

# LEENA CONSULTANCY LIMITED

(CIN: L74140MH1983PLC031034)

Regd. Off: Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054

Phone No.: 022 – 6695 1111 Fax No.: 022 – 6694 2922

Website: [www.leenaconsultancy.in](http://www.leenaconsultancy.in) Email: [leenaconsultancy@yahoo.co.in](mailto:leenaconsultancy@yahoo.co.in)

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4<sup>th</sup> September, 2017

The Secretary,  
**The Bombay Stock Exchange Limited**  
Dalal Street, Fort,  
Mumbai

Dear Sir,

We are attaching with this letter a copy of the Annual Report of the Company for 2016 – 2017 along with the Notice for the 34<sup>th</sup> Annual General Meeting to be held on Thursday, 28<sup>th</sup> September, 2017.

You are requested to take the same on record.

Thanking you,

Yours faithfully

**For LEENA CONSULTANCY LIMITED**



**DIRECTOR**

**Encl.: As above**

**LEENA CONSULTANCY LIMITED**

**DIRECTORS**

**A. Unnikrishnan**

**Sanjay Johar**

**Ashwin Damania**

**Roselyn Chettiar**

**AUDITORS**

**K.L. Thacker & Associates  
Chartered Accountants**

**BANKERS**

**Vijaya Bank**

**REGISTERED OFFICE**

**Rahejas,  
Corner of Main Avenue  
& V. P. Road,  
Santacruz (West),  
Mumbai - 400 054.**

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## N O T I C E

Notice is hereby given that the Thirty Fourth Annual General Meeting of the members of Leena Consultancy Limited will be held on Thursday, the 28<sup>th</sup> day of September, 2017 at 11.00 a.m. at Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054, to transact the following business:

### ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2017 and the Balance Sheet as at that date and the Auditors' Report thereon.
- 2) To appoint a Director in place of Mr. A. Unnikrishnan (DIN: 00007022) who retires by rotation and being eligible offers himself for re-appointment.
- 3) To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139(1) and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules, circulars, notifications made/ issued thereunder, including any amendment, modification, variation or re-enactment thereof, M/s. Nayan Parikh & Co., Chartered Accountants (Firm Registration No. 107023W) be and are hereby appointed as Statutory Auditors of the Company, to hold office, if appointed, for a term of 5 years i.e. from the conclusion of the forthcoming Annual General Meeting until the conclusion of the 39<sup>th</sup> Annual General Meeting, for auditing the accounts of the Company for the year ended 31<sup>st</sup> March, 2018 upto 31<sup>st</sup> March, 2022, subject to ratification of appointment at every Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or

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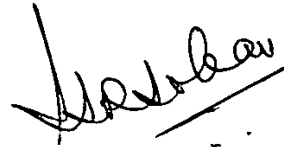
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--2--

otherwise considered by them to be in the best interest of the Company, including fixing of their remuneration.

**By Order of the Board**



**SANJAY JOHAR**  
Director

Mumbai  
4<sup>th</sup> September, 2017

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--3--

## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc., must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not more than fifty members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The Register of the Members and the Share Transfer Books of the Company will remain closed from Thursday, 21<sup>st</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017 (Both days inclusive).
7. Members/Proxies are requested to bring their copy of Annual Report and attendance slip to the meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

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--4--

9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
10. In case of Joint Holders attending the meeting, the Member whose name appears as the First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Nomination facility for shares is available for Members.
12. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email address with the Company.
13. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
14. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ("remote e-voting").

The Members, whose names appear in the Register of members / list of Beneficial Owners as on Thursday, 21<sup>st</sup> September, 2017 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company / RTA for issuance of the User ID and password for exercising their right to vote by electronic means.

The facility for voting through Ballot Paper will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.

Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

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--5--

The Company has appointed Mr. Sushil Talathi from M/s. Sushil Talathi & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.

## **Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25<sup>th</sup> September, 2017 at 10:00 a.m. and ends on 27<sup>th</sup> September, 2017 at 5:00 p.m. During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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---6---

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

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "**Leena Consultancy Limited**"
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.



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---7---

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [sushil@cssushiltalathi.com](mailto:sushil@cssushiltalathi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number): 107572**

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2017.

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---8---

- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [service@satellitecorporate.com](mailto:service@satellitecorporate.com)

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Sushil Talathi of M/S. Sushil Talathi & Associates, Practicing Company Secretaries (Membership No. 8506 Certificate No. 9781) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at

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---9---

two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.leenaconsultancy.in](http://www.leenaconsultancy.in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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## DIRECTORS' REPORT

To The Members,  
**LEENA CONSULTANCY LIMITED**  
Mumbai.

The Directors are pleased to present the Thirty Fourth Annual Report of your Company together with the Audited Financial Statements and the Auditors' Report for the financial year ended 31<sup>st</sup> March, 2017.

### **FINANCIAL HIGHLIGHTS (Standalone)**

Particulars	Amount in Rupees	Amount in Rupees
	2016 – 2017	2015 – 2016
Total Income for the year	2,53,924	3,09,549
Total Expenditure for the year	4,59,320	5,69,564
Profit/(Loss) for the year before Taxation	(2,05,396)	(2,60,015)
Less: Provision for Current Taxation	Nil	Nil
Less: Current Tax (relating to prior year)	(2,650)	(4)
Profit/Loss after taxation	(208,046)	(260,019)
Add: Surplus in Profit & Loss account brought forward from previous year	10,39,715	12,99,733
Profit/Loss available for Appropriation	(2,08,046)	(2,60,019)
Less : Proposed Dividend	Nil	Nil
Less: Tax on Dividend distribution	Nil	Nil
Balance carried to the Balance Sheet	8,31,670	10,39,715

### **RESERVES:**

In view of the loss during the year, the company does not transfer any amounts to Reserve for the financial year 2016-17.

### **DIVIDEND:**

In view of the loss incurred during the year, the Directors do not recommend any dividend for the year ended March 31, 2017.

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## **FIXED DEPOSITS:**

The Company has not accepted any deposits from public covered under section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

## **INVESTOR EDUCATION AND PROTECTION FUND:**

During the year, the Company has transferred a sum of Rs. 2,670/- to the Investor Education and Protection Fund in compliance with provisions of the Companies Act, 2013 which represents unclaimed dividend.

## **SUBSIDIARY, ASSOCIATE AND JOINT VENTURE COMPANIES:**

The company does not have any subsidiary, Associate or Joint venture companies.

## **DIRECTORS :**

Mr. Sanjay Johar , Mr. Ashwin Damania, Mr. A. Unnikrishnan and Mrs. Roselyn Chettiar continue to be the Directors of the Company. There were no changes in the Directorships during the year.

The Company has received declarations from all the Independent Directors under Section 149(6) of the Companies Act, 2013 confirming their independence vis-à-vis the Company.

## **DIRECTORS EVALUATION OF THE BOARD:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation during the year under review. Details of the same is given in the Report on Corporate Governance.

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

The Board of Directors of the Company met six (6) times during the financial year 2016-2017.

The details of the same are given in the Corporate Governance Report.

## **AUDIT COMMITTEE:**

The Audit Committee was constituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section. The Audit Committee comprises of:

1. Mr. Sanjay Johar - Chairman
2. Mr. Ashwin Damania - Member
3. Mr. A. Unnikrishnan - Member

The Audit Committee met four times during the year. Details of meetings are included in the Report on Corporate Governance.

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## **NOMINATION & REMUNERATION COMMITTEE:**

The Nomination & Remuneration Committee met once during the year. Details of meetings are included in the Report on Corporate Governance.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

The Committee was formed on 29<sup>th</sup> January, 2016 but during the financial year 2016-2017, the Committee has not yet had a meeting. Details of the Stakeholders Relationship Committee are included in the Report on Corporate Governance.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism by adopting a Whistle Blower Policy to report concerns about illegal or unethical practices, if any. The details of the Policy is explained in the Report on Corporate Governance.

## **PREVENTION OF SEXUAL HARASSMENT :**

The Company offers equal employment opportunity and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias and sexual harassment. The Company has also framed a policy on Prevention of Sexual Harassment of Women at workplace. As per the requirement of the Sexual harassment of Women at Workplace (Prevention, prohibition & Redressal) Act, 2013 and Rules made thereunder, the Company has constituted a Complaint Committee to inquire into complaints of sexual harassment and recommend appropriate action. During the financial year 2016-17, no complaints were received.

## **CORPORATE SOCIAL RESPONSIBILITY:**

The criteria for formulation of Corporate Social Responsibility policy and implementation thereof, are not applicable to the Company as the Company does not fulfil the criteria specified in Section 135(1).

## **LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:**

The Company has given an Inter Corporate Deposit of Rs. 14,00,000/- to H & R Johnson (India) - Tiles Division of Prism Cement Limited. The said loan is within the limits prescribed under section 186 of the Act.

