

# INDIA LEASE DEVELOPMENT LIMITED



CIN: L74899DL1984PLC019218

Registered Office: MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

Phone: 011-41519433, 41520070, Fax No.: 011-41503479

Email: [info@indialease.com](mailto:info@indialease.com) Website: [www.indialease.com](http://www.indialease.com)

## NOTICE

NOTICE is hereby given that the Twenty Ninth(29<sup>th</sup>) Annual General Meeting of the Shareholders of India Lease Development Limited will be held at The Executive Club, 439, Village Shahoorpur, P.O.Fatehpur Beri, New Delhi-110030 on Thursday the September 18, 2014 at 1.00 P.M. to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement as at March 31, 2014 and the reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Shri Rajiv Gupta (DIN:00022964), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Sh. M.K. Madan (DIN: 01060575) who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Statutory Auditors and to fix their remuneration. M/s S.N.Dhawan & Co., Chartered Accountants, (ICAI Firm Reg. No. 000050N) retires and are eligible for re-appointment. Certificate under Section 139 and 141 of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 has been obtained from them.

### **SPECIAL BUSINESS**

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

'RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act,2013 and the rules made there under(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sh. Arun Mitter (DIN.00022941), Director of the company, whose term of office shall not be liable to retirement by rotation in terms of Section 149(13) of the said Act, and in respect of whom declaration has been received that he meets criteria of independence as provided in section 149(6) and further the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years from September 18, 2014 to September 17, 2019 and to receive remuneration by way of fee, if any, for participation in the meeting of the Board or Committee thereof in terms of the applicable provisions of the said Act, as determined by the Board from time to time.'

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

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act,2013 and the rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013. Sh. Sharad Aggarwal (DIN.00629816), Director of the Company, whose period of office is liable to determination by retirement of directors by rotation in terms of Section 149(13) of the said Act, and in respect of whom declaration has been received that he meets the criteria of independence as provided in section 149(6) and further the company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from September 18, 2014 to September 17, 2019 and to receive remuneration by way of fee, if any, for participation in the meeting of the Board or Committee thereof in terms of the applicable provisions of the said Act, as determined by the Board from time to time."

7. **To consider and if thought fit, to pass the following Resolution as a Special Resolution:-**

Amendments of Articles of Association of the Company in alignment with the Companies Act, 2013

Resolved that pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with the Companies(Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the company be and is hereby accorded for alteration of existing Articles of Association of the company by insertion, substitution of certain articles as under in the manner stated hereunder:-

**Article 1** : The word "Table A in the schedule to the Companies Act,1956" be substituted by "Table F in the Schedule to the Companies Act, 2013".

**Article 2(c)** : The definition of "The Act means the Companies Act,1956" be amended by replacing the words "with "The Companies Act,2013 and Rules thereunder".

**Article 65(b):** The word “five” be substituted with the word “Thirty”

The following proviso be added after Article 87(c) to be numbered as 87(d)

**Article 87(d)** “Provided that the Independent Directors of the company shall not be liable to retire by rotation”.

The following proviso be added after Article 123(b) to be numbered 123(c), 123(d) & 123(e)

**Article 123(c)-** The Registers Books and Documents as provided in the foregoing Article shall(a) subject to such restrictions as provided in the Companies Act, 2013 and rules made thereunder(including any statutory modification(s) or en-enactment thereof) (‘the Act’) and upon request in writing in that behalf to the company within the period prescribed on payment of fee of Rs.10/- per page, or such other fee as may be prescribed from time to time and as may be determined by the Board be open to persons so authorized/entitled for inspection and extracts may be taken therefrom on working days except Saturdays and Sundays between 11.00 A.M. to 1.00 P.M and (b) copy thereof may be required by such persons who are entitled for the same.

**Article 123(d)-** Any Member, beneficial owner, debenture-holder, other security holder or other person entitled to copies of any documents/registers/records to be kept or maintained by the company in physical or electronic form under the provisions of the Companies Act,2013 and the Rules made thereunder(including any statutory modification(s) or re-enactment thereof) (‘the Act’) or any earlier enactment or rules, shall be provided copies thereof upon request in writing in that behalf to the company within the period prescribed on payment of fee of Rs.10/- per page, or such other fee as may be prescribed from time to time and as may be determined by the Board.

**Article 123(e)-**The company shall charge a fee not exceeding Rs.50/- per certificate issued on splitting or consolidation of share certificate(s) or in replacement of share certificate(s) that are defaced, mutilated, torn or old, decrepit or worn out.

For India Lease Development Limited

**Place: New Delhi**  
**Date: August 1, 2014**

**Rohit Madan**  
Manager & Company Secretary  
ACS No. : 13636

**Registered Office**

MGF House, 4/17-B,Asaf Ali Road  
New Delhi-110002.  
CIN: L74899DL1984PLC019218  
Phone: 011-41519433, 41520070, Fax No.: 011-41503479  
Email: info@indialease.com Website: www.indialease.com

**Notes**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY(50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT(10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.**
2. Explanatory Statement pursuant to section 102 of the Companies Act,2013 forms part of this Notice.
3. Brief details of the Directors are annexed hereto as per the requirements of clause 49 of the Listing Agreement.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books will remain closed from Friday, the September 12, 2014 to Thursday, the September 18, 2014 (both days inclusive).
5. The Securities and Exchange Board of India(SEBI) has mandated the submission of Permanent Account Number(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN Number to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN Number direct to the company or M/s Alankit Assignments Limited.
6. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their email address with M/s Alankit Assignments Limited .
7. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the company on all working days(Monday to Friday) from 10.00 a.m. to 1.00.p.m. except holidays, upto the date of the meeting.

8. Pursuant to section 72 of the Companies Act,2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
9. Corporate members are requested to send in advance duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
10. Members/Proxies are requested to bring the copies of annual reports to the meeting.
11. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.

**12. Voting through electronic means**

- i) The voting period begins on 12.09.2014 from 9.00 A.M (IST) and ends on 14.09.2014 at 6.00 PM (IST). During this period shareholders' of the company holding shares either in physical form or in dematerialized form, as on the cut off date of 08-08-2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website **www.evotingindia.com**. The entire procedure for e-voting has been explained as under:-
- iii) To Click on "Shareholders" tab.
- iv) Now Enter your User ID
- v)
  - a. For CDSL: 16 digits beneficiary ID,
  - b. for NSDL : 8 Character DPID followed by 8 Digit Client ID
  - c. Members holding shares in physical Form should enter folio number registered with the company
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
- viii)

	<b>For Members holding shares in demat Form and in Physical Form</b>
PAN	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). - Members who have not updated their PAN with the company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field- Sequence number is communicated in the Covering Letter.
Date of Birth OR Dividend Bank Details OR Number of Shares	Enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 8th August, 2014 in the Dividend Bank details field.

- i) After entering these details appropriately, click on "SUBMIT" tab
- ii) Members holding shares in physical form will then directly reach the company section screen. However, members holding shares in demat form will now reach "Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- iv) Click on the EVSN for the relevant "India Lease Development Limited" on which you choose to vote.
- v) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.

- vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- vii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ix) You can also take out print of the voting done by you by click on “CLICK HERE TO PRINT” option on the Voting page.
- x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- xi) Note for Institutional Shareholders.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc) are required to log on to **https://www.evotingindia.com** and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com**.
- xiii) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the company.
- xiv) The Board of Directors of the company at their meeting held on August 1, 2014 has appointed Ms. Anjali Yadav, Practicing Company Secretary (FCS No.6628 CP. No7257) as Scrutinizer to scrutinize the e-voting process in fair and transparent manner, whose e-mail address is **anjaliyadav.associates@gmail.com**.
- xv) The results of voting will be announced at the Annual General Meeting of the company to be held at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030 on Thursday, the September 18, 2014. The results of the voting will be communicated to the Stock Exchanges and also be hosted on the website of the company **www.indialease.com**
- xvi) In case of members receiving the physical copy they are advised to follow all steps from serial no. (i) to (x).

15. Regarding Unclaimed Dividend:

- i) In accordance with the provisions of Section 205A(5) of the Companies Act,1956, the company has already transferred Unclaimed Dividend declared for the financial year ended March 31,1996 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government)Rules,1978. Those shareholders who have so far not claimed their dividend upto the aforesaid financial year may claim their dividend from the Registrar of Companies, NCT of Delhi and Haryana, CGO Complex, Paryavaran Bhawan, Lodhi Road, New Delhi-110003.

16. As per Circular No.18/2011 on Green initiative, the company will send Annual Report alongwith other documents through emails to all members, who have registered their e-mail address with the depository and physical hard copies will be despatched to others. In case any member desire to get hard copy of the Annual Report, they can write to the Company at Registered Office address or email at **info@indialease.com**

17. The entire Annual Report is also available at the company’s website **www.indialease.com**

By Order of the Board of Directors  
For **India Lease Development Limited**

Place: New Delhi  
Date: August 1, 2014

**Rohit Madan**  
Manager & Company Secretary

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No.5 & 6**

Sh. Arun Mitter and Sh. Sharad Aggarwal are Independent Directors of the Company and have held the positions as such for more than 5 (five) years.

SEBI has amended Clause 49 of the Listing Agreement, inter-alia, stipulating the conditions for the appointment of Independent Directors by a listed company.

It is proposed to appoint Sh. Arun Mitter and Sh. Sharad Aggarwal as Independent Directors under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years with effect from September 18, 2014 to September 17, 2019.

Sh. Arun Mitter and Sh. Sharad Aggarwal are not disqualified from being appointed as Directors in terms of Section 164 of the said Act and have given their consent to act as Directors.

The company has received notices in writing from members alongwith deposit of requisite amount under Section 160 of the said Act proposing the candidatures of each of Sh. Arun Mitter and Sh. Sharad Aggarwal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the said Act and under Clause 49 of the Listing Agreement.

The Board of Directors considers that Sh. Arun Mitter and Sh. Sharad Aggarwal have the requisite qualification and expertise which will be of immense benefit to the company. The Board is of opinion that they fulfill the conditions for appointment as Independent Directors as specified in the said Act and the Listing Agreement. Sh. Arun Mitter and Sh. Sharad Aggarwal are independent of the management.

Brief resume of Sh. Arun Mitter and Sh. Sharad Aggarwal, nature of their expertise in specific functional areas and names of companies in which they hold directorship and members/chairmanship of the Board Committees/ Shareholding and relationships between directors, inter-se, as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of Sh. Arun Mitter and Sh. Sharad Aggarwal as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the company during normal business hours on any working day.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

Save and except Sh. Arun Mitter and Sh. Sharad Aggarwal are interested in the resolutions set out respectively at Item No.5 & 6 of the Notice with regard to their respective appointments. None of the other Directors/Key Managerial Personnel of the company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item No. 5 & 6 of the Notice for approval by the shareholders.

**Item No. 7**

The Ministry of Corporate Affairs ("MCA") had on September 12, 2013 and March 26, 2014 notified most of the Sections of the Companies Act, 2013 dealing with the general working of companies except those provisions which require sanction/confirmation of the National Company Law Tribunal and certain other provisions.

Since, several regulations in the existing Articles of Association contain references to specific Sections of the Companies Act, 1956, and some regulations in the existing Articles of Association are no longer in conformity with the provisions of the Companies Act, 2013, therefore, it is considered prudent and desirable to amend certain provisions of articles of association of the company conforming to the provisions of the Companies Act, 2013 and rules made thereunder.

Accordingly, pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the Members is being sought by way of Special Resolution. The Board recommends the Special Resolution as set out in Item No.7 for the approval of the members.

None of the Directors or Key Managerial Personnel of the company or their relatives has any concern or interest, financial or otherwise, in the resolution.

By order of the Board of Directors  
For **India Lease Development Limited**

**Place: New Delhi**  
**Date: August 1, 2014**

**Rohit Madan**  
Manager & Company Secretary  
ACS No.: 13636

**Registered Office**

MGF House, 4/17-B, Asaf Ali Road  
New Delhi-110002.  
CIN: L74899DL1984PLC019218

## **LISTING REQUIREMENTS**

As required under Clause 49(vi) of the Listing Agreement, given below are the details of the Director(s) who retire by rotation and are eligible for re-appointment.

(a) **Director being re-appointed by rotation (Resolution at item No.2)**

**Name** : Shri Rajiv Gupta  
**Age & Date of Birth** : 68 years (13-8-1946)  
**Qualification** : B.E.(IIT,Delhi)

**Experience in specific financial areas**

Shri Rajiv Gupta is a Bachelor in Engineering from IIT, Delhi, He has immense business experience and all around knowledge on subjects concerning Hire Purchase, Leasing, Corporate Finance, Taxation and Administration. His continued association with the company is considered absolutely necessary and valuable.

**Other Directorships**

The Motor & General Finance Ltd., Jayabharat Credit Ltd, Bahubali Services Ltd, Associated Traders & Engineers Ltd, Upper India Hire Purchase Companies Association Ltd, Cards Services India Pvt Ltd. MGF Securities Pvt Ltd, Ram Prakash & Company Pvt Ltd, MGF Estates Pvt Ltd, Local Goods Carriers Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd.

**Committee Membership**

**India Lease Development Ltd**

Audit Committee  
Remuneration Committee  
Stakeholders Relationship Committee

**Jayabharat Credit Ltd**

Audit Committee  
Remuneration Committee  
Stakeholders Relationship Committee  
Shri Rajiv Gupta holds 7,80,498 Equity Shares.

b) **Director being re-appointed by rotation (Resolution at Item No.3)**

**Name** : Shri M.K.Madan  
**Age & Date of Birth** : 70 years (27-02-1944)  
**Qualification** : B.Com,ACS, FCA

**Experience in specific financial Areas**

Shri M.K.Madan is a qualified Chartered Accountant and a Company Secretary, and his experience in finance and secretarial matters will be helpful to the company.

