monitoring the implementation and execution of those plans.
- **Financial reporting**— Reviewing, understanding and approving Progressive financial statements and reports and overseeing the establishment and maintenance of controls, process and procedures to promote accuracy, integrity and clarity in financial and other disclosures.
- **Governance, compliance and risk management** — Overseeing the establishment and maintenance of Progressive governance and compliance processes and procedures to promote the conduct of Progressive business with the highest standards of responsibility, ethics and integrity.

The policy of the Company is to have an optimum combination of Executive and Non-Executive Directors, to ensure the independent functioning of the Board.

The Board of Directors met eight times on 29.05.2018, 18.07.2018, 14.08.2018, 14.11.2018 and 08.12.2018, 01.02.2019, 11.02.2019 and 20.03.2019 during the financial year 2018-2019.

Details of the composition of the Board, category of the Directors and their attendance at Board Meetings and last Annual General Meeting (AGM), number of other directorships/ other committee memberships held during the financial year 2018-2019, are given below:

Name of the Director	Category	Number of board meetings attended during the year	Whether attended last AGM	Number of Directorships in other Companies	Number of Committee positions held in other Companies		Share holding (No. of Share)
					Member	Chairman	
<b>Mr. Subhash Jain</b>	Managing Director	8	Yes	2	NIL	NIL	NIL
<b>Mr. Anil Kumar Jain</b>	Director	8	Yes	8	01	NIL	NIL
<b>Mr. Rajeev Jain</b>	Director	8	Yes	2	NIL	NIL	NIL
<b>Mr. Anand Parkash Sharma</b>	Director	8	Yes	NIL	NIL	NIL	NIL
<b>*Mr. Samar Gupta</b>	Independent Director	6	Yes	NIL	NIL	NIL	NIL
<b>*Ms. Uma Goyal</b>	Independent Director	8	Yes	NIL	NIL	NIL	NIL

**Resign Mr. Samar Gupta and Ms. Uma Goyal from the position of Directorship w.e.f 30.01.2019 and 26.03.2019 respectively.**

The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to arrive at appropriate decisions. The information as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") is made available to the Board. The Board also reviews the declarations made by the Managing Director and Chief Financial Officer regarding compliance with all applicable laws, on a quarterly basis.

### **SEPARATE MEETING OF INDEPENDENT DIRECTORS**

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held on June 25th 2018, as required under Schedule IV to the Companies Act, 2013 ("the Act") and the Listing Regulations. All Independent Directors have attended the meeting. Mr. Samar Gupta chaired the Meeting.

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Pursuant to the provisions of Regulation 25 of the SEBI Listing Regulations, the Company has formulated a programme for familiarizing the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various initiatives. The details of the aforementioned programme is available on the Company's website at [www.progressivefinlease.in](http://www.progressivefinlease.in)

**EVALUATION OF BOARD PERFORMANCE AND PERFORMANCE OF ITS COMMITTEES AND OF DIRECTORS**

The criteria of evaluation have been adequately explained in Directors' report.

**COMMITTEES OF THE BOARD**

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities which concern the Company and need a closer review. The Board Committees are set up under the formal approval of the Board, to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Minutes of the meetings of all the Committees are placed before the Board for review. The Board has currently established the following three (3) statutory Committees:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee

**(a) AUDIT COMMITTEE**

As a measure of good Corporate Governance and to provide assistance to the Board of Directors in fulfilling the Board's oversight responsibilities, an independent Audit Committee has been constituted.

The powers, roles and terms of reference of the Audit Committee cover the areas as specified under the Listing Regulations and the Act, 2013 besides other terms as may be referred by the Board. The functions of the Audit Committee include reviewing the Company's financial reporting process, disclosure norms, internal control systems, accounting policies and practices as well as quarterly / half-yearly / yearly financial statements. It approves the appointment of Chief Financial Officer, recommends appointment of Statutory Auditors, fixes audit fees and reviews matters required to be included in the Directors' Responsibility Statements, review of employees' remuneration packages and its financial implications, disclosures of related party transactions (if any), internal control systems, scope for observations of the auditors and adequacy of the internal audit function.

The members of the Audit Committee met four times on 29.05.2018, 14.08.2018, 14.11.2018 and 11.02.2019 during the financial year 2018-2019.

Details of the composition of the Audit Committee and their attendance at Audit Committee meetings are given below:

<b><u>S. No</u></b>	<b><u>Name of the Director</u></b>	<b><u>Designation</u></b>	<b><u>No. of Meetings attended</u></b>
<b>1.</b>	Ms. Uma Goyal	Chairperson-Independent Director	04
<b>2.</b>	Mr. Anand Parkash Sharma	Member-Non Executive Director	04
<b>3.</b>	Mr. Samar Gupta	Member-Independent Director	03

**Note:** Mr. Samar Gupta was member of Audit Committee upto 30.01.2019 and have attended 3 meetings of Committee.

### **STAKEHOLDER RELATIONSHIP COMMITTEE**

The Stakeholders' Relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations, read with Section 178 of the Act.

During the year, 2(Two) Stakeholder Relationship Committee Meetings were held as on 13.04.2018 and 28.03.2019.

The necessary quorum was present in the meeting.

The composition of Stakeholders Relationship Committee meeting and number of Stakeholders Relationship Committee meetings attended by the Members during the year is given below:

<b>Name of the Directors</b>	<b>Category</b>	<b>No. of Meetings attended</b>
<b>Mr. Samar Gupta</b>	Chairman-Independent Director	01
<b>Mr. Anand Parkash Sharma</b>	Member-Non Executive Director	02
<b>Ms. Uma Goyal</b>	Member-Independent Director	02

**Note:** Mr. Samar Gupta was member of Stakeholder Relationship Committee upto 30.01.2019 and have attended 1 meeting of Committee.

### **Terms of Reference**

a) To consider and resolve the grievances of Security holders of the Company.

- b) To approve applications for transfer, transmission, transposition of shares and mutation of share certificates including issue of duplicate certificates, split, sub-division or consolidation of certificates and to deal with all related matters.
- c) To look into and redress the Shareholders / investors grievances relating to:
- i. Transfer of shares;
  - ii. Non-receipt of dividends;
  - iii. Non-receipt of annual reports; and
  - iv. Any other complaint concerning the Shareholders / investors
- d) The Committee will oversee the performance of the Registrars and Share Transfer Agents of the Company.
- e) Such other matters as may be required, from time to time, by any statutory or regulatory authority to be attended by the Committee;
- f) Consider other matters, as from time to time be referred to it by the Board

**Details of No. of Shareholders complaint received, No. of Complaints not solved to the satisfaction of shareholders and No. of pending complaints**

S. No.	Nature of Complaints	Received	Resolved	Pending
1	Non-receipt of Dividend Warrants in respect of Shares	NIL	NIL	NIL
2	Non- receipt of Annual Report	NIL	NIL	NIL
3	Non-receipt of Bonus Shares	NIL	NIL	NIL

**NOMINATION AND REMUNERATION COMMITTEE**

The Nomination and Remuneration Committee is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.