## **RELATED PARTY TRANSACTIONS:**

There are no contracts or arrangements with Related Parties during the Financial Year 2016-17. Hence the provisions of Section 188(1) are not applicable to the Company.

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## **DIRECTORS RESPONSIBILITY STATEMENT:**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended 31st March, 2017, the Board of Directors hereby confirms that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b. such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the loss of the Company for the year;
- c. proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the annual accounts of the Company have been prepared on a going concern basis;
- e. internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f. proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

- a. As the Company does not have any manufacturing activities, particulars required to be disclosed with respect to the conservation of energy and technology absorption in terms of Section 134 of The Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable and hence not given.
- b. During the year under review, the foreign exchange outgo / provision is Nil and the foreign exchange inflow is Nil (previous year Nil).

## **MANAGEMENT DISCUSSION AND ANALYSIS:**

The Management Discussion and Analysis Report for the year under review as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this report.

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## **CORPORATE GOVERNANCE:**

The Company has taken the requisite steps to comply with the recommendations concerning Corporate Governance.

A separate section on Corporate Governance together with a certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

## **INTERNAL FINANCIAL CONTROL SYSTEMS :**

The Company has established set of standards, processes and structure which enables it to implement adequate internal financial controls and that the same are operating effectively. The internal financial controls of the Company are commensurate with its size and the nature of its operations. The Company has well defined delegation of authority limits for approving revenue as well as expenditures.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work done by the Internal, Statutory and Secretarial Auditors and the reviews of the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

## **AUDITORS:**

M/s. K. L. Thacker & Associates, Chartered Accountants, Mumbai, Statutory Auditors of the Company having Firm Registration No. 110869W retire at the forthcoming Annual General Meeting and in terms of Section 139 of the Companies Act, 2013 with respect to rotation of Auditors, do not seek reappointment as Auditors of the Company.

Our company has received a letter from Nayan Parikh & Co., Chartered Accountants, having Firm Registration No. 107023W, wherein they have expressed their willingness to act as Statutory Auditors of the Company for a period of 5 years, to hold office if appointed from the conclusion of this Annual General Meeting till the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company for auditing the accounts of the Company for the year ended 31<sup>st</sup> March, 2018 to 31<sup>st</sup> March, 2022.

You are requested to appoint the Statutory Auditors. The remuneration of the Auditors will be fixed in consultation with them. Necessary resolution for appointment of the said Auditors is included in the Notice of AGM for seeking approval of members.

## **QUALIFICATIONS OF AUDITORS :**

The report given by the Auditors on the financial statements of the Company are a part of the Annual Report. There is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

## **SECRETARIAL AUDITOR :**

The Company had appointed Ms. Zarna Sodagar to undertake the Secretarial Audit of the Company. The report of the Secretarial Auditor in Form MR – 3 is annexed herewith as Annexure I.



# LEENA CONSULTANCY LIMITED

CIN No: L74140MH1983PLC031034

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## Board's explanation to the reservations / qualifications by the Secretarial Auditor:

1. Due to oversight, the Board meeting held on 7<sup>th</sup> April, 2016, was not mentioned in the Corporate Governance Report. Hence the gap between the Board Meeting held on 07.04.2016 and 25.05.2016 is not shown.
2. Due to wrong interpretation and misunderstanding of the provisions of Section 195 of the Companies Act, 2013 read along with SEBI (Prohibition of Insider Trading) regulations, the Company missed out giving the details with regard to closure of trading window.
3. Non-appointment of Company Secretary- KMP Category u/s 203 of the Companies Act, 2013: As the Members are aware the total net-worth of the Company is approximately Rs. 32.31 lakhs and gross income only Rs. 2.54 Lakhs. Due to the small size of the operations of the Company, inspite of best efforts, the Company was not able to find a suitable person for the post of CS, at a reasonable remuneration. The Board is hopeful of finding a suitable candidate soon.

The Board would like to bring to the notice of the Members that Mrs. Roselyn Chettiar, Non-Executive, Independent Woman Director, is a qualified Company Secretary. She is already in employment in another Company but she is over-seeing all the Secretarial and Compliance work of the Company.

## ANNUAL RETURN :

The extract of the Annual Return in Form MGT – 9 is furnished in Annexure II attached to this Report.

## GENERAL :

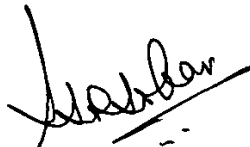
1. No significant and material orders were passed by the Regulators or courts or tribunals impacting the going concern status and Company's operations in future.
2. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which the financial statements relate and the date of this report.
3. No fraud has been reported during the audit conducted by the Statutory Auditors, Internal Auditors, and Secretarial Auditors of the Company.

For and on behalf of Board of Directors of

LEENA CONSULTANCY LIMITED



Roselyn Chettiar  
Director  
DIN: 06716046



Sanjay Johar  
Director  
DIN: 00007304

Place: Mumbai

Date: 04 SEP 2017

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## Management Discussion and Analysis

### Macroeconomic Review:

In a backdrop of global uncertainty and slowing economic growth, India was a bright spot in 2016-2017 with robust macroeconomic fundamentals. The year was marked by two major domestic policy developments: passage of the Constitutional amendment which paved way for implementing the transformational Goods and Services Tax (GST), and the action to demonetize the Rs. 500 and Rs. 1,000 bank notes in the country. The GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth. It is also a bold new experiment in the governance of India's cooperative federalism. GST has been implemented w.e.f. 1<sup>st</sup> July, 2017. The initial figures of taxes collected for the month of July 2017 is at Rs. 92,283 Crores and are quite encouraging.

Demonetization had short-term costs. Contemporary evidence tended to suggest significant disruption for the first six to eight weeks due to unprecedented cash constraints throughout the economy. However, the national income data published by the Central Statistics Office (CSO) does not suggest any significant reduction in growth in the third quarter of 2016-2017, which coincided with demonetization. The third quarter tends to be muted. In 2015-2016, the growth rate of real gross value added (GVA) in Q2 was 8.4 %; while in Q3 it was 7 %, or a sequential drop of 1.4 percentage points. In 2016-2017, GVA growth in Q2 was 6.7 %, and in Q3 it was 6.6 %. Thus, despite the effects of demonetization for much of Q3 financial year 2017, the negative effect – as reported by the CSO – has been only 10 basis points. What the data so far suggests is that the demonetization effect was more moderate than what the critics claimed it would be. And it looks as if its effects have been transitory.

### Opportunities and Threats:

Various factors affecting the business and economic environment may turn into an opportunity or challenge for the Company.

### Outlook:

The overall outlook on economic growth of the country has improved with the Goods and Services Tax coming into force from July, 2017 and the effects of demonetization getting over. It is expected that this will facilitate the industry to grow at a faster rate in the medium and long term. The forecast is that the economy will grow more than 7.2 % in the financial year 2017-2018.

The interest rates have softened and inflation is under control. The industry and infrastructural sectors are expected to benefit out of this in the coming years.

There was also some improvement in Government's fiscal condition. Revised estimates suggest that with gross tax revenues increasing from 10.6 % in 2015-2016 to 11.3 % in 2016-2017. The fiscal deficit has reduced from 3.9 % of GDP in 2015-2016 to 3.5 % in 2016-2017.

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On the external economic front, the trade deficit declined by 23.5 % in April-December 2016 over the corresponding period of 2015-2016. This was driven by a contraction in imports, which was far steeper than the fall in exports. Thereafter, during October to December, both exports and imports started a long-awaited recovery, growing at an average rate of more than 5 %.

In 2016-2017, therefore, not only has India established itself as the world's fastest growing major economy, underpinned by a stable macro-economy with declining inflation and improving fiscal and external balances, but it has also emerged as one of the few economies enacting major structural reforms that have strong longer term implications.

## **Risks and Concerns:**

GST has been implemented from 1<sup>st</sup> July 2017 hence the filing of different forms and returns has added to the short term challenges. The Company evaluates the associated risks while making an investment decision.

## **Segment-wise Performance:**

Since the Company's business activity falls within a single primary business segment and one geographical segment, the segment-wise information is not provided in the standalone financial statements.

## **Internal Control Systems and their adequacy:**

The Company has satisfactory internal control system. The Company has an adequate system of internal controls to ensure accuracy of accounting records, compliance with the applicable laws & regulations.

## **Financial Performance with respect to Operational Performance:**

Revenue from Operations showed a decrease of earnings from Rs. 3,09,549/- to Rs. 2,53,924/-.

## **Human Resources:**

There has been no material development on the Human Resource front during the year. The Company had 2 employees as on March 31, 2017.