**Other Directorships**

Bahubali Services Ltd, Jayabharat Credit Ltd, Upper India Hire Purchase Companies Association Ltd., VMR Promoters Pvt Ltd, MGF Market Place Mall Management Pvt Ltd, MGF Securities Pvt Ltd.

**Committee Memberships**

**India Lease Development Ltd**

Audit Committee  
Stakeholders Relationship Committee  
Remuneration Committee

**Jayabharat Credit Ltd**

Audit Committee  
Remuneration Committee

(c) **Director being appointed as an Independent Director not liable to retire by rotation(Resolution at item no. 5)**

**Name** : Shri Arun Mitter



**Age & Date of Birth** : 52 years(27.11.1962)

**Qualification** : B.Com,ACA

**Experience in specific Functional Areas**

Shri Arun Mitter is a qualified Chartered Accountant. He has extensive business experience in General and Financial Management. His continued association with the company is considered necessary in the interest of the company.

**Other Directorships:**

The Motor & General Finance Ltd., MGF Developments Limited, Jayabharat Credit Limited, Bahubali Services Ltd, Upper India Hire Purchase Co Association Ltd, Paramba International Ltd, Technofab Engineering Ltd, Ram Prakash & Co Pvt Ltd, Discovery Holdings Pvt Ltd, MGF Infotech Pvt Ltd, MGF Auto Sales Pvt Ltd, MGF Vehicles Sales Pvt Ltd, MGF Projects Pvt Ltd, Grosvenor Estates Pvt Ltd, Gee Gee Holdings Pvt Ltd, Cards Services India Ltd, Dove Promoters and Entertainment Pvt Ltd, Meta Dor Technologies Pvt Ltd, North Delhi Metro Mall Pvt Ltd, MGF Securities Pvt Ltd, Nanny Infrastructure Pvt Ltd, Deap Hospitality Pvt Ltd, Weaving Enterprises Pvt Ltd, MGF Estates Management Pvt Ltd, MGF Promotions and Events Pvt Ltd, Shanti Interior Pvt Ltd, MGF Housing & Infrastructure Pvt Ltd, MGF Promoters Pvt Ltd, Metroplex Construction Pvt Ltd, Vishnu Apartments Pvt Ltd and MGF Market Place Mall Management Pvt Ltd.

**Committee Membership**

**India Lease Development Ltd**

Audit Committee

Stakeholders Relationship Committee

**The Motor & General Finance Ltd**

Audit Committee

Stakeholders Relationship Committee

Remuneration Committee

**Jayabharat Credit Ltd**

Audit Committee

Remuneration Committee

Shri Arun Mitter holds Nil shares in the company

**Technofab Engineering Ltd.**

Audit Committee (Chairman)

Remuneration Committee

**d) Director being appointed as an Independent Director not liable to retire by rotation(Resolution at item no. 6)**

Name : Shri Sharad Aggarwal

Age & Date of Birth : 48 Years ( 24.11.1966)

Qualification : B.Com, ACA, LLB

**Experience in specific financial areas**

Shri Sharad Aggarwal is a qualified Chartered Accountant and also holds a Law Degree. His re-appointment will be quite useful to the company

**Other Directorships:-**

The Motor & General Finance Limited, Bahubali Services Ltd, K.F. Belting Pvt Ltd, Hamilton Land Developers Pvt Ltd, Jazz Foods Pvt Ltd, Sterling Hoteliers and Investment Pvt Ltd, Makro Lease Pvt Ltd, Jay vee Leatherite Pvt Ltd, Atlantic Land Developers Pvt Ltd, Oaykay Forgings Pvt Ltd, Knit Foulds Pvt Ltd, Sondhi Polymide Pvt Ltd, Forgings & Chemicals Industries and BSCL International.

**Committee Memberships**

**India Lease Development Limited**

Audit Committee

Remuneration Committee

**The Motor & General Finance Limited**

Audit Committee

Stakeholders Relationship Committee

Remuneration Committee

Shri Sharad Aggarwal holds Nil shares in the company

#### SHAREHOLDERS INFORMATION

<b>Head Office &amp; Registered Office</b>	:	MGF House 4/17-B, Asaf Ali Road, New Delhi- 110002
<b>CIN</b>	:	L74899DL1984PLC019218
<b>E-mail</b>	:	info@indialease.com
<b>Company's Website</b>	:	www.indialease.com
<b>Telephone Nos.</b>	:	011-41519433 011-41520070
<b>Fax</b>	:	011-41503479
<b>Date of Annual General Meeting</b>	:	September 18, 2014
<b>Time, Day and Venue</b>	:	1.00 P.M. Thursday, The Executive Club 439, Village Shahoorpur, P.O.Fatehpuri Beri, New Delhi- 110 030.
<b>Day and Date of Book Closure</b>	:	Friday the September 12, 2014 to Thursday the September 18, 2014 (both days inclusive)
<b>Shares Listed At</b>	:	The Stock Exchange, Mumbai Phiroz Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.

The company confirms that it has paid the Annual Listing Fee to the above Stock Exchange for the Year 2014-15.

#### NOMINATION FACILITY

Shareholders are eligible to file their nominations against shareholdings. Nomination form (SH-13) is available at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110 002. Those interested in getting the facility of nomination may write to the Company Secretary for a copy of the prescribed Nomination Form.





## ATTENDANCE SLIP

# INDIA LEASE DEVELOPMENT LIMITED

CIN: L74899DL1984PLC019218

Registered Office: MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

Phone: 011-41519433, 41520070

Email: info@indialease.com Website: www.indialease.com

**29<sup>th</sup> Annual General Meeting-Thursday, September 18, 2014**

Name of the Member  
(In Block Letters)

Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I certify that I am a member / proxy for the member of the Company.

I/We hereby record my/our presence at the 29<sup>th</sup> Annual General Meeting of the company at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030 on Thursday, the September 18, 2014.

.....  
Member'sFolio/  
DPID-Client ID No.

.....  
Member's/Proxy's  
in Block Letters

.....  
Member's/Proxy's  
Signature

### Note:

1. Please complete the Folio /DPID Client ID No. and name, sign this Attendance Slip and hand it over at the entrance of the MEETING HALL.
2. Physical copy of the Annual Report for 2013-14 and Notice of the Annual General Meeting(AGM) alongwith the Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

### E-VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD
<b>140818030</b>		<b>As per instructions.</b>

Note : Please read instructions given at Note No.12 of the Notice of the 29<sup>th</sup> Annual General Meeting of the Company before casting your vote through e-voting.

**PROXY FORM**  
(Form No.MGT-11)



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

**INDIA LEASE DEVELOPMENT LIMITED**

CIN: L74899DL1984PLC019218

Registered Office: MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

Phone: 011-41519433, 41520070

Email: info@indialease.com Website: www.indialease.com

**29<sup>th</sup> Annual General Meeting-Thursdays, September 18, 2014**

Name of member(s) :

Registered address :

E Mail Id:

No. of Shares held

Folio No. / DP ID - Client ID:

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

1) Name: \_\_\_\_\_

E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_

Or failing him / her

2) Name: \_\_\_\_\_

E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_

Or failing him / her

3) Name: \_\_\_\_\_

E Mail: \_\_\_\_\_

Address: \_\_\_\_\_

Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29<sup>th</sup> Annual General Meeting of the company to be held on Thursday, the September 18, 2014 at The Executive Club, 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110030 at 1.00 P.M. or and at any adjournment thereof in respect of such resolutions as are provided in the Notice.

Signed this..... day of..... 2014

.....  
Signature of Shareholder

.....  
Signature of Proxy holder(s)

Affix  
Revenue  
Stamp ₹ 1

**Note:**

1. 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.
2. Please complete all details of members(s) before submission.

# INDIA LEASE DEVELOPMENT LIMITED



CIN: L74899DL1984PLC019218

Registered Office: MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002.

Phone: 011-41519433, 41520070, Fax No.: 011-41503479

Email: info@indialease.com Website: www.indialease.com

## BALLOT FORM

Sr. No.....

- (1) Name and Registered Address of the Sole/ First named Shareholder
- (2) Name(s) of the Joint Holder(s) (if any)
- (3) Registered Folio No./ DP ID No. and Client ID No.
- (4) Number of Share(s) held
- (5) User ID
- (6) Sequence No.
- (7) EVSN (Electronic Voting Sequence No.): **140818030**
- (8) I/ We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the Twenty Ninth (29<sup>th</sup>) Annual General Meeting (AGM) of the Company to be held on Thursday, 18<sup>th</sup> September, 2014 by sending my/our assent or dissent to the said resolution by place a tick (✓) mark at the appropriate box below:

Sl No.	Description	No. of shares	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1	Consider and adopt the Audited Financial Statements for the year ended March 31,2014 and the Reports of the Directors and Auditors thereon			
2	Appoint a Director in the place of Sh. Rajiv Gupta ( DIN 00022964) who retires by rotation and is eligible for re-appointment			
3	Appoint a Director in the place of Sh. M.K. Madan (DIN 01060575), who retires by rotation and is eligible for reappointment.			
4	Appoint Auditors and to fix their remuneration M/s S.N. Dhawan & Co, Chartered Accountants, New Delhi(ICAI Regd No.000050N) retires and are eligible for reappointment.			
5	Ordinary Resolution for appointment of Sh. Arun Mitter (DIN:00022941) as Independent Director of the Company			
6	Ordinary Resolution for appointment of Sh. Sharad Aggarwal (DIN:00629816) as Independent Director of the Company.			
7.	Special Resolution for Amendments of Articles of Association of the Company.			

Place :

Signature of the Shareholder(s)

Date :

Note : Please read the instructions carefully before exercising your vote.

# INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

## **Process and manner for Members opting to vote by using the Ballot Form:**

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and sent it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Ms. Anjali Yadav, Practising Company Secretary, (Membership No. FCS No. 6628, CP No. 7257), C/o B-6/32, Sector 15, Rohini, Delhi – 110089.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on August 8, 2014 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than Sunday, September, 14, 2014 (6.00 p.m. IST). Ballot Form received after September 14<sup>th</sup> 2014 will be strictly treated as if the reply from the Member has not been received.
7. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in Serial No.6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The result shall be placed on the Company's website **www.indialease.com** within two days of the AGM of the Company on September 18, 2014, and communicated to BSE Limited where the shares of the Company are listed.



# INDIA LEASE DEVELOPMENT LIMITED

*29th*  
*Annual Report*  
*2013-2014*



**Shri Ved Prakash Gupta**

(15<sup>th</sup> August, 1915 - 20<sup>th</sup> August 2005)



*A True Karmayogi.*

*Your integrity, values and vision will continue to guide  
and inspire us for all our activities and future growth.*





## MANAGEMENT

### BOARD OF DIRECTORS

#### SHRI RAJIV GUPTA

Chairman

#### SHRI ARUN MITTER

Director, CEO & CFO

#### SHRI SHARAD AGGARWAL

Director

#### SHRI M. K. MADAN

Director

#### SHRI ROHIT MADAN

Manager & Company Secretary

### AUDITORS

M/S S.N.DHAWAN & CO.  
CHARTERED ACCOUNTANTS  
C-37, CONNAUGHT PLACE,  
NEW DELHI-110 001

### BANKERS

BANK OF INDIA  
KOTAK MAHINDRA BANK LTD

### REGISTRAR AND SHARE TRANSFER AGENTS :

M/S ALANKIT ASSIGNMENTS LIMITED  
ALANKIT HEIGHTS  
1E/13, JHANDEWALAN EXTENSION,  
NEW DELHI-110 055.  
PHONE:011-42541953-63

### REGISTERED OFFICE :

MGF HOUSE, 4/17-B, ASAF ALI ROAD,  
NEW DELHI-110 002.  
PHONE:011- 41519433, 41520070  
FAX NO: 011-41503479  
E-mail : [info@indialease.com](mailto:info@indialease.com)  
Website : [www.indialease.com](http://www.indialease.com)  
CIN: L74899DL1984PLC019218

### INDEX

	From - To
Management & Lending Institutions .....	1
Directors' Report Including Corporate Governance .....	2 - 15
Secretarial Audit Report .....	16
Auditors' Report .....	17 - 19
Balance Sheet .....	20
Statement of Profit & Loss.....	21
Cash Flow Statement .....	22
Notes forming part of the Financial Statements .....	23 - 39

**DIRECTORS' REPORT TO THE MEMBERS**

Your Directors present the Twenty Ninth (29th) Annual Report together with the Audited Statement of Accounts of the Company for the year ended March 31, 2014.

**FINANCIAL RESULTS**

The Financial Results of the Company for the year ended March 31, 2014 are summarised below for your consideration:-

(₹ In Lacs)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Profit/ (Loss) before taxation, interest, depreciation and provisions	(43.59)	(29.91)
Depreciation including impairment	(0.92)	(1.26)
Profit / (Loss) before provision for non performing assets & tax	(44.51)	(31.17)
Provision for non performing assets written back	26.38	1.59
Profit/Loss for the year	(18.13)	(29.58)
Profit/Loss brought forward	(2069.26)	(2039.68)
Total Profit / Loss	(2087.40)	(2069.26)
<b>Appropriations</b>		
Transferred to Statutory Reserves u/s 45-IC of the RBI Act, 1934	-	-
Balance carried forward to Balance Sheet	(2087.40)	(2069.26)

**REVIEW OF OPERATIONS**

The company is focusing its attention in recovery of the dues from the customers. The management is confident that with the maximum recovery, the funds generated will be deployed to earn better yield on investments.