During the year, 3 (Three) Nomination and Remuneration Committee Meetings were held on 28.05.2018 and 17.07.2018 and 19.03.2019

Name of the Director	Designation	No. of Meeting Attended
<b>1. Mr. Samar Gupta</b>	Chairman-Independent Director	02
<b>2. Mr. Anand Parkash Sharma</b>	Member-Non Executive Director	03

<b>3. Ms. Uma Goyal</b>	Member-Independent Director	03
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Note: Mr. Samar Gupta was member of Nomination and Remuneration Committee upto 30.01.2019 and have attended 2 meetings of Committee.

The broad terms of reference of the committee:

1. Evaluate the performance including extension of contract, of executive directors (EDs). The NRC would set the performance measures of EDs and evaluate their performance annually.
2. Recommend the remuneration for the EDs based on evaluation.
3. Evaluate the performance including extension of the employment of senior management (one level below the EDs).
4. Recommend the remuneration of the senior management based on the evaluation.
5. Evaluate the need for EDs and recommend their appointment.
6. Identify all critical positions in the company among the EDs and senior management and review progress of succession plans.
7. Recommend to the Board the policy relating to the remuneration of directors and key management personnel.
8. Lay down criteria for selecting new non-executive directors (NEDs) based on the requirements of the organization.
9. Carry out evaluation of the performance of the NEDs and defining the system for linking remuneration of NEDs to evaluation.
10. Review succession plan for those NED positions that are likely to be vacant during the year.
11. Review and approve the Code of Conduct for the company.
12. Review and approve the disclosures of the committee in the annual report.
13. Devise a policy relating to human resources, including diversity.
14. Review and modify these terms of reference on a need basis.
15. Any other matter as may be assigned by the Board of Directors.

### **Remuneration Policy**

The Remuneration Policy has been adequately explained in Directors' report.

### Details of Remuneration Paid to Directors

The remuneration of Executive Directors is decided by the Board based on the recommendations of the Remuneration Committee as per remuneration policy, within the ceiling fixed by the shareholders.

Name	Category	Annual Salary	Directors' Fees paid
Mr. Subhash Jain	Managing Director	Nil	Nil
Mr. Rajeev Jain	Non-Executive Director	Nil	Nil
Mr. Anil Kumar Jain	Non- Executive Director	Nil	Nil
Mr. Anand Parkash Sharma	Non- Executive Director	Nil	Nil
Mr. Samar Gupta	Independent Non-Executive Director	Nil	Nil
Mr. Uma Goyal	Independent Non-Executive Director	Nil	12000

### Directors Inter-se Relations

There is no inter-se relationship between Directors of the Company.

### General Body Meeting

The details of Annual General Meetings held in the last 3 years are as under:

Particulars	Date and time	Venue
24 <sup>th</sup> AGM	September 28 <sup>th</sup> 2018 at 3.00p.m.	S-2, Ground Floor, Plot No.-A-2/3, Lusa Tower, Azadpur, Delhi-110033
23 <sup>th</sup> AGM	September 28 <sup>th</sup> 2017 at 3.00p.m	S-2, Ground Floor, Plot No.-A-2/3, Lusa Tower,



		Azadpur, Delhi-110033
22nd AGM	July 15 <sup>th</sup> 2016 at 3.00 p.m.	S-2, Ground Floor, Plot No.-A-2/3, Lusa Tower, Azadpur, Delhi-110033

### **Special Resolution(s)**

i. Two Special Resolutions were passed by the shareholders at the 24<sup>th</sup> Annual General Meeting held on September 28, 2018 of the Company. 1) Increase in Borrowing Limit of the Company 2) Re-Appointment of Mr. Samar Gupta As Independent Director of company.

ii. Four Special Resolutions were passed by the shareholders at the 23<sup>rd</sup> Annual General Meeting held on September 28, 2017 of the Company. 1) Increase in Borrowing Limit of the Company 2) Giving of Loans, Guarantee, Security And Investment 3) Adoption of New Set of Memorandum of Association 4) Adoption of New Set of Articles of Association

iii. Two Special Resolutions were passed by the shareholders at the 22<sup>nd</sup> Annual General Meeting held on July 15, 2016 of the Company. 1) Increase in Borrowing Limit of the Company 2) Issue and Allotment of equity shares on preferential basis.

### **Means of Communication:**

The Unaudited/Audited Financial Results and other relevant notices regarding Book Closure and date of AGM have been published in a Hindi National Newspaper and an English Newspaper. The results were sent to the Stock Exchange on quarterly basis. Details of publication of Financial Results are given below:

PERIOD	NAME OF NEWSPAPER
<b>Audited Financial Results for the year ended 31.03.2019</b>	The Financial Express (English) Jansatta (Hindi)
<b>Unaudited Financial Results for the Quarter ended on 31.12.2018</b>	The Financial Express (English) Jansatta (Hindi)
<b>Unaudited Financial Results for the Quarter ended on 30.09.2018</b>	The Financial Express (English) Jansatta (Hindi)
<b>Unaudited Financial Results for the Quarter ended on 30.06.2018</b>	The Money Maker (English) Danik Mahalaxmi Bhagayodaya (Hindi)

The Results are displayed on Companies website “www.progressivefinlease.in”. The Company’s official news and other important investor related information are periodically displayed and updated on the company’s website. Also, the website of the Company contains a separate dedicated section ‘Investor Desk’ where shareholders’ information is available. The Company’s Annual Report is also available in a user-friendly and downloadable form. A Management Discussion and Analysis Report is a part of the Company’s Annual Report.

## **GENERAL SHAREHOLDERS INFORMATION**

### **1. Annual General Meeting**

<b>Day</b> :	Thursday
<b>Date</b> :	September 26, 2019
<b>Time</b> :	01:00 P.M.
<b>Venue</b> :	Hotel Western King, Plot No. 19, Meera Enclave, Keshopur, Delhi-110018

### **2. Financial Year**

1<sup>st</sup> day of April to 31<sup>st</sup> day of March for each year

### **3. Date of Book Closure:**

Thursday, 19th September, 2019 to Thursday, 26th September, 2019 (both days inclusive)

### **4. Dividend**

In view of the fund needed for Business opportunities, your Directors do not recommend any Dividend for the Financial Year ended on 31<sup>st</sup> March, 2019.

### **5. Listing on Stock Exchange**

Metropolitan Stock Exchange of India Limited

Annual listing fee for the year 2018-19, has been paid by the Company to MSEI.

Annual custodian charges of Depository have also been paid to NSDL and CDSL.

### **6. Stock Code**

Scrip Code/ Symbol: BE (MSE)  
ISIN: INE911R01014  
CIN: L65910DL1995PLC064310

### **7. Registrar & Share Transfer Agent**

M/s. Niche Technologies Pvt. Ltd.;  
3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata – 700017  
Phones: 033-22806616  
Fax: 033-2280 6619  
Email: nichetechpl@nichetechpl.com  
Website: www.nichetechpl.com

### **8. Dematerialization of Shares**

7422900 Equity Shares of the Company are dematerialized. 506000 Shares with NSDL and remaining 6916900 Shares with CDSL. The ISIN with NSDL and CDSL is INE911R01014.

**9. Outstanding Warrants GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity** The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments.