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## **REPORT ON CORPORATE GOVERNANCE**

### **Governance Philosophy:**

The Company's philosophy on Corporate Governance is to conduct its business in a manner, which is ethical and transparent with all its stakeholders in the Company. The Company's approach and commitment to ethical Corporate Governance remains unchanged and these underlying principles and core values still guide the Company in all its executive decision making process.

The Company and its Board of Directors firmly believe that strong governance, by maintaining a simple and transparent corporate structure, is integral to creating value on a sustainable basis. Good governance is a continuing exercise and the Company reiterates its commitment to pursue the same in all aspects of its operations in the overall interest of all its stakeholders. The Directors and the employees have accepted a Code of Conduct that sets out the fundamental standards to be followed in all actions carried out on behalf of the Company.

In keeping with its commitment to good corporate governance which, it has always believed leads to efficiency and excellence in operations, the Company has adopted practices mandated by the regulations and established its procedures and systems in order to remain always compliant.

### **1. Board of Directors:**

- (i) As on 31<sup>st</sup> March, 2017, the total strength of the Board is Four Directors, comprising of One Director in Non-Executive Non-Independent Category and Three Directors in Non-Executive Independent Category. The composition of the Board represents an optimal mix of professionalism, knowledge and experience in business, finance, law and corporate management which enables the Board to discharge its responsibilities prudently.
- (ii) During the year ended 31<sup>st</sup> March, 2017, six Board meetings were held on the following dates: (1) 07/04/2016 (2) 25/05/2016 (3) 29/07/2016 (4) 26/08/2016 (5) 27/10/2016 (6) 30/01/2017.
- (iii) None of the Directors of the Company are related to each other. Moreover none of the Directors of the Company is a member on more than ten Committees and Chairman of more than five Committees across all the public companies in which she / he is a director.
- (iv) None of the Directors serves as an Independent Director in more than seven listed companies.
- (v) None of the Independent Directors have any pecuniary relationship with the Company.

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The following table gives details of Directorship, Category, attendance at Board Meetings and at the last Annual General Meeting and number of memberships of Board / Committees of various public companies:

Name of the Director	Category of Directorship	DIN	Attendance at Board Meetings	Attendance at AGM	Number of Directorships held in Indian Public limited Companies (excluding Leena Consultancy Limited)	No. of Committee Memberships as Member (including Leena Consultancy Limited)	No. of Committee Memberships as Chairman (including Leena Consultancy Limited)
Mr. A. Unnikrishnan	Non-Executive Non-Independent Director	00007022	4	Yes	None	3	0
Mr. Sanjay Johar	Non-Executive Independent Director	00007304	6	Yes	None	0	3
Mr. Ashiwin Damania	Non-Executive Independent Director	01140989	6	Yes	None	3	0
Mrs. Roselyn Chettiar	Non-Executive Independent woman Director	06716046	6	Yes	None	0	0

## Disclosures:

- 1) There are no penalties or strictures imposed on the Company by the Stock Exchange or SEBI or any statutory Authority on any matters related to capital markets.
- 2) The Board of Directors has established a vigil mechanism by adopting a Whistle Blower Policy for the Company which is available on the Company's website. No personnel has been denied access to the Audit Committee.
- 3) The Company has complied with the disclosures of corporate governance requirements specified in Regulations 17 to 27 and the relevant sub-regulation of Regulation 46 of SEBI (LODR).

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## **Committees of the Board:**

### **A. Audit Committee:**

The Audit Committee of the Company is constituted pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement with the BSE Limited, Mumbai. As on 31<sup>st</sup> March, 2017, the Audit Committee comprised of two Non-Executive Independent Directors viz.: Mr. Sanjay Johar and Mr. Ashwin Damania and one Non-Executive Non-Independent Director Mr. A. Unnikrishnan. All the members have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting and internal controls.

The Audit Committee has met four times during the year ended 31<sup>st</sup> March, 2017, on (1) 25/05/2016 (2) 27/07/2016 (3) 27/10/2016 (4) 30/01/2017 and all the four Audit Committee Meetings were attended by all the three Members of the Audit Committee.

The terms of reference of the Audit Committee cover the matters specified in Section 177 of the Companies Act, 2013 to include:

- The recommendation for appointment, remuneration and terms of appointment of auditors of the Company
- Review and monitor the Auditor's independence and performance and effectiveness of audit process
- Examination of the financial statements and the Auditors Report thereon
- Approval of the related party transactions, if any, entered into by the Company
- Evaluation of internal financial controls and risk management systems
- Scrutiny of inter-corporate loans and investments
- Valuation of undertakings or assets of the Company, wherever it is necessary
- Monitoring the end use of funds raised through public offers and related matters

The Terms of reference and powers of the Committee are also in accordance with the requirements of SEBI Regulations, 2015.

### **B. Nomination & Remuneration Committee:**

As on 31<sup>st</sup> March, 2017, the Nomination & Remuneration Committee (NRC) comprises of three Non-Executive members of the Board viz.: Mr. Sanjay Johar, Chairman, Mr. A. Unnikrishnan and Mr. Ashwin Damania.

The Terms of Reference are as per the Companies Act, 2013 and SEBI Regulations, 2015 and, *inter alia*, include the following:

- i) To identify persons who are qualified to become Directors and who may be appointed in the Senior Management and to lay down the criteria thereof;

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- ii) To recommend to the Board, appointment of Directors and Senior Management Personnel and their removal;
- iii) To evaluate the individual Directors performance;
- iv) Formulate the criteria for determining the qualification, positive attribute and independence of the Directors
- v) Recommend to the Board, policy relating to the remuneration for Directors, Key Managerial Personnel and other employees; and
- vi) Devising a Policy on Board diversity

During the financial year ended 31<sup>st</sup> March, 2017, one meeting of the NRC was held on 16<sup>th</sup> January, 2017. All the Members of the Committee were present at the meeting.

## C. Stakeholders Relationship Committee:

The Committee oversees redressal of shareholders' grievances pertaining to transfer of shares, non-receipt of dividend and non-receipt of annual reports.

### Composition and Attendance:

The Stakeholders Relationship Committee of the Company comprises of three directors. Mr. Sanjay Johar, Non-Executive Independent Director is the Chairman of this Committee and the other two Directors are Mr. A. Unnikrishnan, Non-Executive, Non-Independent Director and Mr. Ashwin Damania, Non-Executive Independent Director.

The Committee was formed on 29<sup>th</sup> January, 2016 but during the financial year 2016-2017, the Committee has not yet had a meeting.

During the financial year 2016-2017, no complaints were received from shareholders. Moreover there were no complaints pending in the beginning of the financial year and none were pending at the close of the financial year 31<sup>st</sup> March, 2017.

## D. Independent Directors Meeting:

During the year under review, the Independent Directors met on 30<sup>th</sup> January, 2017, *inter alia*, to discuss:

- 1) Evaluation of the performance of Non-Independent Directors and the Board of Directors as a whole.
- 2) Evaluation of the quality, quantity and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

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## **E. Performance Evaluation:**

In accordance with the provisions of the Companies Act, 2013 and SEBI LODR and the Policy framed by the Board for Performance Evaluation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors.

A structured questionnaire was prepared covering various aspects such as attendance at the meetings, participation and contribution, team work, discussions at the Board/Committee Meetings, understanding of the business of the Company, strategy and quality of decision making, etc. The Directors expressed their satisfaction with the evaluation process.

## **F. Remuneration to directors:**

The Non-executive Directors shall be entitled to receive remuneration by way of sitting fees and reimbursement of expenses. Non-executive directors are paid Rs. 250/- per meeting as sitting fees and Rs. 300/- as conveyance expenses. The total sitting fees and conveyance expenses paid during the year are as under:

Name of the directors	Amount	Amount
	Directors Fees	Conveyance Expenses
Mr. Sanjay Johar	1,250	1,500
Mr. A. Unnikrishnan	1,000	1,200
Mr. Ashwin Damania	1,250	1,500
Mrs. Roselyn Chettiar	1,250	1,200

## **G. Corporate Social Responsibility Committee:**

The provisions of Section 135 of the Companies Act, 2013 with regard to Corporate Social Responsibility are not applicable to the Company.

## **H. Risk Management Committee:**

The provisions of SEBI (LODR) Regulations, 2015 are not applicable to the Company. Hence this Committee has not been formed.



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## **I. Major Policies adopted by the Company:**

### **1) Whistle Blower Policy / Vigil Mechanism:**

In accordance with the provisions of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, every listed Company is required to have a Vigil Mechanism for the Directors and employees to report their genuine concerns and grievances. Keeping these provisions in mind, the Company has put in place a Whistle Blower Policy. The Audit Committee of Directors is entrusted with the responsibility to oversee the Vigil Mechanism. During the year, no personnel was denied access to the Audit Committee.