**DIVIDEND**

In view of accumulated losses, the Board has not recommended any dividend for the year under review.

**COMPANY'S CATEGORY**

The company continues to hold the certificate issued by Reserve Bank of India in Category "B" as Non Accepting Deposits Non Banking Finance Company.

**COMPLIANCE OF CLAUSE 31(a) OF THE LISTING AGREEMENT.**

In terms of clause 31(a) of the listing agreement. Form 'A' duly signed by the Director & CEO, CFO, Chairman Audit Committee & counter signed by the Statutory Auditor of the Co. would be filed with the Stock Exchange alongwith the copy of annual report.

**AUDITORS' REPORT****Auditors' Observations- Form A****(i) Emphasis of matter in the Independent Audit Report.**

The company has discontinued fresh hire purchase/ leasing business. The management is of the view that the realization of the assets will be sufficient to pay off its entire liabilities. In view of the above the financial statements have been prepared on the assumption that the company will continue as a going concern. (Refer Note No. 21)

**Management Comments**

It has been suitably explained in Note-21 of Notes on Accounts

**(ii) Non Compliance of Prudential Norms**

There is non-compliance of the provisions of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 with regard to maintenance of Credit Concentration/ Investments Norms in respect of lending to one of the company where these are exceeding the limits. (Refer No. 22)

**Management Comments**

Although the net worth is positive but on account of accumulated losses this has a consequential effect. There is non-compliance of the provisions of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

**REPORT ON CORPORATE GOVERNANCE**

A detailed report on Corporate Governance together with Management Discussions and Analysis Report has been included separately in Annexure 'A' and 'B' respectively which forms part of the Director's Report.

**DIRECTORS' RESPONSIBILITY STATEMENT AS REQUIRED UNDER SECTION 217(2AA) OF THE COMPANIES ACT, 1956.**

The Directors confirm that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the applicable accounting standards;
- ii) The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs for the company as at the end of financial year ended March 31, 2014 and of the Loss of the Company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) The statement of accounts for the year ended March 31, 2014 have been prepared on a Going Concern Basis.

**RELATED PARTY TRANSACTIONS**

All related party transactions are strictly done on arm's length basis. Transactions with related parties as per requirements of Accounting Standard AS18- 'Related Party Information' are disclosed in Note No. 31(a) & (b) to the Financial Statements.

**DIRECTORS**

Sh. Rajiv Gupta and Sh. M.K.Madan retire by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. Under Section 149(10) of the Companies Act, 2013 and Rules made thereunder, and as per Clause 49 of the Listing Agreement, an Independent Director now shall hold office for a term of 5 (five) consecutive years on the Board of the company and is not liable to determination by retirement of Directors by rotation.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder. Sh. Arun Mitter and Sh. Sharad Aggarwal are Independent Directors of the company, whose period of office is liable to determination by retirement of Directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. The company has received declarations from the Independent Directors of the company confirming that they meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, and Rules made thereunder, the appointments of Sh. Arun Mitter and Sh. Sharad Aggarwal as Independent Directors have been approved by the Remuneration Committee and their period of office is not liable to determination by retirement of directors by rotation. The Board also ensured that their appointments as Independent Directors are in compliance with the requirements under the relevant statutes and that there are appropriate balance of skills, experience and knowledge in the Board, so as to enable the Board to discharge its functions and duties effectively.

Notices in writing signifying the intention to offer their candidatures as Independent Directors of the company alongwith the requisite deposit have been received from members of the company in terms of Section 160 of the Companies Act, 2013. Independent Directors being eligible and offering themselves for the appointment, are proposed to be appointed as Independent Directors of the company for a terms of 5(five) consecutive years, with effect from September 18, 2014 upto September 17, 2019.

Sh. M.K.Madan is not meeting the criteria of independence as is provided under Section 149(6) of the Act, as such, he is considered Non Executive Non Independent Director subject to retirement by rotation.

Brief resume/details of Directors who are to be re-appointed/appointed as Independent Directors as mentioned hereinabove has been furnished alongwith Explanatory Statement to the Notice in the ensuing Annual General Meeting.

Attention of the Members is invited to the relevant items in the Notice of the Annual General Meeting for seeking your approval for aforesaid appointments.

### **AUDITORS**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder the current auditors of the company M/s S.N.Dhawan & Co, Chartered Accountants are eligible to hold office for a period of three years from the conclusion of the ensuing AGM, subject to ratification by the members of the company at each AGM. They are recommended for reappointment to audit the accounts of the company for the financial year 2014-15 and to fix their remuneration. As required under the provisions of Section 139 of the Companies Act, 2013, the company has obtained written confirmation from M/s S.N. Dhawan & Co, Chartered Accountants that their appointment if made, would be in conformity with the limits specified in the said section.

The members are requested to appoint M/s.S.N. Dhawan & Co, Chartered Accountants, as auditors of the company

### **PARTICULARS OF EMPLOYEES**

There are no employees in receipt of remuneration which, inter-alia, requires the company to furnish the particulars of employees as required by Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees), Rules, 1975.

### **DEMATERIALISATION**

Members who have not yet got their shares dematerialized, are requested to opt for the same in their own interest and send their certificate through Depository Participants(s) with whom, they have dematerialized account, to the Company's Registrar and Transfer Agents, M/s Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055.

Further The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the company.

### **SECRETARIAL AUDIT**

A secretarial audit for the year 2013-2014 was carried out by, Practicing Company Secretary. The said unqualified secretarial audit report forms part of this Annual Report.

The secretarial audit report confirms that the company has complied with all the applicable provisions of the Companies Act, 1956, Depositories Act, 1956, Listing Agreements with the Stock Exchanges, Securities Contracts (Regulations) Act, 1956 and all the regulations of SEBI as applicable to the company, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992.

### **COMPLIANCE BY THE COMPANY**

The company has complied with the requirements of the Stock Exchange, SEBI and other statutory authorities on all matters relating to the capital markets during the last three years. No penalties or strictures have been imposed on the company by the Stock Exchange, SEBI or any other statutory authorities relating to the above.

### **CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT**

The Board of Directors of the Company has adopted a Code of Conduct for Directors and Senior Management and the same is available on the website of the Company i.e. [www.indialease.com](http://www.indialease.com)

**E-mail ID FOR INVESTOR'S GRIEVANCES**

In compliance of sub clause (f) to the Clause 47 of the Listing Agreement, the company has designated an e-mail address i.e. **ildcomplaints@indialease.com** of the grievance redressal division/compliance offer exclusively for the purpose of registering complaints by Investors.

**NOMINATION FACILITY**

In case, any of the members wish to avail facility of Nomination, Form (SH-13) alongwith instructions, they are requested to send the duly completed form to the Registrars of the Company and/or at the Registered Office of the Company.

**INTERNAL CONTROL SYSTEM**

The Company has a system of well established policies and procedures for Internal Control of operations and activities.

**CEO/CFO CERTIFICATION**

The CEO and the CFO of the Company have certified to the Board with regard to the compliance made by them in terms of Clause 49(V) of the Listing Agreement.

**CONSOLIDATION OF FOLIOS AND AVOIDANCE OF MULTIPLE MAILING**

Members who may have more than one folio in their individual name or jointly with other persons mentioned in the same order, are requested to write to the Registrars and Share Transfer Agents indicating the folio numbers for consolidation of similar holdings under one folio.

**CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION AND FOREIGN EXCHANGE EARNINGS/ OUTGO.**

In terms of the requirements of Clause (e) of sub section (1) of Section 217 of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, the particulars are given as under:-

- |                                     |   |
|-------------------------------------|---|
| a) Technology                       | Being a finance company, the same is not applicable |
| b) Conservation of Energy           | -do-  |
| c) Transactions in Foreign Currency |   |

	<b>31.03.14</b>	31.03.13
a) Expenditure in Foreign Currency	-	-
i) Repayment of Foreign Currency Loan	-	-
ii) Interest on Foreign Currency Loan	-	-
iii) Travelling Expenses	-	-
b) Shares held by Non Residents		
Shareholders	<b>9301</b>	9301
No. of Shareholders	<b>14</b>	14

**ACKNOWLEDGEMENTS**

Directors place on record their thanks for the assistance and cooperation received from Banks and all other customers for their continued support and patronage.

Yours Directors also wish to place on record the dedicated and devoted services rendered by all personnel of the Company.

By Order of the Board of Directors  
For **India Lease Development Limited**

**Place : New Delhi**  
**Date : August 1, 2014**

**Rajiv Gupta**  
Chairman  
DIN:00022964

**ANNEXURE 'A' TO THE DIRECTORS REPORT  
CORPORATE GOVERNANCE REPORT**

**1. Company's Philosophy on Code of Corporate Governance**

Corporate Governance represents the value, ethical and moral framework under which business decisions are taken. The investors want to be sure that not only is their capital handled effectively and adds to the creation of wealth, but the business decisions are also taken in a manner which are not illegal or involving moral hazards.

Your company perceives good corporate governance practices as a key driver of sustainable corporate growth and long term shareholder value creation. The primary objective is to develop and adhere to a corporate culture of harmonious and transparent functioning, increasing employee and customer satisfaction and enhancing shareholders' wealth by developing capabilities and identifying opportunities that best serve the goal of value creation. All actions and strategic plans are directed towards delivering value to all stakeholders, as well as conform to the highest standards of corporate behaviours.

**2. Board of Directors ("Board")**

The composition of the Board of Directors of the company is in conformity with Clause 49 of the Listing Agreement entered into with the Stock Exchange.

**2.1 The Board as on the date of this report comprises of four Directors.**

All the Directors as on March 31, 2014 on the Board were Independent Non Executive Directors who are eminently qualified and experienced professionals in Business, Finance and Corporate Management.

**2.2 Composition of the Board:**

S.No.	Name of Director	Status
1.	Shri Rajiv Gupta	Non-Executive-Independent-Chairman
2.	Shri Arun Mitter	Non-Executive -Independent
3.	Shri Sharad Aggarwal	Non-Executive -Independent
4.	Shri M.K. Madan	Non-Executive -Independent

**2.2(a) Pecuniary Relationship**

Independent Directors do not have any pecuniary relationships or transactions with the company. No sitting fees and/ or any other remuneration was paid to the directors for attending Board/ Committee Meetings of the company.

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which he is a Director.

**2.3 Board Meetings:**

The meetings of the Board of Directors are informed well in advance and are held at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi. The notice confirming the minutes of the previous meeting and the detailed agenda for the ensuing meeting is sent invariably at least seven days in advance to all the Directors. In terms of the company's Corporate Governance policy, all significant and material information are placed before the Board to enable it to discharge its responsibilities. As per the directions of the Chairman, the Company Secretary who is also the Compliance Officer, convene the meetings. Departmental Heads of the company, in case they are required, are invited to attend the Board Meetings, to make presentations and provide clarifications. The Board meets, at least, once a quarter to review the quarterly performance and financial results of the company.



**2.3(a) Number of Board Meetings:**

During the year ended March 31, 2014, the Board of Directors met five times on the following dates:

S.No.	Date of Meeting	Board Strength	No. of Directors present
1	May 30, 2013	4	4
2	Aug 13, 2013	4	4
3	Sep 12, 2013	4	4
4	Nov 14, 2013	4	4
5	Feb 13, 2014	4	4

**2.3(b) Attendance of Directors:**

S. No.	Name of the Director	No. of Board Meetings held	No. of Board Meetings Attended	Attendance at the last Annual General Meeting	No. of Directorships in other Boards as on March 31, 2014	No. of Memberships in all Committees of the Board as on March 31, 2014
1.	Sh. Rajiv Gupta	5	5	NA*	12	8
2.	Sh. Arun Mitter	5	5	Present	31	9
3.	Sh. Sharad Aggarwal	5	5	Present	14	6
4.	Sh. M.K.Madan	5	5	Present	6	4

\* NA- Not attended

\*\*Includes Directorship in Private and Public Limited Companies

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange Membership/ Chairmanship of only Audit Committee/Stakeholders Relationship Committee and the Remuneration Committee of all the companies has been considered.

**2.3(c) Remuneration to Directors:**

No sitting fees and /or any other remuneration was paid to the Directors for attending Board and/or any Committee Meetings of the company.

**3. Committees of the Board:**

Non-Executive Directors, including the Chairman, provide guidance to operating management on policy matters as well as in monitoring actions of operating management. This involvement is formalized through constitution of designated committees of the Board. The committees are intended to provide regular exchange of information and ideas between the Directors and the operating management.

S. No.	Name of Members	Audit Committee	Stakeholders Relationship Committee	Remuneration Committee
1.	Shri Rajiv Gupta Non-Executive Independent Chairman	Yes	Yes	Yes
2.	Shri Arun Mitter Non-Executive Independent Director	Yes	Yes	No
3	Shri Sharad Aggarwal Non-Executive Independent Director	Yes	No	Yes
4.	Shri M.K. Madan Non-Executive Independent Director	Yes	Yes	Yes

**3.1 Audit Committee:**

**3.1(a) Membership :** The composition of Audit Committee members are as given in para (3) above: Sh. Arun Mitter is the Chairman of Audit Committee. Sh. Rohit Madan, Compliance Officer is the convener of the Audit Committee.

**3.1(b) Broad Terms of reference of the Audit Committee:**

The Audit Committee is in conformity with Section 292 A of the Companies Act, 1956 read with Clause 49 of the Listing Agreement. The Audit Committee acts as a link between the statutory auditors and the Board of Directors.