**10. Plant Location** Not Applicable

**11. Address for Correspondence** Same as Registered Office

### **Shareholding as on March 31, 2019**

Categories of equity shareholders as on March 31, 2019

Category	No. of shareholder	No. of Shares (Face value of Rs. 10/- each)	No. of shares in demat form	% of shareholding
<b>Promoter &amp; Promoter Group</b>				
--Individual	1	25000	25000	0.28
--Body Corporate	2	1328500	1328500	14.85
<b>NRI/OCBs/Clearing Members/Trust/HUF</b>	0	0	0	0
<b>Bank/Financial Institutions</b>	0	0	0	0
<b>Indian Public</b>	217	7593500	6069400	84.87
<b>Total</b>	<b>220</b>	<b>8947000</b>	<b>7422900</b>	<b>100.00</b>

Distribution of equity shareholding as on March 31, 2019:

Shareholding of Nominal Value of Rs.	No. of Shareholders	% to Total	No. of Shares	Amount in Rs.	% to Total
<b>UP to 5000</b>	91	41.37	45500	455000	0.50
<b>5001 to 10000</b>	100	45.45	70500	705000	0.79
<b>10001 to 20000</b>	03	01.36	6000	60000	0.06
<b>20001 to 30000</b>	00	00.00	00	00	00.00
<b>30001 to 40000</b>	00	00.00	00	00	00.00
<b>40001 to 50000</b>	04	01.82	20000	200000	0.22
<b>50001 to 100000</b>	00	00.00	00	00	00.00
<b>100001 &amp; ABOVE</b>	22	10.00	8805000	88050000	98.43
<b>Total</b>	<b>220</b>	<b>100.00</b>	<b>8947000</b>	<b>89470000</b>	<b>100</b>

**Special Resolution passed through Postal Ballot**

During the year under review, no special resolution has been passed through the exercise of postal ballot.

No Special resolution requiring postal ballot is being proposed at the ensuing Annual General Meeting of the Company.

**OTHER DISCLOSURES****i. Compliance with Regulations**

Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.

There has been no instance of non-compliance by the Company on any matter related to capital markets during last three years, and hence, no penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

**ii. Vigil Mechanism (Whistle Blower) Policy.**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism of reporting illegal or unethical behavior. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the workgroups. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice. No personnel have been denied access to the Audit Committee.

**iii. Adoption of Mandatory and Non- Mandatory Requirements of SEBI Listing Regulations**

The Company has complied with all the mandatory requirements of the provisions of SEBI Listing Regulations. Further, the Company had not adopted any non-mandatory requirements as mentioned in the SEBI Listing Regulations.

**iv. Subsidiary Companies**

During the year under review, the Company does not have any subsidiary company.

**v. Other Information:****(I) Shareholder Rights:**

The quarterly and half yearly results are not being sent to the personal address of shareholders as the quarterly performance and financial results of the Company are published in the Newspaper having wide circulation in India. The quarterly/ half-yearly/

annual financial results are also posted on the website of the Company [www.progressivefinlease.in](http://www.progressivefinlease.in).

### **CODE OF CONDUCT**

As a part of Company's constant endeavor to set a high standard of conduct for its employees, it has formulated "The Code of Conduct for Board Members and Senior Management Personnel" in compliance with the provisions of Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements). The Code lays down guidelines and advises the Board and the Senior Management Personnel on procedures to be followed, disclosures to be made and to follow ethics as per the rules of the Company. The purpose of this Code is to ensure an ethical and transparent process in managing the affairs of the Company and promote ethical conduct. The Code has been circulated to all the members of the Board and Senior Management Personnel and the compliance of the same is affirmed by them annually.

The code of Conduct is also available on the given link <http://www.progressivefinlease.in/code.html>.

### **DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

I, Rajeev Jain, Chairperson of Progressive Finlease Limited hereby declare that all the Board Members and Senior Managerial Personnel have affirmed for the year ended on March 31, 2019 compliance with the Code of Conduct of the Company laid down for them.

For **Progressive Finlease limited**

**Date: 09.08.2019**

**Place: Delhi**

**s/d  
Rajeev Jain  
Director  
DIN: 03438127**

**MD/CFO CERTIFICATION**

**(Pursuant to Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)**

**The Board of Directors  
Progressive Finlease Limited**

**Dear Members of the Board**

We, Subhash Jain, Managing Director and Amit Munjal, Chief Financial Officer of Progressive Finlease Limited to the best of our knowledge and belief in terms of Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, certify that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
  - (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that:
  - (1) There has not been any significant change in internal control over financial reporting during the year;
  - (2) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statement: and
  - (3) We are not aware of any instance during the year of significant fraud with involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

**On behalf of the Board  
For Progressive Finlease Limited**

**Place:** Delhi  
**Date:** 09.08.2019

Sd/-  
**Director  
Rajeev Jain**

Sd/-  
**Chief Financial Officer  
Amit Munjal**

**CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE  
GOVERNANCE**

**To The Members of PROGRESSIVE FINLEASE LIMITED**

I have examined the compliance conditions of Corporate Governance by Progressive Finlease Limited for the Financial year ended March 31, 2019 as stipulated in Chapter IV of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. My Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date: 09.08.2019**  
**Place: Delhi**

**For M/s PKG & Associates**  
**Company Secretaries**

Sd/-  
**Pankaj Gupta**  
**Proprietor**  
**Mem. No.: 6371**  
**COP: 19156**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **1. Overview**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Accounting Standards issued by the Institute of Chartered Accountants of India. The management accepts responsibility for the integrity and objectivity of these financial statements. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner the form and substance of transaction, and reasonably present the Company's state-of-affairs and profits of the year.

### **Industry Structure and Developments**

The Economy of India is growing at a reasonable pace. Each and every sector of the Industry is growing including Infrastructure and Financial Sector. The Company has adopted the financial Sector as its full fledged activity. Being in Financial Sector, it also has the immense opportunities with the growing Economy. The Company is expected to grow at good pace.

### **Opportunities**

The financial Sector is undergoing several changes. There are number of options waiting for NBFCs to change the tracks and explore new areas. They have to extend their product portfolio to include asset management companies, housing finance firms and to venture into newly opened insurance sector for private participation. In the medium term most NBFCs are looking at developing their niche areas and concentrating on fee based income as well as in addition to income from fund based activities.

In the market of retail finance and financial loans, in order to beat the competition, NBFCs have to increase the quality of their service which is described as the convenience offered to the customer in terms of speed, accuracy and product features. Investors in future will also be looking for certain qualitative details like reputation of the management and the financial track record of the NBFCs before they invest their monies. NBFCs stands a good chance to succeed as they have an advantage of being lower in operating cost as compared with other financial intermediaries because of their small size, efficient operation and fast decision making.

### **Threats**

The key challenge for the sector would be adapting to the changing regulatory regime, which is expected to become more stringent. Competition in this sector is likely to intensify and NBFCs will need to diversify their resource profiles, maintain competitive borrowing costs, and ensure availability of skilled human resources to maintain growth. Though the evolutionary process of the NBFCs has made them nimble and agile, their main handicap is the small size of their balance sheet, resources and their distribution reach, which is region specific. The limited cushion available to them in times of difficulties poses a great threat to their very survival and restricts their opportunities to grow. The biggest challenge in front of NBFCs therefore is to increase their size. The newer layers are likely to bring in tremendous financial muscle. Given such a situation, NBFCs must realize the plain fact that a certain amount of market share and size or a "Critical mass" is vital for sheer survival.