### **2) Policy on Preservation of Documents:**

In accordance with Regulation 9 of SEBI (LODR) Regulations, 2015 the Company has framed a Policy on preservation of documents approved by the Board of Directors of the Company. The Policy is intended to define preservation of documents and to provide guidance to the Executives and employees working in the Company to make decisions that may have an impact on the operations of the Company. It not only covers the various aspects on preservation of the documents, but also the safe disposal/destruction of the documents.

### **3) Insider Trading Code:**

In compliance with the SEBI Regulations on prohibition of insider trading, the Company has adopted the Code of Conduct for Prevention of Insider Trading in securities of the Company, to regulate, monitor and report trading by insiders, designated Persons and such other persons to whom this Code is applicable.

## **CFO & Manager Certification**

Pursuant to the provisions of Regulations 17 of the SEBI (LODR), the Manager and the CFO of the Company have certified to the Board regarding their review on the Financial Statements, Cash Flow Statements and other matters, related to internal controls for the year ended 31<sup>st</sup> March, 2017.

## **Management discussion and Analysis:**

The Management Discussion and Analysis is a part of the Annual Report and is annexed separately.

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## **ANNUAL GENERAL MEETINGS OF THE COMPANY:**

Particulars of the last three Annual General Meetings are given below:

AGM	Year ended	Venue	Date of AGM	Time
31 <sup>st</sup>	31/03/2014	Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054	2 <sup>nd</sup> September, 2014	11:00 A.M.
32 <sup>nd</sup>	31/03/2015	Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054	24 <sup>th</sup> September, 2015	3:00 P.M.
33 <sup>rd</sup>	31/03/2016	Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054	27 <sup>th</sup> September, 2016	11:00 A.M.

## **SPECIAL RESOLUTIONS:**

No Special Resolutions were passed at any of the last three Annual General Meetings held.

## **POSTAL BALLOT:**

No Resolution requiring postal ballot was placed before the last three Annual General Meetings.

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

## **MEANS OF COMMUNICATION:**

Quarterly Results and Audited Financial Results are generally published in following newspapers:

The Free Press Journal (English)

Navshakti (Marathi)

The Company's website at [www.leenaconsultancy.in](http://www.leenaconsultancy.in) is regularly updated with the financial results.

## **GENERAL SHAREHOLDER INFORMATION:**

The 34<sup>th</sup> Annual General Meeting is proposed to be held for the Financial year 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017 as per details given below.

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## **ANNUAL GENERAL MEETING FOR FINANCIAL YEAR 2016-2017:**

<b>Date</b>	:	Thursday, 28 <sup>th</sup> September, 2017
<b>Venue</b>	:	At the Registered Office of the Company at Rahejas, Corner of Main Avenue & V. P. Road Santacruz – West, Mumbai – 400 054
<b>Time</b>	:	11:00 A.M.
<b>Dates of Book Closure</b>	:	Thursday, 21 <sup>st</sup> September, 2017 to Thursday, 28 <sup>th</sup> September, 2017
<b>Last date of receipt of Proxy Forms</b>	:	26 <sup>th</sup> September, 2017 (before 11: a.m.)

## **TENTATIVE FINANCIAL CALENDAR FOR 2017-2018:**

First Quarterly Results	:	July, 2017
Second Quarterly Results / Half Yearly Results	:	October, 2017
Third Quarterly Results	:	January, 2018
Annual Results for the year ended on 31 <sup>st</sup> March, 2018	:	May, 2018
Annual General Meeting for the year ending 31 <sup>st</sup> March, 2018	:	September, 2018

## **UNCLAIMED DIVIDEND:**

Section 205A of the Companies Act, 1956, as amended from time to time and/or relevant corresponding provisions of the Companies Act, 2013 once notified, mandates that companies transfer dividend that has been unclaimed for a period of seven years from the Unpaid Dividend account to the Investor Education & Protection Fund (IEPF). In accordance with the following schedule, the dividend for the years mentioned as follows, if unclaimed within a period of seven years, will be transferred to IEPF:

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## **Details of Unclaimed Dividend as on 31<sup>st</sup> March, 2017:**

Year	Bank Account No.	Date of Declaration of Dividend	Due Date for transfer to IEPF
2010	501700301000289	24/09/2010	31/10/2017
2011	501700301000319	22/09/2011	29/10/2018
2012	501700301000368	27/09/2012	03/11/2019
2013	501700301000394	05/08/2013	12/09/2020
2014	501700301000441	02/09/2014	09/10/2021
2015	501700301000482	24/09/2015	31/10/2022

## **REGISTRAR AND TRANSFER AGENT:**

The Company has engaged the services of **Satellite Corporate Services Private Limited**, B-302, Sony Apartment, Opp. St. Jude High School, Off Andheri Kurla Road, Jarimari, Sakinaka, Mumbai – 400072, a SEBI registered body as its Registrar and Share Transfer Agent for processing transfers, sub-division, consolidation etc. Since trading in Company's shares can now be done only in dematerialized form, request for demat and remat should be sent directly to the Registrar through concerned Depository Participants.

## **Book Closure Dates:**

From Thursday, 21<sup>st</sup> September, 2017 to Thursday, 28<sup>th</sup> September, 2017, both days inclusive.

## **LISTING OF EQUITY SHARES ON STOCK EXCHANGE AND STOCK CODE / SYMBOL:**

ISIN: **INE778N01016**

The Equity shares of the Company are listed on the BSE Limited, at Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001, with Stock Code: 509046

The Listing fees for the year 2017-18 have been to the BSE Limited, Mumbai.

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## **Nomination Facility:**

Pursuant to Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital & Debentures) Rules, 2014, nomination facility is available to the shareholders. This facility is mainly useful for shareholders holding shares in single name. In cases where the shares are held in joint names, the nomination will be effective only in the event of death of all the joint holders. Shareholders who are holding shares in single name are advised to avail this facility, to avoid the expensive and long drawn process of transmission by law.

Investor holding shares in physical form may obtain nomination form (Form SH-13) from the Registrar and Share Transfer Agent of the Company. However, if the shares are held in dematerialized form, the nomination has to be intimated to your Depository Participant directly, as per the format prescribed by them.

## **Shareholding Pattern of the Company as on 31<sup>st</sup> March, 2017**

Sr. No.	Category	No. of Shares	% of total Issued Shares
1.	Promoter Holding	1,79,400	74.75
2.	Foreign Institutional Investors	0	0
3.	Non-Resident Individuals	0	0
4.	Mutual Funds	0	0
5.	Financial Institutions	0	0
6.	Insurance Companies & Banks	0	0
7.	Public – Individuals	59,700	24.875
8.	Public – Bodies Corporate	900	0.375
9.	Directors & their relatives	0	0
	<b>Total</b>	<b>240000</b>	<b>100</b>

## **Distribution of shareholding as on 31<sup>st</sup> March, 2017**

Shares holding of Nominal Value of	No. of Shareholders	Shareholders as a % of the total	Total Shareholding held in Physical Form (Rs.)	Total Shareholding held in Demat Form (Rs.)	Total (Rs.)	% to Total
Upto 2,500	237	94.80	237000	7000	244000	10.167
2501 – 5000	1	0.40	-	3000	3000	0.125
5001 – 10000	0	0	0	0	0	0
10001 – 20000	0	0	0	0	0	0
20001 – 30000	1	0.40	21500	0	21500	0.896
30001 – 40000	0	0	0	0	0	0
40001 – 50000	0	0	0	0	0	0
50001 – 100000	5	2.00	203500	142000	345500	14.396
100001 & Above	6	2.4		1786000	1786000	74.417
<b>TOTAL</b>	<b>250</b>	<b>100.00</b>	<b>462000</b>	<b>1938000</b>	<b>2400000</b>	<b>100.00</b>

# LEENA CONSULTANCY LIMITED

CIN No: L74140MH1983PLC031034

Rahejas, Corner of Main Avenue & V. P. Road, Santacruz (West), Mumbai – 400 054.

Phone : 6695 1111 Fax : 6694 2922 Email: [leenaconsultancy@yahoo.co.in](mailto:leenaconsultancy@yahoo.co.in),

Website: [www.leenaconsultancy.in](http://www.leenaconsultancy.in)

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**Outstanding GDR's / ADR's/ Warrants or any convertible instruments, conversion date and likely impact on equity:**

The Company has not issued any GDR's, ADR's, Warrants or any other convertible instruments.