In particular, the role of Audit Committee includes the following:-

- i) Oversee the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement are sufficient and credible;
- ii) Recommending the appointment of statutory auditors, fixation of audit fee and approval for payment for any other services. Discussions with Statutory Auditors before the audit commences, about the nature and scope of audit as well as past . Audit discussions to ascertain any area of concern.
- iii) Reviewing with the management, the quarterly and annual financial statements before submission to the Board for approval, with particular reference to:-
  - a) Matter required to be included in the Directors' Responsibility Statement to be Included in the Board's report in terms of clause(2AA) of Section 217 of the Companies Act, 1956.
  - b) Changes, if any, in accounting policies and practices and reasons for the same.
  - c) To review related party transactions.
  - d) Whether the audit tests are appropriate and scientifically carried out.
- iv) Compliance with listing and other legal requirements relating to financial statements.
- v) Qualifications in the draft audit report.
- vi) Ensuring compliance with regulatory guidelines.
- vii) Reviewing with the management the adequacy of Internal Control Systems

**3.1(c)** During the year ended March 31, 2014 the Audit Committee met four times on May 30, 2013, August 13, 2013, November 14, 2013 and February 13, 2014.

**3.1(d) Attendance of the Directors in the Audit Committee Meeting:**

S. No.	Name of Director	No.of meetings Held	No.of meetings Attended
1.	Shri Rajiv Gupta	4	4
2.	Shri Arun Mitter	4	4
3.	Shri Sharad Aggarwal	4	4
4.	Shri. M.K.Madan	4	4

The Company also has Share Transfer Committee.

**3.2 Stakeholders' Relationship Committee (formerly known as Shareholders Grievances Committee)**

This committee is comprising of Sh. Rajiv Gupta, Sh. Arun Mitter, and Sh. M.K.Madan. The Committee look into the grievances and complaints of the shareholders like transfer, splitting, consolidation of shares, non-receipt of Balance Sheet, etc. and redress the same.

**3.2(a) Attendance of Directors in the Stakeholders Relationship Committee Meetings:**

During the year ended March 31, 2014, the Stakeholders Relationship Committee met five times on May 6, 2013, August 5, 2013, October 25, 2013, January 30, 2014 and March 31, 2014.

Sh. Rohit Madan, Compliance Officer is the convener of the Stakeholders Grievances Committee.

The attendance for the meetings are as stated below:

S. No.	Name of Director	No.of meetings Held	No.of meetings Attended
1.	Shri Rajiv Gupta	5	5
2.	Shri Arun Mitter	5	5
3.	Shri. M.K.Madan	5	5

The Board of Directors in accordance with the provisions of Section 178(5) of the Companies Act, 2013 have resolved to change the name of the Committee from "Shareholders' Grievance Committee to "Stakeholders' Relationship Committee".

**3.2(b) Details of Investors complaints received during the year ended March 31, 2014**

S.No	Nature of complaints	Received	Disposed	Pending
1.	Non receipt of dividend warrant(s)	2	2	-
2.	Non receipt of Balance Sheet/ Notices	3	3	-
3.	Non receipt of share certificates after transfer/demat	Nil	Nil	-
	Total	5	5	-

**3.2(c) Number of complaints pending with the Company:**

All the shareholders requests/complaints received during the financial year ended March 31, 2014 by the company and/or registrars i.e. M/s Alankit Assignments Limited were replied / resolved to their satisfaction.

**3.3 Remuneration Committee:**
**3.3(a) Membership:**

This Committee is comprising of Sh. Rajiv Gupta, as Chairman and Sh. Arun Mitter, Sh. Sharad Aggarwal and Sh. M.K.Madan as members.

**3.3(b) Attendance of Directors in the Remuneration Committee meetings:**

During the year ended March 31, 2014, the Remuneration Committee met once on March 21, 2014.

Sh. Rohit Madan, Compliance Officer is the convener of the Remuneration Committee.

The attendance of the members in the aforesaid meeting was as under:-

S.No.	Name of Director	No. of meetings Held	No. of meetings Attended
1.	Shri Rajiv Gupta	1	1
2.	Shri Arun Mitter	1	1
3.	Shri Sharad Aggarwal	1	1
4.	Shri. M.K.Madan	1	1

**3.3(c) Broad Terms of reference of the Remuneration Committee:**

- i) The Committee deals with matters related to remuneration by way of salary, perquisites, benefits, etc to the Manager and other senior staff of the Company.

**3.3(d) Remuneration Policy:**

The company follows a market linked remuneration policy, which is aimed at enabling the company to attract and retain the best talent. Compensation is also linked to individual and team performance as they support in the achievement of Corporate Goals. The company does not have an Employee Stock Option Policy.

**3.3(e) Remuneration paid during the year.**

During the year ended March 31, 2014 Sh. Rohit Madan, Manager & Company Secretary, in accordance with the terms & conditions of his appointment was paid remuneration of ₹ 8,56,240/-.

**4. Management:**
**4.1 Management Discussion and Analysis Report:**

The Company has provided a detailed Management Discussion and Analysis Report in Annexure 'B' forming part of the Director's Report.

- 4.2 During the year ended March 31, 2014 the company had entered into transactions in the normal course of business with some of the companies in which some of the directors are interested and all such transactions with related parties as per requirements of Act which have been disclosed adequately in the financial statements forming part of the accounts. There was no potential conflict of interest with that of the company.

#### 4.3. Recording Minutes of proceedings at Board and Committee meetings

The Company Secretary records the minutes of the proceedings of each Board and Committee meeting. Draft minutes are circulated to all the members of the Board/Committee for their comments. The minutes are entered in the Minutes Book within the prescribed period from the conclusion of the meeting.

#### 5. Particulars of Past three AGMs:

Last three Annual General Meetings were held at The Executive Club, 439, Village Shahoorpur, P.O.Fatehpuri Beri, New Delhi-110030 detailed as under:-

AGM No.	Year	Date	Time	Special Resolution required for
26 <sup>th</sup>	2011	Sep 29, 2011	1.00 P.M.	Alteration of Articles of Association.
27 <sup>th</sup>	2012	Sep 27, 2012	1.30 P.M.	Reappointment of Manager
28 <sup>th</sup>	2013	Sep 26, 2013	12.30 P.M.	Nil

All the resolutions, as set out in the respective notices, were passed by the shareholders.

No resolution was passed through postal ballot.

#### 6. Shareholder Information :

- 6.1 Annual General Meeting** : 29<sup>th</sup> Annual General Meeting  
**Day & Date** : Thursday, the September 18, 2014  
**Time** : 1.00 P.M.  
**Venue** : The Executive Club,  
 439, Village Shahoorpur,  
 P.O. Fatehpuri Beri,  
 New Delhi – 110 030.

#### 6.2 Financial Calendar

- Financial reporting for the quarter ended June 30, 2014
- Financial reporting for the half year ended September 30, 2014
- Financial reporting for the nine months ended December 31, 2014
- Financial reporting for the year ended March 31, 2015

(Tentative schedule)

**Second week of August, 2014**

**Second week of November, 2014**

**Second week of February, 2015**

**Within 60 days of the close of the quarter.**

#### 6.3 Means of Communication:

- Quarterly/Half Yearly Financial Results of the company are forwarded to Bombay Stock Exchange and published in Money Makers and Dainik Mahalaxmi newspapers. Half-yearly report is not sent to each household of shareholders as the results of the company is published in the newspapers. In addition to the above, the results are also available on the company's website: <http://www.indialease.com> for the information of all the shareholders.
- Company has not made any presentation to any Institutional Investors / Analyst during the year.
- Company has its own website and all the vital information relating to the company is displayed on the web site. Address of the website is <http://www.indialease.com>

#### 6.4 Date of Book Closure

Friday, the September 12, 2014 to Thursday, the September 18, 2014 (both days inclusive)

#### 6.5(a) Registrar and Share Transfer Agents :

In compliance with SEBI directive M/s Alankit Assignments Ltd, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110055. Tel No.011-42541953-63 are carrying on assignment of both physical and demat mode.

However, keeping in view the convenience of shareholders, documents relating to the shares are continued to be received by the company at its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002, Telephone Nos. 011-41519433, 011-41520070.

**6.5(b) Under Demat and Physical Mode:**

Alankit Assignments Limited  
Alankit Heights, 1E/13,  
Jhandewalan Extension,  
New Delhi-110 055.  
Ph: 011-42541953-63

**6.5(c) Nomination Facility:**

Shareholders are eligible to file their nominations against shareholdings. Nomination Form (SH-13) are available at the Registered Office i.e. MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002. Those interested in getting the facility of nominations may write to the Company Secretary for a copy of the prescribed Nomination Form.

**6.6** The under noted officials of the company have been designated for speedy redressal of shareholder's/ investor's requests/ queries.

**6.6(a) Compliance Officer:**

Shri Rohit Madan, Manager & Company Secretary  
ACS No.: 13636

**6.6(b) Address for Correspondence:**

Registered Office: MGF House,  
4/17-B, Asaf Ali Road, New Delhi-110002  
CIN: DL1984PLC019218  
Phone: 011-41519433, 41520070  
Website: [www.indialease.com](http://www.indialease.com)  
Email: [info@indialease.com](mailto:info@indialease.com)

**6.7 Listing on Stock Exchange:**

The Shares of the company are listed on Bombay Stock Exchange (BSE).

The company confirms that it has paid the annual listing fees for 2014-2015 to the Stock Exchange where the shares of the company were listed during the year.

The Stock Exchange, Mumbai  
Phiroze Jee Jee Bhoy Towers  
Dalal Street,  
Mumbai – 400001  
Ph: 022-22721233-34, Fax : 022-22721072  
Email id: [isc@bse.com](mailto:isc@bse.com)

**6.8 Stock Code of the Company:**

Bombay Stock Exchange Limited  
Electronic Mode: **INE 333C01013**  
Scrip Name: **INDLEASE**  
Scrip Code: **500202**

**6.9 ISIN No. for the Company's**

**Equity shares in Demat Form: INE 333C01013**

**6.10 Depository Connectivity:**

**NSDL and CDSL**

**6.11 Market Price Data: (As obtained from BSE)**

Month & Year	High (in ₹)	Low (in ₹)
April – 2013	9.60	7.60
May – 2013	8.22	6.00
June – 2013	7.49	5.63
July – 2013	7.00	6.66
August – 2013	6.80	6.20
September – 2013	6.80	6.80
October – 2013	7.75	6.45
November – 2013	8.12	7.28
December – 2013	7.01	5.72
January – 2014	5.71	4.22
February – 2014	5.78	4.46
March – 2014	6.03	4.85

**6.12 Categories of Shareholding as on March 31, 2014:**

S.No	Category	No. of Shares held	% of Shareholding
<b>A</b>	<b>Promoters</b>	9929223	67.54
<b>B</b>	<b>Non Promoter Holding</b>		
	<b>Mutual Funds and UTI</b>	-	-
	Banks, Financial Institutions, Insurance Companies(Central/State Government Institutions/Non Government Institutions)	743250	5.06
<b>C</b>	<b>Others</b>		
	Private Corporate Bodies	146928	1.00
	Indian Public	3871589	26.34
	NRIs/OCBs	9301	0.06
	Directors and Relatives	-	-
	Trusts	-	-
	<b>Total</b>	<b>14700291</b>	<b>100.00</b>

**6.13 Distribution of Company's Shareholding as on March 31, 2014:**

Category	Shareholders			No. of Shares(₹ 10/- per share)			Percentage(%)		
	Physical	Demat	Total	Physical	Demat	Total	Physical	Demat	Total
Upto 5000	6161	4070	10231	1113252	1060429	2173681	7.57	7.21	14.79
5001-10000	5	19	24	36000	154324	190324	0.24	1.05	1.29
10001-20000	2	7	9	34350	100761	135111	0.23	0.69	0.92
20001-30000	3	3	6	80250	71750	152000	0.55	0.49	1.03
30001-40000	1	3	4	37650	108200	145850	0.26	0.74	0.99
40001-50000	0	1	1	0	50000	50000	0.00	0.34	0.34
50001-100000	0	1	1	0	75350	75350	0.00	0.51	0.51
100001-Above	0	15	15	0	11777975	11777975	0.00	80.12	80.12
<b>Total</b>	<b>6172</b>	<b>4119</b>	<b>10291</b>	<b>1301502</b>	<b>13398789</b>	<b>14700291</b>	<b>8.85</b>	<b>91.15</b>	<b>100.00</b>

**7. Compliance:**

A certificate has been obtained from the Statutory Auditors of the company regarding compliance of conditions of Corporate Governance and is attached to this report.

By Order of the Board of Directors  
For India Lease Development Limited

Place : New Delhi  
Dated : August 1, 2014

**Rajiv Gupta**  
Chairman  
DIN : 00022964



**ANNEXURE 'B' TO THE DIRECTOR'S REPORT**
**MANAGEMENT'S DISCUSSION AND ANALYSIS:  
NBFC- INDUSTRY STRUCTURE AND BUSINESS DEVELOPMENTS**
**Industry Overview:**

The business of the Company is that of a Non Banking Finance Company(NBFC).

Non Banking Financial Companies(NBFCs) play a crucial role in broadening access to financial services, enhancing competition and diversification of the financial sector.

NBFCs have an advantage over banks as the business model is relationship-oriented, requires a good geographical spread and survives on thin margins. Banks and NBFCs compete for some similar kinds of business. In spite of strong competition faced by the NBFCs, the inner strength of NBFCs viz local knowledge, credit appraisal, skill, well trained collection machinery, close monitoring of borrowers and personalized attention to each client are catering to the needs of small and medium enterprises in the rural and semi urban area.