**Internal Control Systems and their adequacy**

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported.

**Outlook, risks and concerns**

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. Our Outlook, risks and Concerns inter-alia as follows:

1. Our revenues and expenses are difficult to predict and can vary significantly from period to period.
2. Our success depends in large part upon our management team and key personnel, and our ability to attract and retain them.

**Human Resources**

It is your Company belief that people are at the heart of Corporate purpose and constitute the primary source of sustainable competitive advantage. Particularly in the Securities Market, your Company gives significant importance to its human capital and is dedicated for continuous enhancement of their skills and knowledge by way of training and supervision. Your Company's belief in trust, transparency and teamwork improved employee productivity at all levels.

**Disclosures**

During the year the Company has not entered into any transaction of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

All details of transaction covered under related party transaction are given in the notes to account.

**Cautionary Statement**

Statement in this Management Discussion and Analysis describing the Company's objective, projects, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results may vary significantly from the forward looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations.

These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

**2. Disclosure of Accounting Treatment**

There has not been any change in accounting policies of the Company during the year while preparing the annual financial statements for the year ended on March 31, 2019.

On behalf of the Board  
For **Progressive Finlease Limited**

**Sd/-**

**Place: Delhi**  
**Date: 09.08.2019**

**Rajeev Jain**  
**Director**  
**DIN: 03438127**

***Santosh Gupta & Co.***  
Chartered Accountants

SCF-30P, Sector-16A, Part-I, Market,  
Faridabad - 121 002 ( Haryana )  
Ph.: (Off.) 0129-4079111, 2226310  
: (Res.) 0129-2280530

### **INDEPENDENT AUDITOR'S REPORT**

The Members of  
**Progressive Finlease Limited**  
**CIN- L65910DL1995PLC064310**  
**Financial Year-2018-19**

#### **Report on the standalone Financial Statements**

##### **Opinion**

We have audited the accompanying standalone financial statements of **Progressive Finlease Limited, CIN- L65910DL1995PLC064310** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 2019, the statement of profit & loss, the cash flow statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

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

##### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of company in accordance with Code of Ethics issued by the Institute of Chartered Accountants of India together with ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder and we have fulfilled our ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

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

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

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

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

### **Auditors' Responsibility**

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also

responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'B' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, We report that:
  - a) We have sought and obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the those books.

- c) The Balance sheet, the statement of Profit & Loss, and Cash Flow Statements dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specifies under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The details about the pending litigation against the company and its financial impact have been stated in their Notes to accounts 2.27 and 2.31 of standalone financial statement.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For Santosh Gupta & CO.**  
**CHARTERED ACCOUNTANTS**

**Sd/-**

**PARTNER : Manoj Kumar Nijhawan**  
**M. NO. : 512659**  
**FRN : 009713N**  
**PLACE : Faridabad**  
**DATE : 30.05.2019**

**Annexure A to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the members of Progressive Finlease Limited of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Progressive Finlease Limited ('the Company') as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

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

**Auditor's Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk.

The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

## Meaning of Internal Financial Controls over Financial Reporting

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

## Limitations of Internal Financial Controls over Financial Reporting

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

## Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Santosh Gupta & CO.**  
**CHARTERED ACCOUNTANTS**

Sd/-

**PARTNER : Manoj Kumar Nijhawan**  
**M. NO. : 512659**  
**FRN : 009713N**  
**PLACE : Faridabad**  
**DATE : 30.05.2019**



**Annexure 'B' to the Independent Auditors' Report**

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**ANNEXURE REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF PROGRESSIVE FINLEASE LIMITED FOR THE PERIOD ENDED ON 31<sup>st</sup> MARCH 2019.**

- i. a) The company has maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed Assets.
- b) The fixed assets were physically verified by the management at reasonable intervals. As explained to us, no material discrepancies have been noticed on such verification by the management.
- c) The Company has no immovable property in its records. Hence, order 3 (i)(c) is not applicable on the company.
- ii. As explained to us Company is Non banking finance Company, Inventories comprises of equity shares and company has maintained proper records.
- iii. According to the information and explanation given to us, the company has not granted unsecured loans to the parties covered in the register maintained under section 189 of the Companies Act, 2013, hence this clause is not applicable.
- iv. In respect of loans, investment, guarantees, and security provisions of Section 185 & 186 of the companies Act, 2013 have been complied with.
- v. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public.
- vi. As Company is a non banking finance company, therefore requirements of maintaining of cost records under Section 148 (1) of the Companies Act, 2013 does not arise.
- vii. a) According to the records of the company, the company is regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, sales tax, customs duty, excise duty, service tax ,value added tax, cess and any other statutory dues with appropriate authorities and no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31<sup>st</sup> March, 2019 applicable to it.
- b) According to the information and explanations given to us there are no dues of income-tax or sales-tax or service tax or duty of customs or excise or value added tax with the appropriate authorities on account of any dispute.
- viii. As per information and explanations provided to us, the company has not defaulted in repayment of loans or borrowing to a financial institution, bank, government.
- ix. As per information and explanations provided to us, no moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised.

- x. According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. As per information and explanations provided to us, managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the companies Act. in the books.
- xii. As per information and explanations provided to us, the Company is not a Nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable.
- xiii. According to the information and explanation given to us and records of the company examined by us, all the transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details for the same as required by the applicable accounting standards are disclosed in the financial statements
- xiv. According to the information and explanation given to us and records of the company examined by us, the Company has not made any preferential allotment of shares during the year.
- xv. As per information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The company is required to be registered under section 45-IA of the reserve bank of India act, 1934 and it has obtained the registration.

For **Santosh Gupta & CO.**  
**CHARTERED ACCOUNTANTS**

Sd/-

**PARTNER** : Manoj Kumar Nijhawan  
**M. NO.** : 512659  
**FRN** : 009713N  
**PLACE** : Faridabad  
**DATE** : 30.05.2019

**AS REQUIRED BY THE NON-BANKING FINANCIAL COMPANIES AUDITOR'S REPORT (RESERVE BANK), DIRECTIONS, 2016, ISSUED BY RESERVE BANK OF INDIA [RBI] VIDE MASTER DIRECTION DNBS. PPD.03/66. 15.001/2016-17 AS AMENDED FROM TIME TO TIME, BASED ON OUR AUDIT, WE GIVE HEREUNDER A STATEMENT ON THE MATTERS SPECIFIED IN PARAGRAPHS 3 & 4 OF THE SAID DIRECTIONS:**

a) In the case of all NBFC'S

- I. The company is engaged in the business of non-banking financial company and is registered under section 45-IA of the Reserve Bank of India, 1934 and certificates of registration as NBFC has been issued on 17<sup>th</sup> October, 2001.
- II. The Company is entitled to continue to hold Certificate of Registration in terms of its asset/ income pattern as on 31<sup>st</sup> March, 2018.
- III. Net Owned Fund of the Company is in the limit prescribed by Reserve Bank of India in its related Master Directions.

b) As company is not accepting/holding public deposits, hence this clause 'B' of paragraph 3 of the NBFC Auditor's Report (Reserve Bank) Directions, 2016 not applicable to this company.

c) In case of NBFC'S not accepting public deposits

- i. The board of directors has passed a resolution for the non-acceptance of any public deposits.
  - ii. The Company has not accepted any public deposits during relevant year.
  - iii. The Company has complied with the prudential norms relating to income recognition accounting standards, assets classification and provision for bad & doubtful debts as applicable to it.
  - iv. Clause C (iv) of paragraph 3 of NBFC Auditor's Report (Reserve Bank) Direction, 2016 is not applicable to this company.
  - v. Clause C (v) of paragraph 3 of NBFC Auditor's Report (Reserve Bank) Direction, 2016 is not applicable to this company.
- d) Clause 'D' of the paragraph 3 of NBFC Auditor's Report (Reserve Bank) Direction, 2016 not applicable to this company.