**Address for correspondence:**

The Company's registered office is situated at Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400054

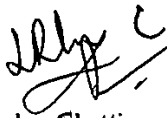
Contact Person: Mr. Sanjay Johar  
Director & Compliance Officer  
Contact Nos.: 022 – 61454166 Fax: 022 – 66942922

For investor grievances shareholders may send an email to: [investor@leenaconsultancy.in](mailto:investor@leenaconsultancy.in)

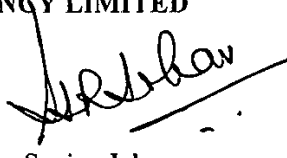
**DECLARATION:**

As provided under Schedule V(D) of SEBI(LODR) Regulations, 2015, we confirm that the Board Members and the KMP's have confirmed with the Code of Conduct for the year ended 31<sup>st</sup> March, 2017.

**For LEENA CONSULTANCY LIMITED**



**Roselyn Chettiar**  
Director  
DIN: 06716046



**Sanjay Johar**  
Director  
DIN: 00007304

**Place: Mumbai**

**Date: 04 SEP 2017**



Kirit L. Thacker  
B. Com., FCA

## K. L. THACKER & ASSOCIATES

Chartered Accountants

607, D S Trade Centre,  
Next to Vidyavihar Station,  
Vidyavihar (West), Mumbai – 400 086.  
Off. : +91-22-2512 7944 / 2512 2113  
Fax : +91-22-2509 3789  
Email : kirit@klthackerca.com

### Auditors' Certificate on Corporate Governance

To  
**The Shareholders of  
Leena Consultancy Limited**

We have examined the compliance of conditions of corporate governance by Leena Consultancy Limited, for the year ended on 31st March, 2017, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with BSE Limited, Mumbai.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the 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 and on basis of the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with BSE Limited, Mumbai during the year ended 31st March, 2017.

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.

Place : Mumbai

Dated : September 4, 2017.



For K. L. THACKER & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 110869W)

(KIRIT L. THACKER)  
Proprietor  
Mem. No.035085

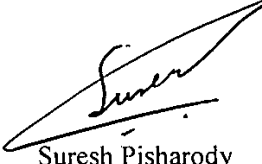
## **Certification by Chief Financial Officer (CFO) & Manager**

The Board of Directors  
Leena Consultancy Limited  
Rahejas,  
Corner of Main Avenue & V. P. Road  
Santacruz - West  
Mumbai – 400 054

We, Ramesh Sanas, Manager and Suresh Pisharody, CFO of Leena Consultancy Limited certify to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that we have reviewed the Financial statement and cash flow statement of the Company for the financial year ended 31<sup>st</sup> March 2017.

1. To the best of our knowledge and belief, we certify that:
  - a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - b) 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; and
  - c) there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
2. For the purposes of financial reporting, we accept the responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, and further state that there were no deficiencies in the design or operation of such internal controls.
3. We do further certify that there has been:
  - a) no significant changes in internal controls over financial reporting during the year;
  - b) no significant changes in accounting policies during the year; and
  - c) no instances of fraud, of which we are aware during the period.

  
Ramesh Sanas  
Manager

  
Suresh Pisharody  
CFO

Place: Mumbai

Date: 04 SEP 2017



# LEENA CONSULTANCY LIMITED

CIN No: L74140MH1983PLC031034

Rahejas, Corner of Main Avenue & V. P. Road, Santacruz (West ), Mumbai – 400 054.

Phone : 6695 1111 Fax : 6694 2922 Email: [leenaconsultancy@yahoo.co.in](mailto:leenaconsultancy@yahoo.co.in),

Website: [www.leenaconsultancy.in](http://www.leenaconsultancy.in)

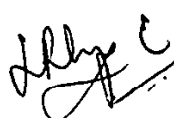
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## Annual Declaration under Regulation 34 (3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

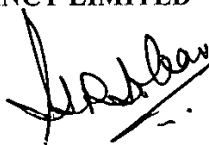
### DECLARATION

As required under Regulation 34(3) read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that all the Board members and senior executives of the Company have complied with Code of Ethics of the Company for the year ended March 31, 2017.

For LEENA CONSULTANCY LIMITED



Roselyn Chettiar  
Director  
DIN: 06716046



Sanjay Johar  
Director  
DIN: 00007304

Place: Mumbai

Date: 04 SEP 2017

B.COM, C.S., LL.B

# ZARNA SODAGAR

## Practicing Company Secretary

3<sup>rd</sup> Floor, A-Wing, Kanji Gokaldas Building, Princess Street, Marine Lines, Mumbai- 400002  
Mail:trushnajhaverics@gmail.com,zarnasodagarcs@gmail.com,  
Mobile No. 9920132737/8452845253

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FORM No. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

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

To,

The Members,

LEENA CONSULTANCY LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Leena Consultancy Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of Leena Consultancy Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 *generally* complied with statutory provisions listed hereunder and also that the Company *has to the extent* required complied with Board processes and compliance mechanism, in the manner and subject to the reporting made hereinafter:



We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by – Leena Consultancy Limited for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

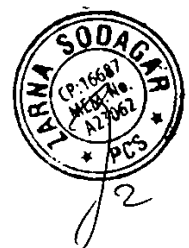
- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and
  - (v) Other laws applicable to the Company' as per the representation given by the Company.

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

- (i) Secretarial Standards of The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Listing Agreement entered into by the Company with BSE Limited.

During the period under review and subject to the explanations given to us and the representations made by the Management, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above subject to the following observations:

- (1) In Corporate Governance Report for the first quarter gap between last meeting of the previous quarter ending 31.03.2016 and 07.04.2016 AND gap between 07.04.2016 and 25.05.2016 is not shown.
- (2) Pursuant to section 195 of Companies Act 2013 along with SEBI (Prohibition of Insider Trading) Regulations, Company has failed to make disclosures relating to Trading window.



(3) The Company is expected to appoint a Company Secretary (KMP) in near future.

(4) Secretarial Standards have been generally complied.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive, Non-Executive and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Board decisions are carried out with the assenting views of the Directors.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

There were no major events during the year under review.

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

*Zarna*

Place: Mumbai  
Date: 22.08.2017

Zarna Sodagar  
Practising Company Secretary  
ACS No: 23062 CP No: 16687



**'Annexure A'**

**To,**


**The Members**

**LEENA CONSULTANCY LIMITED**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Mumbai**  
**Date: 22.08.2017**

  
**Zarana Sodagar**  
**Practising Company Secretary**  
**ACS No: 23062 CP No: 16687**



**FORM NO. MGT 8  
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

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

**I REGISTRATION & OTHER DETAILS:**

1	CIN	L74140MH1983PLC031034
2	Registration Date	06/10/1983
3	Name of the Company	LEENA CONSULTANCY LIMITED
4	Category/Sub-category of the Company	Public Limited Company by Shares
5	Address of the Registered office & contact details	Rahejas, Corner of Main Avenue & V. P. Road, Santacruz - West, Mumbai - 400 054
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Satellite Corporate Services Pvt Ltd, B-302, Sony Apartments, Off. St. Jude High School, Off. Andheri Kurla Road, Jarimar, Sakinaka, Mumbai- 400 072. Phone No. 022 28520461

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Interest Income	809	48.70
2	Interest From Bank	809	51.30

**III Particulars of the Holding, Subsidiary & Associate Companies**

---NIL---

Sr. No.	Name & Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1					
2					
3					

**IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

Category-wise Share Holding

	Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A	<b>Promoters</b>									
1	<b>Indian</b>									
	a) Individual/ HUF	400	100	500	0.21	400	100	500	0.21	-
	b) Central Govt	0		0	-			0	-	-
	c) State Govt(s)	0		0	-			0	-	-
	d) Bodies Corp.	1,78,900	0	1,78,900	74.54	1,78,900	0	1,78,900	74.54	-
	e) Banks / FI	0		0	-			0	-	-
	f) Any other	0		0	-			0	-	-
	<b>Sub-total (A) (1):-</b>	1,79,300	100	1,79,400	74.75	1,79,300	100	1,79,400	74.75	0
2	<b>Foreign</b>									
	a) NRIs - Individuals			0				0		
	b) Other - Individuals			0				0		
	c) Bodies Corp.			0				0		
	d) Banks / FI			0				0		
	f) Any other			0				0		
	<b>Sub-total (A) (2):-</b>	0	0	0	-	0	0	0	-	0
	<b>Total shareholding of Promoter (A) =</b>	1,79,300	100	1,79,400	74.75	1,79,300	100	1,79,400	74.75	0
	<b>(A)(1)+(A)(2)</b>									
B	<b>Public Shareholding</b>									
1	<b>Institutions</b>									
	a) Mutual Funds									
	b) Banks / FI									
	c) Central Govt									
	d) State Govt(s)									
	e) Venture Capital Funds									
	f) Insurance Companies									
	g) FIs									
	h) Foreign Venture Capital Funds									
	i) Others (specify) Individual									
	<b>Sub-total (B) (1):-</b>	0	0	0	-	0	0	0	-	0