**Outlook on opportunities, threats, risks and concerns:**

The company is consolidating its position and making its best efforts to realize the maximum from the customers by taking recourse of legal remedies where warranted.

**Internal control System and adequacy**

Your company has an adequate system of Internal control, designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance with management's authorization and properly recorded. Accounting records are adequate for preparation of financial statements and other financial information. Besides, the management has put in place system for review and monitoring of non performing assets of the company for effecting recoveries.

**Financial**

The Financial performance of the Company are given as under:-

(₹ In Lacs)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Profit/ (Loss) before taxation, interest, depreciation and provisions	(43.59)	(29.91)
Depreciation including impairment	(0.92)	(1.26)
Profit / (Loss) before provision for non performing assets & tax	(44.51)	(31.17)
Provision for non performing assets written back	26.38	1.59
Profit/Loss for the year	(18.13)	(29.58)
Profit/Loss brought forward	(2069.26)	(2039.68)
Total Profit / Loss	(2087.40)	(2069.26)
<b>Appropriations</b>		
Transferred to Statutory Reserves u/s 45-IC of the RBI Act, 1934	-	-
Balance carried forward to Balance Sheet	(2087.40)	(2069.26)

**Risk and Concern**

In view of no fresh business exposure, the existing clients sometimes lead to default in repayment which has a cascading effect on other customers for which suitable measures to control this trend are taken

**Human Resources**

Your company considers human resources a key element. The company has a competency based performance and potential appraisal systems for identifying and developing managerial talents and is reviewed on an on going basis. Emphasis is laid on providing adequate training to its employees, to meet the attitudinal and cultural values of the organization ethos to achieve customer satisfaction.

**Disclaimer**

Certain Statements in the Management Discussion and Analysis describing the company's views about the industry, expectations, objectives, etc may be understood within the meaning of applicable laws and regulations. Factors like changes in Government regulations, tax laws and other factors as such industrial relations and economic developments etc. may further influence the company's operations or performance.

**AUDITORS'S CERTIFICATE ON THE COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

We have examined the compliance of conditions of Corporate Governance by India Lease Development Limited having its Registered Office at MGF House, 4/17-B, Asaf Ali Road, New Delhi-110002 for the year ended March 31, 2014 as stipulated in Clause 49 of the Listing Agreement of the said company with Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review to procedures and implementation thereof, adopted by the company, for ensuring the compliance of the conditions of Corporate Governance, it is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We 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.

**For S.N. DHAWAN & CO**  
Chartered Accountants  
**FRN No. 000050N**

**S.K. Khattar**  
Partner  
**M. No.084993**

**Place : New Delhi**  
**Date : August 1, 2014**

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

I, Arun Mitter, Chief Executive Officer (CEO) & Chief Financial Officer (CFO) hereby certify that for the financial year ended March 31, 2014, on the basis of the review of the financial statements and the cash flow statement and to the best of my knowledge and belief that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement 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.
3. There are no transactions entered into by the Company during the year ended March 31, 2014 which are fraudulent, illegal or in violation of the Company's Code of Conduct.
4. I have accepted responsibility for establishing and maintaining internal controls for financial reporting.
5. I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting.
6. I have disclosed to the Auditors and the Audit Committee, deficiencies of which I am aware in the design or operation of the internal control systems.
7. I have taken the required steps to rectify these internal control deficiencies.
8. I further certify that:
  - a) There have been no significant changes in internal controls over financial reporting during the year.
  - b) There have been no significant changes in accounting policies during the year.
  - c) There have been no instances of significant fraud of which I have become aware and the involvement therein, of management or an employee having a significant role in the company's internal control systems over financial reporting.

**For India Lease Development Limited**

**Place : New Delhi**  
**Dated : August 1, 2014**

**(Arun Mitter)**  
Director, CEO & CFO  
DIN : 00022941

**DECLARATION**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and the Senior Management Personnel have confirmed compliance with the Code of Conduct for the year ended March 31, 2014.

**For India Lease Development Limited**

**Place : New Delhi**  
**Dated : August 1, 2014**

**(Arun Mitter)**  
Director, CEO & CFO  
DIN : 00022941

**SECRETARIAL AUDIT REPORT**

The Board of Directors  
India Lease Development Limited  
MGF House, 4/17-B,  
Asaf Ali Road,  
New Delhi – 110002

I, Anjali Yadav, practising Company Secretary, had conducted the Secretarial Audit of **M/s India Lease Development Limited** having registered office at MGF House, 4/17-B, Asaf Ali Road, New Delhi – 110002. The audit was conducted so as to ascertain the accuracy in application of statutory provisions, their compliances and adherence to good corporate practices by the Company.

We have examined the registers, records and documents maintained by the Company, for the financial year ended on 31<sup>st</sup> March 2014 in the light of the provisions contained in-

- The Companies Act, 1956 and the Rules made thereunder;
  - The Depositories Act, 1996 and the Regulation made thereunder;
  - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - The Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1999 and
  - The Listing Agreement entered into by the company with stock exchanges having nation-wide trading terminals.
- A. Based on our examination and verification of the records made available to us and according to the clarifications and explanations given to us by the company, we report that the company has, in our opinion, complied with the applicable provisions of the Companies Act, 1956 and the rules made thereunder and of the various Acts and the Rules, Regulations and Guidelines made thereunder, listing agreement as mentioned above and of the Memorandum and Articles of Association of the company, with regard to:
1. Maintenance of various statutory and non-statutory registers and documents and making necessary changes therein as and when the occasion demands.
  2. All forms, returns and resolutions required to be filed with the Registrar of Companies are duly filed.
  3. Service of the requisite Documents by the Company on its Members, Registrar and Stock Exchanges.
  4. Composition of the Board, appointment, retirement and resignation of directors.
  5. Service of notice and agenda of Board Meetings and Meetings of the committee of directors.
  6. Meeting of the board and its committee.
  7. Holding Annual General Meeting and production of the various registers there at.
  8. Recording the Minutes of proceedings of Board Meetings, committee meetings and General Meeting.
  9. Appointment and remuneration of Auditors.
  10. Registration of transfer of shares held in physical mode.
  11. Dematerialisation and re-materialisation of shares.
  12. Execution of contracts, affixation of common seal, registered office and the name of the company.
  13. Requirement of the Securities and Exchange Board of India (Substantial Acquisition of shares and takeovers) Regulations, 2011.
  14. Requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 1999.
  15. Requirements set out in the listing agreement with the aforementioned stock exchanges.

B. We further report that-

The company has complied with various requirements relating to disclosures, declarations made by the Directors with respect to directorships, memberships of committees of the Board of Companies of which they are directors, their shareholding and interest of concern in the contracts entered into by the company in pursuing of its normal business.

**Place: New Delhi**  
**Date: July 31, 2014**

**Anjali Yadav**  
Practising Company Secretary  
FCS No. 6628  
CP No. 7257

**INDEPENDENT AUDITOR'S REPORT**

To the Members of

India Lease Development Limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of India Lease Development Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956("the Act") read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Emphasis of Matter**

Without qualifying our report we draw attention to:

- i) *The Company has discontinued fresh hire purchase / leasing business. The management is of the view that the realization of the assets will be sufficient to pay off its entire liabilities. In view of the above the financial statements have been prepared on the assumption that the Company will continue as a going concern. (Refer Note No. 21)*
- ii) *There is non-compliance of the provisions of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions 1998 with regard to maintenance of Credit Concentration/Investment Norms in respect of lending to one of the Company where these are exceeding the limits. (Refer Note No.22)*

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and 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 account as required by law have been kept by the Company so far as appears from our examination of those books and proper returns adequate for the purposes of our audit;
  - c. the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards notified under the Companies Act, 1956 read with General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.
  - e. On the basis of written representations received from the Directors, as at March 31, 2014 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as at March 31, 2014 from being appointed as a Director under clause (g) of sub section (1) of section 274 of the Companies Act, 1956.

**For S. N. Dhawan & Co.**  
Chartered Accountants  
FRN – 000050N

**S. K. Khattar**  
(Partner)  
M. No. 084993

**Date : May 30, 2014**

**Place : New Delhi**

**Annexure to Independent Auditor's Report**

**(Referred to in Paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date on the accounts of India Lease Development Limited for the year ended March 31, 2014)**

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) As per information and explanations given to us the fixed assets have been physically verified by the management, during the year. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed.
  - (c) The Company has not disposed off a substantial part of its fixed assets during the year.
- ii) The Company does not have any inventory. Therefore, the provisions of clause 4(ii) (a), (b) & (c) of the Order are not applicable.
- iii) (a) The Company has granted Inter Corporate Deposits to one company covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year and the year-end balance of such inter corporate deposit given to such party was Rs. 763 lacs.
  - (b) In our opinion, the rate of interest and other terms and conditions of such loans are not, prime facie, prejudicial to the interest of the Company.
  - (c) According to the information and explanations given to us, the Inter Corporate Deposit given during the year is repayable on demand. The repayment of interest is regular.
  - (d) There is no overdue amount in excess of Rs. One lac in respect of loans granted to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
  - (e) The Company has not taken any loan secured or unsecured loan from companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956. Accordingly, provisions of clause 4(iii) (e) to (g) of the Order are not applicable.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets, inventories, sale of goods and services during the year. During the course of our audit we have not come across any continuing failure to correct major weaknesses in the internal control systems.



- v) (a) According to the information and explanations given to us, we are of the opinion that the particulars of contracts or arrangements that need to be entered into the register maintained under Section 301 of the Companies Act 1956 have been so entered.
- (b) According to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- vi) The Company has not accepted any deposits from the public within the meaning of Sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- vii) The Company has an in-house internal audit system commensurate with the size and nature of its business.
- viii) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 209(1) (d) of the Companies Act, 1956.
- ix) (a) According to the information and explanations given to us and according to the records produced before us, the Company is generally regular in depositing, with appropriate authorities the undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax and any other material statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Wealth Tax, Sales Tax, Service Tax were in arrears as at March 31, 2014 for a period of more than six months from the date they become payable.
- (c) According to the information and explanations given to us, there are no dues of Income Tax, Sales Tax, Wealth Tax and Service Tax which have not been deposited on account of any dispute.
- x) The accumulated losses of the Company are more than fifty percent of the net worth of the Company. Further the Company has incurred cash losses during the financial year covered by our audit and also in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has no outstanding dues in respect of a financial institution or bank or debenture holders. Therefore, the provisions of clause 4(xi) of the Order are not applicable.
- xii) The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities. Therefore, the provisions of clause 4 (xii) of the Order are not applicable.
- xiii) In our opinion and according to the information and explanations given to us the Company is not a Chit Fund or Nidhi / Mutual Benefit Fund / Society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable.
- xiv) In our opinion the Company is not dealing or trading in shares, securities, debentures or other investments. Therefore, the provisions of clause 4 (xiv) of the Order are not applicable.
- xv) The Company has not given any guarantees for loans taken by others from banks or financial institutions. Therefore, the provisions of clause 4(xv) of the Order are not applicable.
- xvi) The Company has not taken any term loans. Therefore, the provisions of clause 4(xvi) of the Order are not applicable.
- xvii) According to the information and explanations given to us, and an overall examination of the Balance Sheet of the Company, we report that no funds raised on short term basis have been used for long term investments.
- xviii) According to the information and explanations given to us, the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act, 1956.
- xix) The Company has not issued any debentures during the year.
- xx) The Company has not raised any money through public issue during the year.
- xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For S. N. Dhawan & Co.**  
Chartered Accountants  
FRN – 000050N

**S. K. Khattar**  
(Partner)  
M. No. 084993

**Date : May 30, 2014**  
**Place : New Delhi**

**BALANCE SHEET AS AT 31st MARCH, 2014**

(Amount in ₹)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's funds</b>			
(a) Share Capital	2	147,130,160	147,130,160
(b) Reserves and Surplus	3	(63,970,357)	(62,157,126)
<b>(2) Non-current liabilities</b>			
(a) Long Term Provisions	4	78,316,348	81,292,285
<b>(3) Current liabilities</b>			
(a) Trade Payables	5	1,053,647	1,263,898
(b) Other Current Liabilities	6	16,288,713	16,326,958
(c) Short-term Provisions	7	90,805	88,977
<b>Total</b>		<b>178,909,316</b>	<b>183,945,152</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed Assets	8		
<b>Tangible Assets</b>		-	-
(b) Non-current Investments	9	18,985,572	18,985,572
(c) Long term loans and advances	10	36,636,115	37,139,171
(d) Other non-current assets	11	10,150,442	9,632,504
<b>(2) Current assets</b>			
(a) Current investments	12	119,084	2,975,574
(b) Trade receivables	13	33,712,096	35,851,908
(c) Cash and Bank Balances	14	3,006,007	9,039,923
(d) Short-term loans and advances	15	76,300,000	68,000,000
(e) Other current assets	16	-	2,320,500
<b>Total</b>		<b>178,909,316</b>	<b>183,945,152</b>
Summary of significant accounting policies	1		