**For Santosh Gupta & CO.  
CHARTERED ACCOUNTANTS**

**Sd/-**

**PARTNER : Manoj Kumar Nijhawan**  
**M. NO. : 512659**  
**FRN : 009713N**  
**PLACE : Faridabad**  
**DATE : 30.05.2019**

<b>PROGRESSIVE FINLEASE LIMITED</b> <b>CIN No.L65910DL1995PLC064310</b> <b>S-2, Ground Floor, Lusa Tower, Azadpur, Delhi - 110033</b>			
<b>Balance Sheet as at 31st March 2019</b>			
<b>Particulars</b>	<b>Note No</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2.1	89,470,000	89,470,000
(b) Reserves and Surplus	2.2	9,948,844	5,782,865
<b>(2) Non-Current Liabilities</b>			
(a) Long term Borrowings	2.3	-	209,470
(b) Long term Provisions	2.4	318,038	271,030
<b>(3) Current Liabilities</b>			
(a) Short-term Borrowings	2.5	116,881,365	201,800,367
(a) Trade Payables	2.6	3,642,541	18,293,728
(b) Short-term provisions	2.7	1,329,936	1,387,648
(c) Other Current Liabilities	2.8	753,012	951,773
<b>Total</b>		<b>222,343,738</b>	<b>318,166,881</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	2.9		
(i) Tangible assets		364,001	524,024
(b) Deferred tax assets (Net)	2.10	2,266	(13,241)
<b>(2) Current assets</b>			
(a) Inventories	2.11	37,074,647	151,798,687
(b) Trade Receivable	2.12	55,287,541	55,116,938
(c) Cash and cash equivalents	2.13	622,810	716,308
(d) Short-term loans and advances	2.14	127,215,349	108,412,076
(e) Other Current Assets	2.15	1,777,124	1,612,089
<b>Total</b>		<b>222,343,738</b>	<b>318,166,881</b>
Significant Accounting Policies and Notes to Accounts	1 & 2		
As per our report of even date attached			
<b>For Santosh Gupta &amp; Co</b>		<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>		<b>Progressive Finlease Limited</b>	
<b>Firm's Regn No. 009713N</b>			
<b>Sd/-</b>		<b>Sd/-</b>	<b>Sd/-</b>
<b>Manoj Kumar Nijhawan</b>		<b>Anil Kumar Jain</b>	<b>Rajeev Jain</b>
<b>Partner</b>		<b>Director</b>	<b>Director</b>
<b>Membership No.512659</b>		<b>DIN No. 00014601</b>	<b>DIN No. 03438127</b>
		<b>Sd/-</b>	<b>Sd/-</b>
		<b>Amit Munjal</b>	<b>Rashika Chhatwal</b>
<b>Place: Faridabad</b>		<b>Chief Financial Officer</b>	<b>Company Secretary</b>
<b>Date: 30.05.2019</b>		<b>PAN:. AMDPM0197R</b>	<b>Mem. No. A57683</b>

<b>PROGRESSIVE FINLEASE LIMITED</b> <b>CIN No.L65910DL1995PLC064310</b> <b>S-2, Ground Floor, Lusa Tower, Azadpur, Delhi - 110033</b>			
Statement of Profit and Loss statement for the period ended 31st March 2019			
Particulars	Note No	31.03.2019	31.03.2018
I. Revenue from operations	2.16	1,078,851,330	641,277,347
II. Other Income	2.17	461,431	40,483,672
<b>III. Total Revenue (I +II) ( I + II )</b>		<b>1,079,312,761</b>	<b>681,761,019</b>
<b>IV. Expenses:</b>			
Purchase of Stock in Trade		947,168,810	643,666,923
Change in Inventories	2.18	114,724,040	17,174,194
Employee Benefit Expenses	2.19	1,733,295	1,518,680
Financial costs	2.20	9,306,049	13,161,036
Provisions & Contingencies	2.21	47,008	(60,986)
Depreciation and amortization expense	2.9	160,023	297,225
Other expenses	2.22	934,499	605,125
<b>IV. Total Expenses</b>		<b>1,074,073,724</b>	<b>676,362,197</b>
V. Profit/(Loss) before tax	(III - IV)	<b>5,239,037</b>	<b>5,398,821</b>
VI. Tax expense:			
(1) Current tax		1,320,385	1,377,676
(2) Deferred tax	2.23	(15,508)	34,932
(3) Previous year Tax		(231,820)	22,551
<b>VII. Profit/(Loss) for the period</b>	(V-VI)	<b>4,165,979</b>	<b>3,963,663</b>
<b>VIII. Earning per equity share:</b>	2.24		
(1) Basic		0.47	0.44
(2) Diluted		0.47	0.44
Significant Accounting Policies and Notes to Accounts	1 & 2		
As per our report of even date attached			
<b>For Santosh Gupta &amp; Co</b>		<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>		<b>Progressive Finlease Limited</b>	
<b>Firm's Regn No. 009713N</b>			
<b>Sd/-</b>		<b>Sd/-</b>	<b>Sd/-</b>
<b>Manoj Kumar Nijhawan</b>		<b>Anil Kumar Jain</b>	<b>Rajeev Jain</b>
<b>Partner</b>		<b>Director</b>	<b>Director</b>
<b>Membership No.512659</b>		<b>DIN No. 00014601</b>	<b>DIN No. 03438127</b>
		<b>Sd/-</b>	<b>Sd/-</b>
<b>Place: Faridabad</b>		<b>Amit Munjal</b>	<b>Rashika Chhatwal</b>
<b>Date: 30.05.2019</b>		<b>Chief Financial Officer</b>	<b>Company Secretary</b>
		<b>PAN:. AMDPM0197R</b>	<b>Mem. No. A57683</b>