2	<b>Non-Institutions</b>									
a)	<b>Bodies Corp.</b>									
	i) Indian	300	600	900	0.38	300	600	900	0.38	
	ii) Overseas									
b)	<b>Individuals</b>									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14,200	45,400	59,600	24.83	14,200	45,400	59,600	24.83	
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c)	<b>Others (specify)</b>									
	Non Resident Indians									
	Overseas Corporate Bodies									
	Foreign Nationals									
	Clearing Members									
	Hindu Undivided Families	0	100	100	0.04	0	100	100	0.04	
	Foreign Bodies - D R									
	<b>Sub-total (B)(2):-</b>	14,500	46,100	60,600	25.25	14,500	46,100	60,600	25.25	0
	<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	14,500	46,100	60,600	25.25	14,500	46,100	60,600	25.25	0
c)	<b>Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
	<b>Grand Total (A+B+C)</b>	1,93,800	46,200	2,40,000	100.00	1,93,800	46,200	2,40,000	100.00	0

**B) Shareholding of Promoter:-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Rajan Raheja	200	0.08	0	200	0.08	0	-
2	Rajan Beharilal Raheja	100	0.04	0	100	0.04	0	-
3	Akshay Raheja	100	0.04	0	100	0.04	0	-
4	Viren Raheja	100	0.04	0	100	0.04	0	-
5	Ameeta Grihnirman Private Ltd	100	0.04	0	100	0.04	0	-
6	Bellvne Construction Pvt Ltd	100	0.04	0	100	0.04	0	-
7	Manali Investment & Finance Pvt Ltd	23,000	9.58	0	23,000	9.58	0	-
8	Prerana Builders Pvt Ltd	100	0.04	0	100	0.04	0	-
9	Shiraz Realtors Pvt Ltd	30,000	12.50	0	30,000	12.50	0	-
10	Gstead Trading Co. Pvt Ltd	35,600	14.83	0	35,600	14.83	0	-
11	Lavina Contractors & Developers Pvt Ltd	30,000	12.50	0	30,000	12.50	0	-
12	Bloomingdale Trading Co Pvt Ltd	30,000	12.50	0	30,000	12.50	0	-
13	Villa-Capri Developers Pvt Ltd	30,000	12.50	0	30,000	12.50	0	-
	<b>Total</b>	1,79,400	74.75	0	1,79,400	74.75	0	-

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Date of change	Shareholding at the beginning of the year		No Change		
			No. of shares	% of total shares of the company	Change	No. of shares	% of total shares of the company
	At the beginning of the year		1,79,400	74.75	-	1,79,400	74.75
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):						
	At the end of the year		1,79,400	74.75	-	1,79,400	74.75

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Date	Shareholding at the beginning of the year		Change	Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company		No. of shares	% of total shares of the company
1	Bharat J. Patel		7,500	3.13	-	7,500	3.13
2	Ruchit B Patel		7,500	3.13	-	7,500	3.13
3	Minal B Patel		7,500	3.13	-	7,500	3.13
4	Vimal R. Shah		6,700	2.79	-	6,700	2.79
5	Hardik B Patel		5,350	2.23	-	5,350	2.23
6	Hardik B Patel		2,150	0.90	-	2,150	0.90
7	Raghunandan Capital Pvt Ltd		300	0.13	-	300	0.13
8	Nayan Shah		200	0.08	-	200	0.08
9	M M Agrawal		200	0.08	-	200	0.08
10	P L Wankhede		200	0.08	-	200	0.08

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of Directors and Key Managerial Personnel:	Date	Shareholding at the beginning of the year			Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	Change	No. of shares	% of total shares of the company
1	A. Unnikrishnan		100	0.04	-	100	0.04
2	Ashwin Damania		100	0.04	-	100	0.04
3	Sanjay Johar		-	-	-	-	-
4	Roselyn Chettiar		-	-	-	-	-
5	Suresh Pisharody		200	0.08	-	200	0.08
	Total of all Directors/KMP at the end of the year		400	0.17	-	400	0.17

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

NIL

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

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

NIL

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

100 750 0



B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
	Independent Directors	Sanjay Johar	Ashwin Damania	Roselyn Chettiar	
1	Fee for attending board committee meetings	1,250.00	1,250.00	1,250.00	3,750.00
	Commission	-	-	-	-
	Others, please specify (Conveyance)	1,500.00	1,500.00	1,500.00	4,500.00
	Total (1)	2,750.00	2,750.00	2,750.00	8,250.00
	Other Non-Executive Directors	A. Unnikrishnan			
2	Fee for attending board committee meetings	1,000.00			1,000.00
	Commission	-			-
	Others, please specify (Conveyance)	1,200.00			1,200.00
	Total (2)	2,200.00			2,200.00
	Total (B)=(1+2)	2,750.00	2,200.00	2,750.00	10,450.00
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

NIL

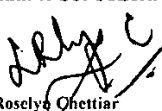
SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	CS	CFO	
	Name			Suresh Pisharody	
1	Gross salary			Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			Nil	Nil
2	(c) Profits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


VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

NIL

	Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A	COMPANY					
	Penalty					
	Punishment					
	Compounding					
B	DIRECTORS					
	Penalty					
	Punishment					
	Compounding					
C	OTHER OFFICERS IN DEFAULT					
	Penalty					
	Punishment					
	Compounding					

For and on behalf of the Board of Directors of  
LEENA CONSULTANCY LTD

  
Roselyn Chettiar  
Director  
DIN: 06716046

  
Sanjay Johar  
Director  
DIN: 00007304

MUMBAI

Dated : 04 SEP 2017



Kirit L. Thacker  
B. Com., F.C.A.

**K. L. THACKER  
& ASSOCIATES**

Chartered Accountants

607, D S Trade Centre,  
Next to Vidyavihar Station,  
Vidyavihar (West), Mumbai – 400 086.  
Off. : +91-22-2512 7944 / 2512 2113  
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Email : kirit@klthackerca.com

## INDEPENDENT AUDITORS' REPORT

**To The Members of LEENA CONSULTANCY LIMITED**

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

We have audited the accompanying standalone financial statements of **LEENA CONSULTANCY LIMITED** ("the company") which comprise the Balance Sheet as at 31st March, 2017, 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**

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

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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





Kirit L. Thacker  
B. Com, F.C.A.

## K. L. THACKER & ASSOCIATES

Chartered Accountants

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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 judgments, 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 financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the company as at 31st March, 2017, and its loss and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the order"), as amended, issued by the Central Government of India in terms of section 143(11) of the Act, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that :
  - (a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 it appears from our examination of those books ;
  - (c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this report are in agreement with the books of account ;





Kirit L. Thacker  
B. Com, F.C.A.

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- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 ;
- (e) On the basis of written representations received from the Directors as on March 31, 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act ;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- The Company does not have any pending litigation, which would impact its financial position.
  - The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - The Company has provided requisite disclosures in its financial statements as to the holdings as well as dealings in Specified Bank Notes during the period 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

Place : Mumbai

Dated : May 30, 2017

For K. L. THACKER & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 110869W)



*K. L. Thacker*  
(KIRIT L. THACKER)  
Proprietor  
Mem. No.035085



Kirit L. Thacker  
B. Com, F.C.A.

**K. L. THACKER  
& ASSOCIATES**

Chartered Accountants

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#### ANNEXURE TO THE AUDITOR'S REPORT

(Annexure I referred to in paragraph 1 under "Other Legal and Regulatory Requirements" of our report of even date)

- (i) The Company does not have any fixed assets and hence clause 3(i) of the Order is not applicable.
- (ii) The Company does not have any inventory and hence clause 3(ii) of the Order is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured to company, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act and hence clause 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanation given to us, the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- (vii) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable ;  
(b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.





Kirit L. Thacker  
B. Com, F.C.A.

## K. L. THACKER & ASSOCIATES

Chartered Accountants

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- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) The Company has not paid or provided any managerial remuneration and hence clause 3(xi) of the Order is not applicable.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934.

Place : Mumbai

Dated : May 30, 2017

For K. L. THACKER & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 110869W)



*K. L. Thacker*  
(KIRIT L. THACKER)  
Proprietor  
Mem. No.035085



Kirit L. Thacker  
B. Com, F.C.A.

**K. L. THACKER  
& ASSOCIATES**

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**Annexure II referred to in paragraph 2 under "Report on Other Legal and Regulatory Requirements" of our report of even date**

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

We have audited the internal financial controls over financial reporting of **LEENA CONSULTANCY LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

**Auditors' Responsibility**

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





Kirit L. Thacker  
B. Com, F.C.A.

**K. L. THACKER  
& ASSOCIATES**

Chartered Accountants

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Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

#### **Meaning of Internal Financial Controls Over Financial Reporting**

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

#### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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







Kirit L. Thacker  
B. Com, F.C.A.