The accompanying notes 1 to 38 form an integral part of the financial statements

As per our report of even date

 For **S.N.Dhawan & Co.**  
 Chartered Accountants  
 FRN 000050N

**(S. K. Khattar)**  
 Partner  
 M. No. 084993

**Place : New Delhi**  
**Dated : May 30, 2014**

For and on Behalf of the Board of Directors

**Rajiv Gupta**  
 Chairman  
 DIN:00022964

**M.K.Madan**  
 Director  
 DIN:01060575

**Rohit Madan**  
 Manager & Company Secretary  
 ACS NO.:13636

**Arun Mitter**  
 Director  
 DIN:00022941

**Sharad Aggarwal**  
 Director  
 DIN:00629816

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014**

(Amount in ₹)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2014	For the year ended 31 <sup>st</sup> March, 2013
<b>Income</b>			
Revenue from Operations	17	562,239	1,594,061
Other Income	18	9,010,129	5,922,699
<b>Total Income</b>		<b>9,572,368</b>	<b>7,516,760</b>
<b>Expenses</b>			
Employee benefit expenses	19	6,107,274	4,775,357
Other expenses	20	7,824,633	5,732,425
Depreciation and amortization expenses	8 a	92,013	125,659
<b>Total Expenses</b>		<b>14,023,920</b>	<b>10,633,441</b>
<b>Profit/(Loss) before tax</b>		<b>(4,451,552)</b>	<b>(3,116,681)</b>
Excess provision against doubtful/irrecoverable assets written back		2,638,321	158,763
<b>Tax expenses :</b>			
Current tax		-	-
Deferred tax		-	-
<b>Profit / ( Loss ) for the year</b>		<b>(1,813,231)</b>	<b>(2,957,918)</b>
Earning per equity share:(in Rs.) (Face Value of Rs. 10/- each)			
(1) Basic		(0.12)	(0.20)
(2) Diluted		(0.12)	(0.20)
Summary of significant accounting policies	1		

The accompanying notes 1 to 38 form an integral part of the financial statements

As per our report of even date

 For **S.N.Dhawan & Co.**  
Chartered Accountants  
FRN 000050N

**(S. K. Khattar)**  
Partner  
M. No. 084993

**Place : New Delhi**  
**Dated : May 30, 2014**

For and on Behalf of the Board of Directors

**Rajiv Gupta**  
Chairman  
DIN:00022964

**M.K.Madan**  
Director  
DIN:01060575

**Rohit Madan**  
Manager & Company Secretary  
ACS NO.:13636

**Arun Mitter**  
Director  
DIN:00022941

**Sharad Aggarwal**  
Director  
DIN:00629816

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

(Amount in ₹)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2014	For the Year Ended 31 <sup>st</sup> March, 2013
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit / (Loss) before Tax	(1,813,231)	(2,957,918)
Adjustments for :		
Depreciation	92,013	125,659
Provision for Non Performing Assets	(2,638,321)	(158,761)
Interest / Dividend Received - Considered Separately	(170,920)	(641,452)
	<u>(2,717,228)</u>	<u>(674,554)</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>(4,530,459)</b>	<b>(3,632,472)</b>
Adjustments for :		
Increase/(Decrease) in non current liabilities	(337,616)	15,424
Increase/(Decrease) in current liabilities	(246,668)	(3,081,234)
Increase/(Decrease) in long term loans and advances	503,056	10,342
(Increase)/Decrease in other non current assets	(517,938)	164,746
Increase/(Decrease) in trade receivables	2,139,812	160,812
(Increase)/Decrease in short term loans & advances	(8,300,000)	(7,000,000)
(Increase)/Decrease in other current asset	2,320,500	(227,438)
<b>CASH GENERATED FROM OPERATIONS</b>	<b>(8,969,313)</b>	<b>(13,589,820)</b>
Direct taxes paid/excess provision written back	-	-
Interest Paid	-	-
<b>NET CASH FLOW FROM OPERATING ACTIVITIES (A)</b>	<b>(8,969,313)</b>	<b>(13,589,820)</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Addition/Sale of Investments (Net)	2,856,490	21,551,485
Sale of Fixed Assets	(92,013)	(125,658)
Interest / Dividend Received	170,920	641,452
<b>NET CASH FLOW FROM INVESTING ACTIVITIES (B)</b>	<b>2,935,397</b>	<b>22,067,279</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>NET CASH FLOW FROM FINANCING ACTIVITIES (C)</b>	<b>-</b>	<b>-</b>
<b>NET INCREASE/( DECREASE) IN CASH AND CASH EQUIVALENTS(A+B+C)</b>	<b>(6,033,916)</b>	<b>8,477,459</b>
Cash and Cash Equivalents at the Beginning of the Year	9,039,923	562,464
<b>Cash and Cash Equivalents at the Close of the Year</b>	<b>3,006,007</b>	<b>9,039,923</b>
Component of Cash and Cash Equivalents at the Close of the Year		
Cash and Cheques in Hand	41,765	31,292
With Banks in Current Account	2,964,242	8,660,482
With Banks in Deposit Account	-	348,149
	<u>3,006,007</u>	<u>9,039,923</u>

**Note:**

1. Previous year's figures have been regrouped/ rearranged wherever considered necessary to compare with this year's figures.

As per our report of even date

 For **S.N.Dhawan & Co.**  
Chartered Accountants  
FRN 000050N

**(S. K. Khattar)**  
Partner  
M. No. 084993

**Place : New Delhi**  
**Dated : May 30, 2014**

For and on Behalf of the Board of Directors

**Rajiv Gupta**  
Chairman  
DIN:00022964

**M.K.Madan**  
Director  
DIN:01060575

**Rohit Madan**  
Manager & Company Secretary  
ACS NO.:13636

**Arun Mitter**  
Director  
DIN:00022941

**Sharad Aggarwal**  
Director  
DIN:00629816

**Notes forming part of the financial statements for the year ended 31st March 2014****1. SIGNIFICANT ACCOUNTING POLICIES****i) Accounting Convention**

The financial statements have been prepared under the historical cost convention, as per provisions of the Companies Act, 1956 and after taking into account the applicable guidelines issued by the Reserve Bank of India to Non Banking Financial Companies from time to time and in accordance with the mandatory Accounting Standards issued by The Institute of Chartered Accountants of India.

**ii) Fixed Assets**

Fixed Assets (including assets given on lease upto 31.3.2001) have been stated at cost less accumulated depreciation and impairment, if any. Cost refers to cost of acquisitions.

**iii) Investments**

Long terms investments are valued at cost. Cost refers to actual cost of acquisition / carrying cost. Provisions for diminution in value, if any, is made if decline is of permanent nature. Current Investments are valued at lower of cost or market value.

**iv) Repossessed Vehicles**

Repossessed vehicles in hand are valued at the Principal or Principal and Interest amount due from hirers or at net realisable value, whichever is lower.

**v) Assets given under finance lease**

Assets given under finance lease w.e.f. 1<sup>st</sup> April, 2001 are recorded as receivables and shown under current assets. Finance income is recognized based on a pattern reflecting a constant periodic rate of return on the net investment outstanding. Initial direct costs incurred are charged to the Profit & Loss Account.

**vi) Depreciation**

- (a) Depreciation on office equipments and generators, owned by the Company, is provided on written down value method at the rate, as per the Income Tax Act, 1961. Depreciation on other owned assets, are provided on written down value method, at rates prescribed under Schedule XIV to the Companies Act 1956.
- (b) Assets given on lease prior to 31<sup>st</sup> March, 2001 and included under 'Assets on Lease' in the Fixed Asset Schedule are depreciated on straight line method at rates prescribed under Schedule XIV to the Companies Act 1956 except machinery which is depreciated on written down value method at the rates as per the Income Tax Act 1961.

**vii) Classification of Assets and Provisioning**

Assets are classified into Performing and Non Performing categories based on their record of recovery as prescribed by the Reserve Bank of India's Prudential Norms and after considering adjustments effected, if any. Provisions are being made as per Reserve Bank of India's Prudential Norms.

**viii) Revenue Recognition**

- a) Finance Charges on hire purchase/ loans against hypothecation contracts and income from finance lease transactions are computed using Internal Rate of Return Method which ensures a constant periodic rate of return on net finance amount outstanding.
- b) Lease Rentals are accounted for as per terms of lease agreements. However, in compliance of the Guidance Note on "Accounting for Leases" issued by The Institute of Chartered Accountants of India, and applicable to transactions entered into prior to 01.4.2001, the differential between the Capital Recovery Component comprised (based on the Internal Rate of Return Method) in the lease rentals and the depreciation referred to in Para 6(ii) above, (for all assets acquired on or beginning from 1<sup>st</sup> April, 1995 from accounting year 1995-96 and in respect of assets acquired upto 1.4.1995 prospectively from the accounting year 1996-97) is carried to "Lease Equalisation" in the Profit & Loss Account.
- c) Income from Non Performing Assets is recognised when realised.

- d) Bill Discounting Charges are accounted for on accrual basis except in case of Non Performing Assets, wherein it is recognised on realisation basis.
- e) Overdue charges from hirers/lessees are accounted for on realisation basis in view of significant uncertainties.
- f) Interest income recognised on accrual basis.
- g) Dividend is accounted for on accrual basis when the right to receive dividend is established.

**ix) Retirement Benefits**

- a) The liability on account of Gratuity is provided on the basis of actuarial valuation at the year end.
- b) Provident Fund contribution for all employees is charged to revenue each year.

**x) Deferred Tax**

Deferred Tax is recognised, subject to consideration of prudence, on timing differences, representing the difference between the taxable income/ (loss) and the accounting income/ (loss) that originated in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets and liabilities are measured using tax rates and the tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax assets viz. unabsorbed depreciation and carry forward losses are recognised if there is 'virtual certainty' that sufficient future taxable income will be available against which such deferred tax assets can be realised.

**xi) Impairment of Assets**

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

**xii) Provisions, Contingent Liabilities and Contingent Assets**

Provisions are recognized for liabilities that can be measured only by using a substantial degree of estimation, if

- a) the Company has a present obligation as a result of past event,
- b) a probable outflow of resources is expected to settle the obligation and
- c) the amount of obligation can be reliably estimated.

Reimbursements expected in respect of expenditure required to settle a provision are recognised only when it is virtually certain that the reimbursement will be received.

Contingent liability is disclosed in the case of

- a) a present obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- b) a possible obligation, of which the probability of outflow of resources is remote.

Contingent Assets are neither, recognised nor disclosed.

Provisions, Contingent Liabilities and Contingent Assets are reviewed at each Balance Sheet date.

(Amount in ₹)

Particulars	As at 31st March 2014	As at 31st March 2013
<b>2 : SHARE CAPITAL</b>		
<b>Authorised</b>		
1,50,00,000 (Previous Year 1,50,00,000)		
Equity shares of ₹ 10 each	<u>150,000,000</u>	<u>150,000,000</u>
<b>Total</b>	<u>150,000,000</u>	<u>150,000,000</u>
<b>Issued Subscribed &amp; Paid-Up</b>		
1,47,00,291 (Previous Year 1,47,00,291)		
Equity shares of ₹ 10 each fully paid up	<u>147,002,910</u>	<u>147,002,910</u>
Add: shares forfeited ( fully paid up)	<u>127,250</u>	<u>127,250</u>
<b>Total</b>	<u>147,130,160</u>	<u>147,130,160</u>

2.a The Company has one class of Equity Shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held.

2.b) The reconciliation of the number of shares outstanding is set out below:

**Equity Share**

Shares outstanding at the beginning of the year  
 Shares issued during the year  
 Shares bought back during the year  
 Shares outstanding at the end of the year

	As at 31st March 2014		As at 31st March 2013	
	No. of shares	Amount in ₹	No. of shares	Amount in ₹
Shares outstanding at the beginning of the year	14,700,291	147,002,910	14,700,291	147,002,910
Shares issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<u>14,700,291</u>	<u>147,002,910</u>	<u>14,700,291</u>	<u>147,002,910</u>
	No. of shares	%age of holding	No. of shares	%age of holding

2.c) Details of shares held by shareholders holding more than 5% shares at the year end

The Motor & General Finance Limited  
 Bahubali Services Limited  
 Ram Prakash & Co. Private Limited  
 Punjab National Bank  
 Mr. Rajiv Gupta

The Motor & General Finance Limited	4,608,840	31.35	4,608,840	31.35
Bahubali Services Limited	1,778,870	12.10	1,778,870	12.10
Ram Prakash & Co. Private Limited	1,499,499	10.20	1,476,325	10.04
Punjab National Bank	742,950	5.05	742,950	5.05
Mr. Rajiv Gupta	780,498	5.31	779,498	5.30
	<u>9,410,657</u>	<u>64.02</u>	<u>9,386,483</u>	<u>63.85</u>



(Amount in ₹)

Particulars	As at 31st March 2014	As at 31st March 2013
<b>3 : RESERVES AND SURPLUS</b>		
<b>Securities Premium Account</b>		
At the beginning of the year	91,751,750	91,751,750
Additions during the year	-	-
At the end of the year	91,751,750	91,751,750
<b>Statutory reserve</b>		
<b>(U/s 45 IC Reserve Bank of India Act)</b>		
Opening balance	35,422,266	35,422,266
Additions during the year	-	-
Less : Deduction	-	-
Closing balance	35,422,266	35,422,266
<b>General reserve</b>		
Opening balance	17,595,658	17,595,658
Less : Deduction	-	-
Closing balance	17,595,658	17,595,658
<b>Surplus/(deficit) in the statement of profit and loss</b>		
Balance as at the beginning of the year	(206,926,800)	(203,968,882)
Profit/(Loss) for the year	(1,813,231)	(2,957,918)
Less: Transfer to statutory reserve:	-	-
Closing balance	(208,740,031)	(206,926,800)
<b>Total</b>	<b>(63,970,357)</b>	<b>(62,157,126)</b>