<b>PROGRESSIVE FINLEASE LIMITED</b> <b>CIN No.L65910DL1995PLC064310</b> <b>S-2, Ground Floor, Lusa Tower, Azadpur, Delhi - 110033</b> <b>Cash Flow Statement for the year ended March 31, 2019</b> <span style="float: right;">(Rs. In '000')</span>			
Particulars	31.03.2019	31.03.2018	
<b><u>A. CASH FLOW FROM OPERATING ACTIVITIES</u></b>			
Net Profit/ (Loss) before tax & Extraordinary items	5,239		5,399
Adjustments for:			
Profit on sale of Investment		(1,000)	
Provisions & Contingencies	47	(61)	
Depreciation	160	297	(764)
Operating profit/ (loss) before working capital changes.	5,446		4,635
<b><u>Adjustments for Current Assets &amp; Liabilities:</u></b>			
(Increase) Decrease in Short Term Loan & Advance	(18,803)	24,394	
(Increase) Decrease in Closing Stock	114,724	17,174	
(Increase) Decrease in trade Receivable	(171)	(54,052)	
(Increase)Decrease in Other Current Assets	(165)	(1,065)	
Increase (Decrease) in other current liabilities	(199)	104	
Increase (Decrease) in trade Payables	(14,651)	(23,861)	
Increase (Decrease) in Short Term Provisions	(0)	(7)	
Increase (Decrease) in Short Term Borrowings	(84,919)	28,990	
Cash generated from operations.	(4,184) 1,262		(8,324) (3,689)
Less: Direct Taxes Paid	(1,146)		(440)
Less: Prior Period Expenses Paid during the year			
Cash Flow before extraordinary items.	116		(4,128)
-- Extraordinary Items.			
Net cash from operating activities.	116		(4,128)
<b><u>B. CASH FROM INVESTING ACTIVITIES</u></b>			
Sale Of Investment	-	4,500	
Purchase of Fixed Assets	-	-	4,500
Net Cash From Investing activities	-		4,500
<b><u>C. CASH FLOW FROM FINANCING ACTIVITIES</u></b>			
Loan Taken	(209)	(213)	
Share Capital Issued	(209)	-	(213)
Net Cash from Financing Activity	(209)		(213)
Net increase/ (Decrease) in cash & cash equivalents	(94)		159
Opening Cash and Cash Equivalents	716		557
Closing Cash and Cash Equivalents	623		716
<b><u>Cash &amp; cash equivalents includes</u></b>			
Cash in hand			
With Scheduled Bank			
In Current Accounts	623		716
In Fixed Deposit Account			
	623		716
Cash flow statement has been prepared under the Indirect Method as set out in AS-3 " Cash Flow Statement".			
As per our report of even date attached			
<b>For Santosh Gupta &amp; Co</b>		<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>		<b>Progressive Finlease Limited</b>	
<b>Firm's Regn No. 009713N</b>			
<b>Sd/-</b>		<b>Sd/-</b>	<b>Sd/-</b>
<b>Manoj Kumar Nijhawan</b>		<b>Anil Kumar Jain</b>	<b>Rajeev Jain</b>
<b>Partner</b>		<b>Director</b>	<b>Director</b>
<b>Membership No.512659</b>		<b>DIN No. 00014601</b>	<b>DIN No. 03438127</b>
		<b>Sd/-</b>	<b>Sd/-</b>
		<b>Amit Munjal</b>	<b>Rashika Chhatwal</b>
<b>Place: Faridabad</b>		<b>Chief Financial Officer</b>	<b>Company Secretary</b>
<b>Date: 30.05.2019</b>		<b>PAN:. AMDPM0197R</b>	<b>Mem. No. A57683</b>

<b>2.1</b>	<b>Share Capital</b>				
	<b>Share Capital</b>	<b>31.03.2019</b>	<b>31.03.2018</b>		
		<b>Rs.</b>	<b>Rs.</b>		
	Authorised				
	10000000 Equity Shares of Rs. 10 each	100,000,000	100,000,000		
		<b>100,000,000</b>	<b>100,000,000</b>		
	Issued				
	8947000 Equity Shares of Rs. 10 each	89,470,000	89,470,000		
		<b>89,470,000</b>	<b>89,470,000</b>		
	Subscribed & Fully Paid Up				
	8947000 Equity Shares of Rs. 10 each	89,470,000	89,470,000		
		<b>89,470,000</b>	<b>89,470,000</b>		
<b>2.1.1</b>	<b>Change in Share Capital during the year</b>				
	<b>Particulars</b>	<b>31.03.2019</b>		<b>31.03.2018</b>	
		No. of Shares	Rs.	No. of Shares	Rs.
	Shares outstanding at the begning of the year	8,947,000	89,470,000	8,947,000	89,470,000
	Shares issued during the year	-	-	-	-
	Shares bought back during the year				
	Any other Movement(please specify)				
	<b>Shares outstanding at the end of the year</b>	<b>8,947,000</b>	<b>89,470,000</b>	<b>8,947,000</b>	<b>89,470,000</b>
	1.) The Company has only one class of shares i.e. equity shares capital				

<b>2.1.2</b>	<b>Share holding more than 5%</b>				
	<b>Name of Shareholder</b>	<b>Equity Shares</b>			
		<b>31.03.2019</b>		<b>31.03.2018</b>	
		<b>No. of shares held</b>	<b>% of Holding</b>	<b>No. of shares held</b>	<b>% of Holding</b>
	Airson Mercantile Private Limited	1,000,000	11.18	1,000,000	11.18
	Raghupati Goods Private Limited	1,000,000	11.18	1,000,000	11.18
	Easy Growth Securities and Credits P. Ltd.	881,500	9.85	881,500	9.85
	Purshottam Investofin Limited	750,000	8.38	750,000	8.38
	Anil Jain-HUF	540,000	6.04	540,000	6.04
	Amrit Agrawal	500,000	5.59	500,000	5.59
	Ecllipes Commercial Private Limited	500,000	5.59	-	-
	Grimus Exports Private Limited	500,000	5.59	500,000	5.59
	R. N Finance Ltd.	500,000	5.59	500,000	5.59
	Yogya Enterprises Limited	-	-	500,000	5.59

<b>2.2</b>	<b>Reserve &amp; Surplus</b>		
	<b>Surplus (Deficit)</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Opening Balance	4,537,236	1,366,306
	Profit after tax for the year	4,165,979	3,963,663
	<b>Less:</b> Amount transfer to Special Reserve u/s 45-IC of the RBI Act, 1934	833,196	792,733
	<b>Closing Balance</b>	<b>7,870,020</b>	<b>4,537,236</b>
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Special Reserve u/s 45-IC of the RBI Act, 1934</b>		
	Opening Balance	1,245,629	452,896
	Add: Transfer from Profit & Loss A/c	833,196	792,733
	<b>Closing Balance</b>	<b>2,078,824</b>	<b>1,245,629</b>
	<b>Total</b>	<b>9,948,844</b>	<b>5,782,865</b>

<b>2.3</b>	<b>Long Term Borrowings</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Secured loan from Banks</b>		
	ICICI Car Loan	209,470	422,048
	Less: Current Maturities of Long Term *Debt	209,470	212,578
	<b>Total</b>	<b>-</b>	<b>209,470</b>

\*Vehicle loan from ICICI bank is secured by hypothecation of specific vehicle financed thereunder having 36 installements. Installments payable after 12 month from reporting date are classified and shown as other current liabilities.

<b>2.4</b>	<b>Long term provisions</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Contingent Provision Against Standard Assets**	318,038	271,030
	<b>Total</b>	<b>318,038</b>	<b>271,030</b>

\*\*A Contingent Provision against standard Assets has been created at 0.25% of the outstanding standards assets in terms of RBI circular Ref. no. DNBR(PD) CC No.002/03.10.001/2014-15 dated November 10,2014

<b>2.5</b>	<b>Short Term Borrowing</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Secured Loans ***</b>		
	From Corporates	46,631,365	74,569,276
	<b>Unsecured Loans</b>		
	From Corporates	63,750,000	127,231,091
	From Directors	6,500,000	-
	<b>Total</b>	<b>116,881,365</b>	<b>201,800,367</b>

\*\*\* 1.Secured Loans are comprises from Globe Fincap, Reliance financial limited, HDB Financial services Limited

2.These Loans are secured against shares.