## K. L. THACKER & ASSOCIATES

Chartered Accountants

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### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Mumbai

Dated : May 30, 2017

For K. L. THACKER & ASSOCIATES  
Chartered Accountants  
(Firm Regn. No. 110869W)



*K. L. Thacker*

(KIRIT L. THACKER)  
Proprietor  
Mem. No.035085

**LEENA CONSULTANCY LIMITED**  
**BALANCE SHEET AS AT 31ST MARCH 2017**

Particulars	Notes	31.3.2017 Rupees	31.3.2017 Rupees	31.3.2016 Rupees
<b><u>I. EQUITY AND LIABILITIES</u></b>				
(1) <b>SHAREHOLDER'S FUNDS:</b>				
(a) Share Capital	2.1	24,00,000		24,00,000
(b) Reserves & Surplus	2.2	8,31,670		10,39,715
(c) Money received against share warrants		-		-
			32,31,670	34,39,715
(2) Share application money pending allotment			-	-
(3) <b>NON - CURRENT LIABILITIES</b>			-	-
(4) <b>CURRENT LIABILITIES</b>	2.3			
(a) Other Current Liabilities	2.3.1	60,142		53,136
(b) Short- term provisions	2.3.2	-		-
			60,142	53,136
<b>TOTAL</b>			32,91,812	34,92,851
(1) <b>NON-CURRENT ASSETS</b>				
(a) Non-Current Investments	2.4	5,000		5,000
(b) Deferred Tax Assets (Net)	2.5	-		-
			5,000	5,000
(2) <b>CURRENT ASSETS</b>				
(a) Cash and Bank Balances	2.6	18,61,774		17,80,240
(b) Other Current Assets	2.7	14,25,038		17,07,611
			32,86,812	34,87,851
<b>TOTAL</b>			32,91,812	34,92,851
Significant accounting policies and Notes to Accounts:	1			

As per our report of even date.  
For K.L. Thacker & Associates  
Chartered Accountants  
Firm Regn. No. - 110869W

*K.L. Thacker*  
(Kirit L. Thacker)  
Proprietor  
Mem. No. 035085



By Order of the Board

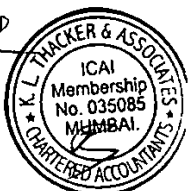
*Roselyn Chettiar*  
Roselyn Chettiar  
Director  
DIN: 06716046

*Sanjay Johar*  
Sanjay Johar  
Director  
DIN: 00007304

*Suresh Pisharody*  
Suresh Pisharody  
CFO

MUMBAI  
Dated : 30 MAY 2017

MUMBAI  
Dated : 30 MAY 2017

LEENA CONSULTANCY LIMITED			
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED : 31ST MARCH 2017			
	Notes	2016-17 Rupees	2015-16 Rupees
<b><u>INCOME</u></b>			
Revenue from Operations	2.8	2,53,924	3,09,549
<b>Total Revenue</b>		<b>2,53,924</b>	<b>3,09,549</b>
<b><u>EXPENSES</u></b>			
Other Expenses	2.9	4,50,028	5,69,564
Prior Period items		9,292	-
Exceptional items		-	-
<b>Total Expenses</b>		<b>4,59,320</b>	<b>5,69,564</b>
<b>Profit / (loss) before Extraordinary items and Tax</b>		<b>(2,05,396)</b>	<b>-2,60,015</b>
Extraordinary items		-	-
<b>Profit / (loss) before tax</b>		<b>(2,05,396)</b>	<b>-2,60,015</b>
<b>Tax expenses</b>			
Current tax (for the year)		-	-
Current tax (relating to prior years)		2,650	4
Less: MAT Credit		-	-
Deferred tax		-	-
<b>Profit / (loss) for the year from continuing operations</b>		<b>(2,08,046)</b>	<b>-2,60,019</b>
<b>Discontinuing operations</b>			
<b>Profit / (loss) after tax from discontinuing operations</b>		<b>-</b>	<b>-</b>
<b>Profit/Loss for the period</b>		<b>(2,08,046)</b>	<b>-2,60,019</b>
<b>Earnings per equity share (Nominal Value of share Rs.10/- each)</b>			
Basic & Diluted			
Continuing & Total operations		-INR 0.87	-INR 1.08
<b>Significant accounting policies and Notes to Accounts:</b>	1		
<div> <p>As per our report of even date. For K.L. Thacker &amp; Associates Chartered Accountants Firm Regn. No. - 110869W</p> <p><i>K L Thacker</i> (Kirit L. Thacker) Proprietor Mem. No. 035085</p>  </div> <div> <p>By Order of the Board</p> <p><i>Roselyn Chettiar</i> Roselyn Chettiar Director DIN: 06716046</p> <p><i>Sanjay Johar</i> Sanjay Johar Director DIN: 00007304</p> <p><i>Suresh Pisharody</i> Suresh Pisharody CFO</p> </div> <div> <p>MUMBAI Dated : 30 MAY 2017</p> <p>MUMBAI Dated : 30 MAY 2017</p> </div>			

# LEENA CONSULTANCY LIMITED

CIN No: L74140MH1983PLC031034

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

Particulars	31.03.2017	31.03.2016
<b>A. Cash Flows from Operating Activities</b>		
Net profit / (loss) before Taxation and extra ordinary items	-2.05	-2.60
Adjustments for:		
Interest Income	-2.54	-3.10
Operating cash flow before changes in assets and liabilities	-4.59	-5.70
Adjustments for changes in assets and liabilities		
(Increase) / Decrease in Other Current Assets	1.83	-0.21
Increase / (Decrease) in Other Current Liabilities	0.07	0.01
Cash Generated from Operations	-2.70	-5.90
Taxes Paid	0.03	0.12
Net Cash Flow from / (used in ) Operating Activities	-2.72	-6.02
<b>B. Cash Flows from Investing Activities</b>		
Reduction in Loans and Advances given	1.00	2.00
Sale / (Purchase) of investments	0.00	0.00
Interest Received	2.54	3.10
Proceeds from Maturity of Fixed Deposits	2.00	1.00
Dividends Received	0.00	0.00
Net Cash Flow from / (used in) Investing Activities	5.54	6.10
<b>C. Cash Flow from Financing Activities</b>		
Proceeds from / (Reduction in) Long-term Borrowings	0.00	0.00
Proceeds from / (Reduction in) Short-term Borrowings	0.00	0.00
Interest and other finance charges paid	0.00	-0.72
Net Cash Flow from (used in) Financing Activities	0.00	-0.72
<b>Net Increase in Cash and Cash Equivalents (A + B + C)</b>	<b>2.82</b>	<b>-0.64</b>
Cash and Cash Equivalents at the Beginning of the Year	1.80	2.44
Cash and Cash Equivalents at the End of the Year	4.62	1.80

As per our report of even date  
For K.L. Thacker & Associates  
Chartered Accountants  
Firm Regn. No. 110869W

*K.L. Thacker*

Kirit L. Thacker  
Proprietor  
Mem No. 035085



By Order of the Board

*Roselyn Chettiar*  
Roselyn Chettiar  
Director  
DIN: 06716046

*Sanjay Johar*  
Sanjay Johar  
Director  
DIN: 00007304

*Suresh Pisharody*  
Suresh Pisharody  
CFO

Place : Mumbai

Dated: 30 MAY 2017

**LEENA CONSULTANCY LIMITED**  
**Notes to the Financial Statements - 31st March, 2017**

**1.1 Corporate information**

Leena Consultancy Limited is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956.

**1.2 Basis of preparation**

The financial statements of the Company are consistently prepared and presented under historical cost convention on an accrual basis in accordance with the generally accepted accounting principles in India (Indian GAAP). The Company has prepared these financial statements to comply in all material respects with the accounting standards specified under section 133 of the Companies Act, 2013 ("the Act") read together with Rule 7 of the Companies (Accounts) Rules, 2014 as well as Prudential Norms on income recognition, asset classification and provisioning issued by RBI. In accordance with first proviso to section 129(1) and clause 6 of the General Instructions given in Schedule III to the Act, the terms used in the enclosed financial statements are in accordance with the Accounting Standards.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III of Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

**Summary of significant accounting policies**

**1.3 Use of estimates**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, as at the date of financial statements and reported amounts of revenue and expenses during the reporting period. Such estimates are on reasonable and prudent basis taking into account all available information; actual results could differ from estimates. Differences on account of revision of estimates, actual outcome and existing estimates are recognised prospectively once results are known/materialised in accordance with the requirements of the respective accounting standard, as may be applicable.

**1.4 Tangible Fixed assets**

The company does not have any Fixed Assets

**1.5 Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition cost of the investment is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**1.6 Inventories - The Company does not have any Inventories**

**1.7 Revenue recognition**

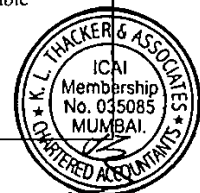
Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.