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>4 : LONG TERM PROVISIONS</b>		
<b>Provision for employee benefits</b>		
Provision for gratuity	1,590,889	1,928,505
Provision for Non performing assets	76,725,459	79,363,780
<b>Total</b>	78,316,348	81,292,285
<b>5 : TRADE PAYABLES</b>		
Trade payables	1,053,647	1,263,898
<b>Total</b>	1,053,647	1,263,898
<b>6 : OTHER CURRENT LIABILITIES</b>		
Other liabilities*	4,822,513	4,749,146
TDS payable	42,300	52,373
Deposits and advances from hirers	85,700	85,700
Deposits and advances from lessors (*includes Statutory dues and Employees dues)	11,338,200	11,439,739
<b>Total</b>	16,288,713	16,326,958
<b>7 : SHORT TERM PROVISIONS</b>		
<b>Provision for employee benefits</b>		
Provision for gratuity	90,805	88,977
	90,805	88,977
<b>8 : FIXED ASSETS</b>		
<b>a) Tangible assets</b>		
<b>Assets on lease</b>		
Gross Block	51,934,452	51,934,452
Less: Depreciation/Impairment	51,934,452	51,934,452
Net Block	-	-
Less: Accumulated Lease Adjustment	-	-
	-	-
<b>b) Other Fixed Assets</b>		
Gross Block	25,135,286	25,164,235
Less: Depreciation/Impairment	24,879,559	24,812,922
Net Block	255,727	351,313
Less: Accumulated Lease Adjustment	255,727	351,313
<b>Total</b>	-	-

## FIXED ASSETS AS ON 31ST MARCH, 2014

## 8 a. Details of Fixed assets

(Amount in ₹)

Particulars	GROSS BLOCK					DEPRECIATION					NET BLOCK		
	As at 01.04.2013	Additions	Deductions	As at 31st March, 2014	Upto 01.04.2013	For the year	Deductions	Impairment	Upto 31st March, 2014	As at 31st March, 2014	As at 31st March, 2013		
<b>Assets on Lease</b>													
Vehicle	51,934,452	-	-	51,934,452	51,934,452	-	-	-	51,934,452	-	-	-	
Machinery	-	-	-	-	-	-	-	-	-	-	-	-	
<b>TOTAL (A)</b>	<b>51,934,452</b>	<b>-</b>	<b>-</b>	<b>51,934,452</b>	<b>51,934,452</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>51,934,452</b>	<b>-</b>	<b>-</b>	<b>-</b>	
Land	-	-	-	-	-	-	-	-	-	-	-	-	
Electrical Fittings	1,631	-	-	1,631	1,631	-	-	-	1,631	-	-	-	
Airconditioning System	2,285,146	-	-	2,285,146	2,285,146	-	-	-	2,285,146	-	-	-	
Office Equipments	2,044,192	-	-	2,044,192	2,044,192	-	-	-	2,044,192	-	-	-	
Vehicles	5,582,319	-	28,949	5,553,370	5,240,242	88,319	25,376	-	5,303,185	250,185	342,077	-	
Computers	12,230,672	-	-	12,230,672	12,221,437	3,694	-	-	12,225,131	5,541	9,235	-	
Furniture & fixture	2,349,794	-	-	2,349,794	2,349,793	-	-	-	2,349,793	-	-	-	
Generator	670,481	-	-	670,481	670,481	-	-	-	670,481	-	-	-	
<b>TOTAL (B)</b>	<b>25,164,235</b>	<b>-</b>	<b>28,949</b>	<b>25,135,286</b>	<b>24,812,922</b>	<b>92,013</b>	<b>25,376</b>	<b>-</b>	<b>24,879,559</b>	<b>255,726</b>	<b>351,312</b>	<b>-</b>	
<b>TOTAL (A) + (B)</b>	<b>77,098,687</b>	<b>-</b>	<b>28,949</b>	<b>77,069,738</b>	<b>76,747,374</b>	<b>92,013</b>	<b>25,376</b>	<b>-</b>	<b>76,814,011</b>	<b>255,726</b>	<b>351,312</b>	<b>-</b>	
<b>Previous Year</b>	<b>77,858,686</b>	<b>-</b>	<b>760,000</b>	<b>76,621,715</b>	<b>125,659</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>76,747,374</b>	<b>351,312</b>	<b>-</b>	<b>-</b>	

(Amount in ₹)

Particulars	As at 31st March 2014		As at 31st March 2013	
	At Cost	Market Value	At Cost	Market Value
<b>9 : NON CURRENT INVESTMENTS</b>				
<b>Long Term</b>				
Non - Trade Investments (valued at cost)				
Investment in Equity Instrument (Quoted)	18,965,572	30,656,147	18,965,572	39,402,047
Investment in Equity Instrument (Unquoted)	20,000	-	20,000	-
<b>Total</b>	<b>18,985,572</b>	<b>30,656,147</b>	<b>18,985,572</b>	<b>39,402,047</b>

NAME OF SHARES	Face Value	As On 1st April 13 No(s)	Additions During the year No(s)	Deductions During the year No(s)	As at 31st March 2014 No(s)	As on 31st March 2014	As on 31st March 2013
<b>Long Term - (at cost)</b>							
<b>Equity Shares fully paid up:</b>							
<b>Quoted non trade</b>							
The Motor & General Finance Limited	10	800,000	-	-	800,000	15,837,412	15,837,412
Jayabharat Credit Limited	10	312,401	-	-	312,401	3,128,160	3,128,160
<b>Unquoted non trade</b>							
Micronet Software Services (P) Ltd.	10	2,000	-	-	2,000	20,000	20,000
<b>Total</b>						<b>18,985,572</b>	<b>18,985,572</b>

(Amount in ₹)

Particulars	As at 31st March 2014	As at 31st March 2013
<b>10 : LONG TERM LOANS &amp; ADVANCES</b>		
<b>i) Loans</b>		
<b>Secured - Considered doubtful</b>	<b>15,212,742</b>	<b>15,212,742</b>
(Against Hypothecation of Vehicles, Plant & Machinery etc.)		
Bills discounted recoverable		
- considered doubtful	13,202,364	13,202,364
Advances recoverable in cash or kind		
- considered good	51,153	554,209
- considered doubtful	8,169,856	8,169,856
<b>Total</b>	<b>36,636,115</b>	<b>37,139,171</b>
<b>11 : OTHER NON CURRENT ASSETS</b>		
<b>Unsecured - considered good</b>		
- Advance income tax/ tax deducted at source	3,600,442	3,078,704
- Sales tax (paid under protest)	-	3,800
<b>Un-Secured - Considered Doubtful</b>		
- Inter corporate deposits	6,550,000	6,550,000
<b>Total</b>	<b>10,150,442</b>	<b>9,632,504</b>

(Amount in ₹)

Particulars	As at 31st March 2014		As at 31st March 2013	
	At Cost	Market Value	At Cost	Market Value
<b>12 : CURRENT INVESTMENTS</b>				
Investment in equity instrument (Quoted)	119,084	145,400	119,084	119,084
Investment in mutual funds (Quoted)	-	-	2,856,490	2,856,490
<b>Total</b>	<b>119,084</b>	<b>145,400</b>	<b>2,975,574</b>	<b>2,975,574</b>

(valued at cost or market price whichever is less)

Details of scrip wise

NAME OF SHARES	Face Value	As On 1st April 13 No(s)	Additions During the year No(s)	Deductions During the year No(s)	As at 31st March 2014	As on 31st March 2014	As on 31st March 2013
<b>Investment in Equity Instrument (Quoted)</b>							
Bengal & Assam Company Limited	10	2	-	-	2		
JK Tyre and Industries Limited	10	33	-	-	33		
Indian Hotel Co. Limited	1	2,000	-	-	2,000	119,084	119,084
						<u>119,084</u>	<u>119,084</u>
<b>Investment in Mutual Funds (Quoted)</b>							
Kotak hybrid fixed term plan series	10.00	260,000	-	260,000	-	-	2,856,490
<b>Total</b>		<b>260,000</b>	<b>-</b>	<b>260,000</b>	<b>-</b>	<b>-</b>	<b>2,856,490</b>

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>13 : TRADE RECEIVABLES</b>		
<b>i) Hire purchase business</b>		
(Secured by vehicles, plant & machinery under hire purchase agreement)		
Instalments receivables from hirers outstanding for a period exceeding six months		
- Considered doubtful	33,712,096	35,851,908
<b>Total</b>	<b>33,712,096</b>	<b>35,851,908</b>

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2014	As at 31 <sup>st</sup> March, 2013
<b>14 : CASH &amp; BANK BALANCES</b>		
<b>i) Cash &amp; Cash Equivalents</b>		
Cash in hand	41,765	31,292
Balances with Bank		
In current accounts	2,964,242	8,660,482
<b>ii) Other Bank Balances</b>		
In fixed deposits (under lien with sales tax department)	-	348,149
<b>Total</b>	<b>3,006,007</b>	<b>9,039,923</b>
<b>15 : SHORT TERM LOANS &amp; ADVANCES</b>		
<b>Inter corporate deposits</b>		
Un-secured considered good		
*Given to related party MGF Development Limited	76,300,000	68,000,000
<b>Total</b>	<b>76,300,000</b>	<b>68,000,000</b>
<b>16: OTHER CURRENT ASSETS</b>		
Interest accrued on inter corporate deposits	-	2,320,500
<b>Total</b>	<b>-</b>	<b>2,320,500</b>

(Amount in ₹)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
<b>17 : REVENUE FROM OPERATIONS</b>		
Hire Purchase Income	365,114	6,618
Lease Income	197,125	1,587,443
<b>Total</b>	<b>562,239</b>	<b>1,594,061</b>
<b>18 : OTHER INCOME</b>		
Interest income		
Inter corporate deposits	5,399,729	5,125,833
Fixed deposits/margin money	31,634	47,113
	5,431,363	5,172,946
Dividend income from current investments	170,920	641,452
Bad debts recovered/realized	3,000,000	105,000
Other income	407,846	3,301
<b>Total</b>	<b>9,010,129</b>	<b>5,922,699</b>
<b>19 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & allowances	5,134,893	3,995,327
Gratuity	586,279	339,770
Contribution to provident fund and other funds	318,058	354,388
Staff welfare	68,044	85,872
<b>Total</b>	<b>6,107,274</b>	<b>4,775,357</b>
<b>20 : OTHER EXPENSES</b>		
Rent rates and taxes	20,988	78,733
Travelling & conveyance	821,616	1,026,126
Printing & stationery	339,502	324,768
Postage & telephone	442,740	370,341
Legal & professional expenses	1,608,361	1,042,737
Repair & maintenance	187,491	179,460
Advertisement expenses	89,118	54,675
Insurance	57,349	65,056
Bank charges	3,496	23,824
Auditors remuneration		
- Audit fee	225,000	225,000
- Tax audit fee	30,000	30,000
- Certification	60,000	60,000
- Service Tax	38,934	38,934
General Expenses	1,517,901	1,844,771
Rebate allowed	2,380,564	-
Loss on sale of fixed assets	1,573	368,000
<b>Total</b>	<b>7,824,633</b>	<b>5,732,425</b>



**21. Going Concern**

The accumulated losses as at the close of the year amounts to Rs. 191,144,373 (after adjustment of General Reserve) against the Paid-Up Capital and other Reserves amounting to Rs. 274,304,176 which results in positive net worth. The Company had liquidated the entire public deposits liability and made it a debt free company. In view of utilization of funds to liquidate the liabilities there has been no fresh exposure of business undertaken by the Company.

The management is of the considered view that considering the availability of assets and its realization there will be sufficient cushion available to repay all other liabilities. The accounts, as such, have been prepared on a Going Concern basis.

- 22.** The net owned funds (NOF) although have become positive yet the Company could not comply with the Reserve Bank of India guidelines prescribed for Non Banking Financial Companies Prudential Norms (Reserve Bank Directions, 1988), with regard to (i) Maintenance of Minimum Capital Adequacy Ratio, (ii) the credit / investment exposures which have become in excess of prescribed limits.
- 23.** The Company continues to hold the certificate issued by Reserve Bank of India in Category “B” as Non-Accepting Deposits Non Banking Finance Company.
- 24.** Non Current Long Term Investments are to be valued at cost in terms of Accounting Standard-13 “Accounting for Investments” issued by The Institute of Chartered Accountants of India and as recommended by Reserve Bank of India’s guidelines, subject to provisions for diminution in value, other than temporary in nature. However, considering the long term nature and other related matters, investments in quoted company amounting to **Rs. 3,128,160** (Previous Year Rs. 3,128,160) have been valued at cost and the temporary short fall of **Rs. 832,013** (Previous Year Rs. NIL) has not been provided for.
- 25.** There is no amount due to the Micro Small and Medium Enterprises in terms of “The Micro Small and Medium Enterprises Development Act, 2006”

**26. Current Taxation:-**

- (a) Provision for Income Tax for the year has not been considered necessary in view of the accumulated carry forward losses and unabsorbed depreciation available for set off under the Income Tax Act, 1961 and Rules made thereunder.
- (b) Income Tax Assessments of the Company have been made up to and including the Assessment Year 2010-11. The Company’s appeals for certain years are pending in respect of certain disallowances made. In view of the favourable appellate orders for earlier years, the company expects decisions in respect of the pending matters in its favour and no provision has, therefore, been made considering the taxes already paid are more than sufficient to meet the liability, if any, upon finalization of assessment.

**27. Deferred Taxation:**

On a prudent and conservative basis, Deferred Tax Assets, due to timing differences, arising from Unabsorbed Depreciation, Business Loss and Provisions for Non Performing Assets have not been recognised in the absence of any certainty that sufficient future taxable income will be available in the foreseeable future against which the net Deferred Tax Assets can be realised.