<b>2.6</b>	<b>Trade Payables</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	-Total outstanding dues of micro enterprises and small enterprises	-	-
	-Total outstanding dues of creditors other than micro enterprises and small enterprises	3,642,541	18,293,728
	<b>Total</b>	<b>3,642,541</b>	<b>18,293,728</b>

<b>2.7</b>	<b>Short term provisions</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>(b) Others (Specify Natures)</b>		
	Provision for Taxation	1,320,385	1,377,676
	Leave Encashment Payable	9,551	9,972
	<b>Total</b>	<b>1,329,936</b>	<b>1,387,648</b>

<b>2.8</b>	<b>Other Current Liabilities</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Secured Loan</b>		
	Current Maturities of Long Term Debt(From Bank)	209,470	212,578
	<b>Others</b>		
	Salary Payable	135,073	105,941
	TDS Payable	279,872	580,899
	Audit Fees Payable	23,600	11,500
	Others	104,996	40,855
	<b>Total</b>	<b>753,012</b>	<b>951,773</b>

<b>2.9</b>	<b>Fixed Assets: Tangible Assets</b>								
	<b>GROSS BLOCK</b>			<b>DEPRECIATION</b>				<b>NET BLOCK</b>	
	<b>DESCRIPTION</b>	<b>AS AT 01-Apr-18</b>	<b>ADDITIONS / (DEDUCTION)</b>	<b>AS AT 31-Mar-19</b>	<b>USEFUL LIFE</b>	<b>UPTO 01-Apr-18</b>	<b>FOR THE YEAR</b>	<b>UPTO 31-Mar-19</b>	<b>AS AT 31-Mar-19</b>
									<b>AS AT 31-Mar-18</b>
	CAR	851,110	-	851,110	8	327,086	160,023	487,109	364,001
	<b>Total</b>	<b>851,110</b>	<b>-</b>	<b>851,110</b>		<b>327,086</b>	<b>160,023</b>	<b>487,109</b>	<b>364,001</b>
	<b>Detail of Addition</b>	<b>31-03-18</b>							
	<b>mm/dd/yyyy</b>								
	<b>Date of Purchase</b>	<b>W.D.V As on 01/04/2018</b>	<b>Item/invoice no</b>	<b>Actual Cost</b>	<b>Expired Life(In years)</b>	<b>Rate of dep.</b>	<b>Depreciation</b>	<b>Scrap Value</b>	<b>Remaining life</b>
	<b>Computer</b>								
	19-02-17	524,024	CAR	851,110	1.11	0.31	160,023	42,555.50	6.890410959
			<b>Total</b>	<b>851,110</b>		<b>0.35</b>	<b>160,023</b>		

<b>2.10</b>	<b>Deferred Tax Liability / (Assets)</b>		
	Deferred Tax Liability has been created pursuant to AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. The Net Deferred Tax Assets/ Liability arising during the year have been taken to the current year's Profit & Loss Account. The Net Deferred Tax Liability for the year is as under:		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Timing Difference</b>		
	Op balance	13,241	(21,691)
	Add: During the year	(15,508)	34,932
	<b>Net Deferred Tax Liability (Assets)</b>	<b>(2,266)</b>	<b>13,241</b>

<b>2.11</b>	<b>Inventories</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Traded goods</b>		
	Equity Shares (Quoted)	37,074,647	151,798,687
	<b>Total</b>	<b>37,074,647</b>	<b>151,798,687</b>

<b>2.12</b>	<b>Trade Receivable</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Debts outstanding for a period exceeding six months</b>		
	<b>Unsecured</b>		
	Considered good	-	-
		-	-
	<b>Other Debts</b>		
	Considered good	55,287,541	55,116,938
		55,287,541	55,116,938
	<b>Total</b>	<b>55,287,541</b>	<b>55,116,938</b>

<b>2.13</b>	<b>Cash &amp; Cash Equivalents</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Balances with banks:</b>		
	HDFC Bank Ltd- POA - Reliance Financial Ltd	10,245	10,200
	HDFC Bank Ltd- POA - Globe Fincap Ltd	11,000	11,000
	ICICI Bank	601,565	695,108
	<b>Total</b>	<b>622,810</b>	<b>716,308</b>

<b>2.14</b>	<b>Short Term Loans &amp; Advances</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Unsecured, considered good	127,215,349	108,412,076
	<b>Total</b>	<b>127,215,349</b>	<b>108,412,076</b>

<b>2.15</b>	<b>Other Current Assets</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Prepaid Expenses	1,088	1,031
	Advance Tax	-	25,000
	TDS Recoverable	158,633	211,967
	TDS (A.Y. 2014-15)	13,475	13,475
	TDS (A.Y. 2019-20)	1,364,168	-
	TDS (A.Y. 2018-19)	239,760	1,360,616
	<b>Total</b>	<b>1,777,124</b>	<b>1,612,089</b>

<b>2.16</b>	<b>Revenue From Operation</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Sales	1,059,993,445	626,993,395
	Profit & Loss on Equity Derivatives	(102,716)	(193,581)
	Profit & Loss on Commodity Derivatives	-	(6,242,691)
	Interest Received	18,960,601	20,720,224
	<b>Total</b>	<b>1,078,851,330</b>	<b>641,277,347</b>

<b>2.17</b>	<b>Other Income</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Dividend Recd	461,431	181,172
	MISC Income	-	10,000
	Profit on Sale of Investment	-	1,000,000
	Liabilities Write Off	-	39,292,500
	<b>Total</b>	<b>461,431</b>	<b>40,483,672</b>

<b>2.18</b>	<b>Change in Inventories</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Opening Stock	151,798,687	168,972,881
	Closing Stock	37,074,647	151,798,687
	<b>Total</b>	<b>114,724,040</b>	<b>17,174,194</b>

<b>2.19</b>	<b>Employee Benefit Expenses</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Salary	1,695,260	1,483,791
	Leave Encashment	38,035	34,889
	<b>Total</b>	<b>1,733,295</b>	<b>1,518,680</b>

<b>2.20</b>	<b>Finance Cost</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Interest & Finance Charges	9,306,049	13,161,036
	<b>Total</b>	<b>9,306,049</b>	<b>13,161,036</b>

<b>2.21</b>	<b>Provision &amp; Contingency</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Contingent Provision Against Standard Assets*	47,008	(60,986)
	<b>TOTAL</b>	<b>47,008</b>	<b>(60,986)</b>

\*A Contingent Provision against standard Assets has been created at 0.25% of the outstanding standards assets in terms of RBI circular Ref. no. DNBR(PD) CC No.002/03.10.001/2014-15 dated November 10,2014

<b>2.22</b>	<b>Other Expenses</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Audit Fees	23,600	11,500
	Rent	40,800	36,900
	Donation	-	46,000
	Tours & Travelling Expense	275,375	34,238
	Postage, Courier & Stamp Paper Charges	2,281	2,426
	Legal & Professional Charges	347,489	199,175
	Custody Fees	37,170	36,497
	Listing Fees	64,900	40,250
	Rates & Taxes	3,930	59,725
	ROC Filing Fees	6,505	7,200
	Conveyance Expense	14,866	36,469
	General Expense	117,583	94,745
	<b>Total</b>	<b>934,499</b>	<b>605,125</b>

<b>2.23</b>	<b>Deferred Tax Liability / Assets</b>		
	Deferred Tax Liability has been created pursuant to AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. The Net Deferred Tax Assets/ Liability arising during the year have been taken to the current year's Profit & Loss Account. The Net Deferred Tax Liability for the year is as under:		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	<b>Timing Difference</b>		
	Difference in Depreciation/Provision	(59,645)	113,050
		(59,645)	113,050
	<b>Net Deferred Tax Liability (Assets)</b>	<b>(15,508)</b>	<b>34,932</b>

<b>2.24</b>	<b>Earning Per Share</b>		
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	Net Profit (Loss) after Tax	4,165,979	3,963,663
	Weight Average No. of Equity Shares	8,947,000	8,947,000
	Basic Earnings per share	0.47	0.44
	Diluted Earnings per share	0.47	0.44

<b>2.25</b>	<b>Payment to Auditors</b>		
	<b>Particulars</b>	<b>31.03.2018</b>	<b>31.03.2018</b>
	Statutory Audit	23,600	11,500
	<b>Total</b>	<b>23,600</b>	<b>11,500</b>

<b>2.26</b>	<b>Related Party Transactions</b>		
	The Management has identified the following Companies and Individuals as related parties of the Company for the year ended 31 <sup>st</sup> March, 2019 as required by AS 18 – "Related Party Disclosure" issued by the Institute of Chartered Accountants of India:		
	List of related parties (As certified by the management)		
	<b>Key Management Personnel</b>	<b>Relatives of Key Management Personnel</b>	<b>Enterprises owned or significantly influenced by key management personnel or their</b>
	Mr. Subhash Jain, Managing Director		Lusa Builders Pvt. Ltd.
	Mr. Anil Kumar Jain, Director		Jatalia Global Ventures Limited
	Mr. Anand Parkash Sharma, Director		Indo Jatalia Holdings Limited
	Mr. Rajeev Jain, Director		Indo Jatalia Securities Private Limited
	Mr. Samar Gupta, Director		
	Ms. Sarika Saini, Director		
	Ms. Uma Goyal, Director		
	Ms. Rashika Chhatwal, Company Secretary		
	Mr. Amit Munjal, CFO		

## Details of transactions in the ordinary course of Business:

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Enterprises owned or significantly influenced by key management	Total
<b>Nature of Transactions</b>				
Purchases			-	-
			(8,274,411)	(8,274,411)
Sales			1,671,400	1,671,400
			(12,596)	(12,596)
Brokerage				-
			(18,631)	(18,631)
Rent			40,800	40,800
			-	-
Salary	462,000			462,000
	(420,000)			(420,000)
Leave encashment	19,892			19,892
	(19,838)			(19,838)
Sitting Fees	-			-
	(4,000)			(4,000)
Interest Received			2,657	2,657
			(91,176)	(91,176)
Loan Given				-
			(12,250,000)	(12,250,000)
Loan return back				-
			(12,250,000)	(12,250,000)
				-
Loan Taken	12,550,000			12,550,000
	(2,000,000)			(2,000,000)
Loan Refunded	6,050,000			6,050,000
	(2,000,000)			(2,000,000)
<b>Balances at the end of the year</b>				
Sundry Debtors			(84,180)	(84,180)
				-
Loans & Advances	-		2,391	2,391
				-
Loan	6,500,000			6,500,000
				-
Rent			4,500	4,500
				-
Leave encashment	7,700			7,700
	(8,167)			(8,167)
Salary	38,500			38,500
	(35,000)			(35,000)

**Note:-** Previous year figures are in brackets

**2.27 Contingent Liability**

a.) Claims against the Company not acknowledged as debts Rs. 3,92,92,500/-

**2.28** In the opinion of the Board of Directors, current assets, Loans & advances are of the value at least equal to the amounts at which they are stated, if realized in the ordinary course of the business and provisions for all known liabilities have been made in the accounts.

<b>2.29</b>	Previous year's figures have been regrouped and rearranged wherever considered necessary.				
<b>2.30</b>	All figures are in Indian rupees except number of shares and as stated otherwise.				
<b>2.31</b>	The Company has filed a recovery suit in respect of one party having outstanding as at the end of year amounting Rs. 5,51,16,938/-. The company is hopeful with regard to the ultimate recovery therefore no provision in respect of the same has been made in the Financial Statement.				
	As per our report of even date attached				
	<b>For Santosh Gupta &amp; Co</b>			<b>For and on behalf of the Board</b>	
	<b>Chartered Accountants</b>			<b>Progressive Finlease Limited</b>	
	<b>Firm's Regn No. 009713N</b>				
	Sd/-			Sd/-	Sd/-
	<b>Manoj Kumar Nijhawan</b>			<b>Anil Kumar Jain</b>	<b>Rajeev Jain</b>
	<b>Partner</b>			<b>Director</b>	<b>Director</b>
	<b>Membership No.512659</b>			<b>DIN No. 00014601</b>	<b>DIN No. 03438127</b>
				Sd/-	Sd/-
				<b>Amit Munjal</b>	<b>Rashika Chhatwal</b>
	<b>Place: Faridabad</b>			<b>Chief Financial Officer</b>	<b>Company Secretary</b>
	<b>Date: 30.05.2019</b>			<b>PAN: AMDPM0197R</b>	<b>Mem. No. A57683</b>

**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 25<sup>th</sup> Annual General Meeting of the Company on Thursday, the 26<sup>th</sup> Day of September, 2019 at 01:00 P.M. at Hotel Western King, Plot No. 19, Meera Enclave, Keshopur, Delhi-110018

Signature of the Shareholder	Signature of the Proxy

- Note:** 1. The copy of Annual Report may please be brought to the Meeting Hall.  
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.  
 3. Please note that no gifts will be distributed at the meeting.

**Form No. MGT-11****Proxy form**

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

**CIN: L65910DL1995PLC064310**

**Name of the company: Progressive Finlease Limited**  
**Registered office: S-2, Lusa Tower, Azadpur, Delhi-110033**

**Name of Member(s) :**

**Registered address :**

**E-mail Id :**

**Folio No/ Client Id:**

**DP ID :**

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

**1. Name :**

**Address :**

**E-mail Id :**

**Signature :**

**Or failing him**

**2. 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 25<sup>th</sup> Annual general meeting of the company, to be held on 26<sup>th</sup> day of September, 2019 at 01:00 PM. at S-2, Ground Floor Plot No. A-2/3, Lusa Tower, Azadpur, Delhi-110033 and at any adjournment thereof in respect of such resolutions as are indicated below:**

Sr. No.	RESOLUTIONS	Optional	
Ordinary Business		For	Against
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2019		
2	Ordinary Resolution for reappointment of Mr. Rajeev Jain who is liable to retire by rotation.		
Special Business			
3	Ordinary Resolution for regularization of Ms. Sarika Saini as Independent Director of company		

**Signed this..... day of..... 20.....**

**Signature of shareholder**

**Signature of Proxy holder(s)**

**Affix Revenue  
Stamp**

**Note: 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.**



ROUTE MAP