**28. Managerial Remuneration to Manager:**
**(Amount in ₹)**

Particulars	31st March, 2014	31st March, 2013
- Salary	739,200	691,200
- Contribution to Provident Fund	55,440	51,840
- Perquisites	61,600	57,600
<b>Total</b>	<b>856,240</b>	<b>800,640</b>

- 29.** Balance in parties accounts whether in debit or in credit are subject to confirmation.

**30. Segment Reporting**

The Company’s business activities predominantly relate to providing finance by way of Hire Purchase and Leasing Operations. Accordingly revenue from financing activities comprises the primary basis of segmental reporting. Hence segmental reporting as defined in Accounting Standard – 17 is not applicable.

**31. Related Party Disclosures**

Disclosures of details pertaining to related party transactions entered into during the year in terms of Accounting Standard-18 “Related Party Disclosures” issued by The Institute of Chartered Accountants of India:

**a) List of Related Parties**

(As identified and certified by the management)

- (i) **Under common control:**  
 The Motor and General Finance Limited  
 Jayabharat Credit Limited  
 Bahubali Services Limited  
 MGF Estates Pvt. Ltd.  
 MGF Securities Pvt. Ltd.  
 Cards Services India Pvt. Ltd.  
 Associated Traders & Engineers Pvt. Ltd.  
 Local Goods Carrier Pvt. Ltd.  
 Ram Prakash & Co. Pvt. Ltd.  
 Grosvenor Estates Pvt. Ltd.  
 Gee Gee Holdings Pvt. Ltd.
- (ii) **Enterprises over which the key management personnel are able to exercise significant influence:** MGF Development Ltd.
- (iii) **Key Managerial Personnel:**  
 Shri Rajiv Gupta, Chairman  
 Shri Arun Mitter, Director  
 Shri Sharad Aggarwal, Director  
 Shri M.K. Madan, Director  
 Shri Rohit Madan, Manager & Company Secretary (relative of Director)

b) **Details of transactions entered into with related parties:** (Amount in ₹)

Particulars	Under Common Control	Key Managerial Personnel (Relative of Director)	Enterprises over which the Key Management Personnel is able to exercise significant influence
Interest received on ICD's	-	-	5,399,729
Remuneration Paid - Manager	-	856,240	-
Inter Corporate Deposits	-	-	76,300,000

32. Assets given under Finance Lease from 1st April, 2001 in accordance with the Accounting Standard 19 (AS-19), "Leases", issued by The Institute of Chartered Accountants of India, with contractual maturities in lease financing activities (including hire purchase agreements with an option to the hirer to acquire the assets) are set out below:

(Amount in ₹)

	Gross Investment in finance lease (1)	Unearned finance Income (2)	Present value of Future lease/ Hire purchase receivables (3) = (1) - (2)
a) Lease Receivables (In respect of transactions after 1.4.2001)	-	-	-
- Not later than one year	-	-	-
- Later than one year but not later than five years	-	-	-
- Later than five years	-	-	-
Total -	-	-	-
Less: Provision for uncollectible Lease receivables	-	-	-
Total	0	-	0
b) Hire Purchase Receivables	-	-	-
- Not later than one year	-	-	-
- Later than one year but not later than five years	33,712,096	-	33,712,096
- Later than five years	-	-	-
Total	33,712,096	-	33,712,096
Less: Provision for uncollectible	33,004,003	-	33,004,003
Net	708,093	-	708,093
Grand Total	708,093	-	708,093

33. Lease Rental in respect of offices premises taken on operating lease are charged to the Profit and Loss account on a straight-line basis over the lease term. The rentals charged during the year aggregate to **Rs. 20,988** (Previous Year Rs.78,733).

34. Earnings Per Share(E.P.S.)	31st March, 2014	31st March, 2013
Calculation of Basic / Diluted E.P.S.		
a) Net Profit/(Loss) for the year attributable To Equity Shareholders	(₹ 1,813,231)	(₹ 2,957,918)
b) Weighted Average Number of Equity Shares	14,700,291	14,700,291
c) Basic Earnings per share	(0.12)	(0.20)
d) Diluted Earnings per share	(0.12)	(0.20)
e) Nominal Value per share	₹ 10/-	₹10/-

### 35. Contingent Liabilities & Provisions

- a) Details of Provisions' in term of Accounting Standard 29 "Contingent Liabilities & Provisions" issued by the Institute of Chartered Accountants of India are as under.

(Amount in ₹)

Particulars	Opening Balance 1st April, 2013	Additions/ Movement (Net of Adjustments)	Closing Balance 31st March, 2014
Provisions for Gratuity (current and non current)	2,017,482	(335,788)	1,681,694
Provisions for Non Performing Assets as per RBI guidelines	79,363,780	(2,638,321)	76,725,459

36. Schedules to the Balance Sheet containing additional particulars as prescribed by the Reserve Bank of India (RBI) in terms of DNBS(PD)CC.No.25/02-02/2002-03 dated 29.3.2003.

		Amount Outstanding	Amount Overdue
(1)	<b>Loans and advances availed by the NBFC's inclusive of interest accrued thereon but not paid:</b>		
	a) Debentures : Secured	-	-
	: Unsecured (other than falling within the meaning of public deposits)	-	-
	b) Deferred Credits	-	-
	c) Term Loans	-	-
	d) Inter-corporate loans and borrowing	-	-
	e) Commercial Paper	-	-
	f) Public Deposits including accrued interest (includes unclaimed deposits ₹ Nil. Previous Year ₹ Nil )	-	-
	g) Other Loans (specify nature) from Banks	-	-

(2)	<b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
	a) In the form of Unsecured debentures	-	-
	b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	-
	c) Other public deposits (includes unclaimed deposits of ₹ Nil. Previous year ₹ Nil )	-	-
	<b>Assets side :</b>		
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]	<b>Amount outstanding</b>	
	a) Secured	-	
	b) Unsecured	107,873,815	
(4)	<b>Break up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</b>		
	(i) Lease assets including lease rentals under sundry debtors after reducing net book value of leased assets.	-	
	a) Financial lease	-	
	b) Operating lease	-	
	(ii) Stock on hire including hire charges under sundry debtors:	33,712,096	
	a) Assets on hire	-	
	b) Repossessed Assets	-	
	(iii) Hypothecation loans counting towards EL/HP activities		
	a) Loans where assets have been repossessed		
	b) Loans other than (a) above	15,212,742	
(5)	<b>Break-up of Investments : (Net of Provisions)</b>		
	<b>Current Investments :</b>		
	<b>1. Quoted :</b>		
	(i) Shares : (a) Equity	119,084	
	(b) Preference		
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (Share Application money)	-	
	<b>2. Unquoted :</b>		
	(i) Shares : (a) Equity	-	
	(b) Preference	-	
	(ii) Debentures and Bonds	-	
	(iii) Units of mutual funds	-	
	(iv) Government Securities	-	
	(v) Others (please specify)	-	

	<b>Long Term investments :</b>		
	<b>1. Quoted :</b>		
	(i) Shares : (a) Equity		<b>18,965,572</b>
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
	<b>2. Unquoted :</b>		
	(i) Shares : (a) Equity		<b>20,000</b>
	(b) Preference		-
	(ii) Debentures and Bonds		-
	(iii) Units of mutual funds		-
	(iv) Government Securities		-
	(v) Others (please specify)		-
(6)	Borrower group-wise classification of all leased assets, stock-on-hire and loans and advances :		
	<b>Category</b>	<b>Amount</b>	
		<b>Secured</b>	<b>Unsecured</b>
			<b>Total</b>
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	-	-
	(c) Other related parties	-	<b>76,300,000</b>
	2. Other than related parties	<b>48,924,838</b>	<b>27,973,373</b>
	Total	<b>48,924,838</b>	<b>104,273,373</b>
			<b>153,198,211</b>
(7)	Investor group-wise classification of all investments (current and non current long term) in shares and securities (both quoted and unquoted):		
	<b>Category</b>	<b>Market Value / Break up or fair value or NAV</b>	<b>Book Value (Net of Provisions)</b>
	1. Related Parties		
	(a) Subsidiaries	-	-
	(b) Companies in the same group	<b>30,656,147</b>	<b>18,965,572</b>
	(c) Other related parties	-	-
	2. Other than related parties	<b>145,400</b>	<b>139,084</b>
	Total	<b>30,801,547</b>	<b>19,104,656</b>
(8)	Other information		
	<b>Particulars</b>	<b>Amount</b>	
	(i) Gross Non-Performing Assets		
	(a) Related parties	-	
	(b) Other than related parties	<b>76,725,459</b>	
	(ii) Net Non-Performing Assets		
	(a) Related parties	-	
	(b) Other than related parties	<b>76,725,459</b>	
	(iii) Assets acquired in satisfaction of debt	<b>NIL</b>	

37. Disclosures as required under Accounting Standard-15 (Revised) "Employee Benefits" for Gratuity:

**A. Assumptions**

Particulars	Gratuity	
	31st March, 2014	31st March, 2013
Discount Rate	9.10%	8.10%
Rate of Return on Plan Assets	0.00%	0.00%
Salary Escalation	10.00%	10.00%

**B. Changes in Benefit Obligations**

Particulars	Gratuity	
	31st March, 2014	31st March, 2013
Liability at beginning of the year	2,017,482	2,103,914
Interest Cost	163,416	183,041
Past Service Cost	NIL	NIL
Current Service Cost	139,202	144,607
Benefit Paid	(922,067)	(426,202)
Actuarial(gain)/ Loss on obligation	283,661	12,122
Liability at the end of the year	1,681,694	2,017,482

**C. Fair Value of Plan Asset**

Particulars	Gratuity	
	31st March, 2014	31st March, 2013
Fair Value of Plan Assets at beginning of the year	Nil	Nil
Expected Return on Plan Assets	Nil	Nil
Contributions	Nil	Nil
Benefits Paid	Nil	Nil
Actuarial Gain / (Loss) on Plan Assets	Nil	Nil
Fair value of Plan Assets at the end of the year	Nil	Nil
Funded Status	Unfunded	Unfunded

**D. Expenses recognised in the Statement of Profit & Loss**

Particulars	Gratuity	
	31st March, 2014	31st March, 2013
Current Service Cost	139,202	144,607
Past Services Cost	NIL	NIL
Interest Cost	163,416	183,041
Net Actuarial (gain)/ Loss for the period	283,661	12,122
Expenses Recognised in Statement of Profit & Loss	586,279	339,770

**E. Balance Sheet Reconciliation**

Particulars	Gratuity	
	31st March, 2014	31st March, 2013
Opening Net Liability	2,017,482	2,103,914
Expenses charged to Statement of Profit & Loss	586,279	339,770
Benefits Paid	922,067	426,202
Closing Liability	1,681,694	2,017,482
Non current liability	1,590,889	1,928,505
Current liability	90,805	88,977

38. a The assets and liabilities are classified between current and non current considering 12 months period as operating cycle.
- b. Previous year figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date

For **S.N.Dhawan & Co.**  
Chartered Accountants  
FRN 000050N

**(S. K. Khattar)**  
Partner  
M. No. 084993

**Place : New Delhi**  
**Dated : May 30, 2014**

For and on Behalf of the Board of Directors

**Rajiv Gupta**  
Chairman  
DIN:00022964

**M.K.Madan**  
Director  
DIN:01060575

**Rohit Madan**  
Manager & Company Secretary  
ACS No.:13636

**Arun Mitter**  
Director  
DIN:00022941

**Sharad Aggarwal**  
Director  
DIN:00629816







## BOOK POST

*If undelivered, please return to :*

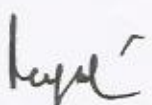
***India Lease Development Limited***

Regd. Off. : 'MGF House', 4/17-B, Asaf Ali Road,  
New Delhi - 110 002.

## FORM A

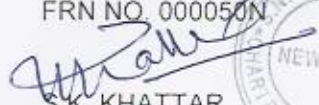
1	Name of the Company	India Lease Development Limited
2	Annual financial statements for the year ended	31 <sup>st</sup> March, 2014
3	Type of Audit observation	<p>Un-qualified/Matter of Emphasis:-</p> <p>i. The Company has discontinued fresh hire purchase /leasing business. The management is of the view that the realization of the assets will be sufficient to pay off its entire liabilities. In view of the above the financial statement have been prepared on the assumption that the Company will continue as a going concern. (Refer Note No. 21)</p> <p>ii. There is non-compliance of the provisions of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 with regard to maintenance of Credit Concentration/ Investment Norms in respect of lending to one of the company where these are exceeding the limits. (Refer Note No. 22)</p>
4	Frequency of observation	Both the above Note No. (i) and (ii) appeared first time in the Balance Sheet for the year ended March 31, 2008 and continuously appearing every year. Both the note are self explicit & don't call for any further comments.
5	To be signed by- CEO/Director  Auditor of the Company  Audit Committee Chairman	<p>Shri Arun Mitter</p> <p>M/s S.N. Dhawan &amp; Co., Chartered Accountants</p> <p>Shri Arun Mitter</p>

FOR INDIA LEASE DEVELOPMENT LIMITED

  
RAJIV GUPTA  
CHAIRMAN

  
ARUN MITTER  
CEO, CFO & CHAIRMAN  
OF AUDIT COMMITTEE

FOR S.N. DHAWAN & CO.  
CHARTERED ACCOUNTANTS  
FRN NO. 000050N

  
S.K. KHATTAR  
PARTNER  
M.NO. 084993