# LEENA CONSULTANCY LIMITED

## Notes to the Financial Statements - 31st March, 2017

### 1.8

#### Income taxes

- a) Provision for current tax is made on the basis of taxable profits computed for the current accounting period (reporting period) in accordance with the provisions of Income Tax Act, 1961.
- b) Deferred tax is calculated at the rates and laws that have been enacted or substantively enacted as of the Balance Sheet date and is recognized on timing differences that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are recognized on carry forward of unabsorbed depreciation and tax losses only if there is virtual certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized. Other deferred tax assets are recognised only to the extent there is a reasonable certainty of realization in future. The effect on deferred tax assets and liabilities of change in tax rates is recognized in the profit & loss account in the period of enactment of the change.
- c) The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.
- d) Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.
- e) Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

### 1.9 Earnings Per Share

- a) Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.
- b) For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### 1.10 Provisions

- a) A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.
- b) Where the company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognized as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

### 1.11 Contingent liabilities & Contingent Assets

- a) Contingent liabilities are disclosed separately by way of note to financial statements after careful evaluation by the management of the facts and legal aspects of the matter involved in the case of
- a probable obligation arising from the past event, when it is not probable that an outflow of resources will be required to settle the obligation.
  - a possible obligation, unless the probability of out flow of resources is remote.
- b) Contingent Assets are neither recognised nor disclosed

### 1.12 Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank, cash in hand, demand deposits with banks and other short-term investments with an original maturity of three months or less.



# LEENA CONSULTANCY LIMITED

## Notes to the Financial Statements - 31st March, 2017

2.1 <u>SHARE CAPITAL</u>	(Rupees) 31.3.2017	(Rupees) 31.3.2016
Authorised 2,40,000 (2,40,000) Equity Shares of Rs. 10/- each	24,00,000	24,00,000
Issued, Subscribed and Paid up  2,40,000 (2,40,000) Equity Shares of Rs. 10/- each fully paid up	24,00,000	24,00,000

The Company has only one class of shares referred to as equity shares having a par value of Rs. 10/- per share. Each holder of Equity shares is entitled to one vote per share

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The distribution will be in proportion to the number of equity shares held by the shareholders.

### Details of Shareholders holding more than 5% of the Equity Share Capital of the Company

Sr. No.	Name of Share holder	No of Shares as on 31.3.2017	% of Share Capital	No of Shares as on 31.3.2016	% of Share Capital
1	Manali Investment & Finance Pvt Ltd.	23,000	9.58	23,000	9.58
2	Shiraz Realtors Pvt Ltd	30,000	12.50	30,000	12.50
3	Gstaad Trading Co. Pvt Ltd	35,600	14.83	35,600	14.83
4	Lavina Contractors & Developers Pvt Ltd	30,000	12.50	30,000	12.50
5	Bloomingdale Trading Co. Pvt Ltd	30,000	12.50	30,000	12.50
6	Villa-Capri Developers Pvt Ltd	30,000	12.50	30,000	12.50
		1,78,600	74.41	1,78,600	74.41

### Reconciliation of number of Equity Shares outstanding

	Equity Shares	As at March. 31st			
		2016-17		2015-16	
		Quantity	Rupees	Quantity	Rupees
	Number of shares at the beginning	2,40,000	24,00,000	2,40,000	24,00,000
	Allotted during the year	-	-	-	-
	Number of shares at the end	2,40,000	24,00,000	2,40,000	24,00,000

2.2 <u>RESERVES AND SURPLUS</u>	(Rupees) 31.3.2017	(Rupees) 31.3.2016
2.2.1 Surplus in the Statement of Profit and Loss		
Balance at the beginning of the year	10,39,715	12,99,734
Add : Profit for the year	(2,08,045)	(2,60,019)
Amount available for appropriation	8,31,670	10,39,715
Less : Appropriations:		
Proposed Final Dividend on Equity Shares	-	-
Tax on Dividend	-	-
Net Surplus in the Statement of Profit and Loss	8,31,670	10,39,715
Total Reserves & Surplus	8,31,670	10,39,715

2.3 <u>CURRENT LIABILITIES</u>	(Rupees) 2016-17	(Rupees) 2015-16
2.3.1 Other Current Liabilities		
Outstanding Expenses	40,132	30,456
Unclaimed Dividend	20,010	22,680
	60,142	53,136



As per the information available with the Company, none of the creditors qualify as supplier under the Micro, Small and Medium Enterprises Development Act, 2006 (the Act) and accordingly no disclosure is required to be made u/s 22 of the Act.

# LEENA CONSULTANCY LIMITED

## Notes to the Financial Statements - 31st March, 2017

2.4	<b>Non-Current Investments</b>		
	Long term Investments - at Cost	-	-
	Trade Investments		
2.4.1	<b>Others (Quoted)</b>		
	Investment in Equity Instruments		
	500 Equity Shares of Rs. 10/- each, fully paid up of Prism Cement Limited	5,000	5,000
		5,000	5,000
	Aggregate amount of Quoted Investments	5,000	5,000
	Market Value of Quoted Investments	48,975	40,250
	Aggregate amount of Unquoted Investments	-	-

### 2.5 Deferred Tax Asset / Liability

In accordance with the provisions of the mandatory Accounting Standard 22 issued by the Institute of Chartered Accountants of India on accounting for taxes on income, the company has considered the provisions of the said Accounting Standard 22. However there is no Deferred tax Asset (DTA) / Deferred Tax Liability (DTL) to be provided.

2.6	<b>Cash and Bank Balance</b>	(Rupees) 2016-17	(Rupees) 2015-16
	<b>Cash &amp; Cash Equivalent</b>		
	Cash on Hand	86	195
	Balances with Banks		
	In current accounts	4,39,008	1,57,366
	In Earmarked balances with Bank (Unpaid Dividends)	22,680	22,680
	<b>Other Bank Balance</b>		
	Deposits with original maturity for 12 months	14,00,000	16,00,000
		18,61,774	17,80,240

2.7	<b>Other Current Assets</b>		
	Interest accrued on Fixed Deposits	-	9,292
	Interest accrued on Inter Corporate Deposits	-	1,35,681
	Taxes Paid (net of provision)	25,038	62,638
	Inter Corporate Deposits		
	{Loan given to H & R Johnson (India)	14,00,000	15,00,000
	{ A Division of Prism Cement Ltd )}		
		14,25,038	17,07,611

2.8	<b>Other Income</b>	(Rupees) 2016-17	(Rupees) 2015-16
	Interest Income	1,33,169	1,50,757
	Interest From Bank	1,17,209	1,58,792
	Interest on I.Tax Refund	3,546	-
		2,53,924	3,09,549





**LEENA CONSULTANCY LIMITED**  
**Notes to the Financial Statements - 31st March, 2017**

<b>2.9 Other Expenses</b>		
Bank Charges	2,734	6,108
Directors Fees	4,750	6,000
Conveyance Expenses	5,700	7,200
Filing Fees	4,562	34,362
Professional Fees	1,11,044	1,62,645
Listing Fees	2,29,000	2,24,720
Advertisement Expenses	47,870	87,258
Fees & Subscription	20,050	16,005
General Expenses	-	200
Postage Expenses	609	1,022
Service Tax paid	685	845
Krishi Kalyan Cess paid	10	-
Swachh Bharat Cess paid	14	-
Printing & Stationery	-	299
Auditor's remuneration		
- Statutory Audit Fees	23,000	22,900
	<b>4,50,028</b>	<b>5,69,564</b>

**2.10 Earnings Per Share**

In accordance with the provision of Accounting Standard 20 "Earnings Per Share" issued by the Companies (Accounting Standard) Rules, 2006 the Earnings per share are as follows

	2016 - 2017	2015 - 2016
	Basic & Diluted	Basic & Diluted
Profit / (Loss) after tax as per the Statement of Profit & Loss	(2,08,046)	(2,60,019)
Number of Equity Shares	2,40,000	2,40,000
EPS (Rupees) of Face Value Rs. 10/-	(0.87)	(1.08)

**2.11 CONTINGENT LIABILITY**

The Company has no contingent liabilities. The Company does not have any outstanding Capital commitments as on 31<sup>st</sup> March, 2017.

**2.12 Disclosure of the details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016:**

Particulars	SBNs	Other Denomination	Total
Closing cash in hand as on 08.11.2016	500	86	586
Add:- Permitted Receipts	-	-	-
Less:- Permitted Payments	-	-	-
Less:- Amount Deposited in Banks	500	-	500
Closing cash in hand as on 30.12.2016	-	86	86



# LEENA CONSULTANCY LIMITED

## Notes to the Financial Statements - 31st March, 2017

### 2.13 Details of Earnings and Expenditure in Foreign Currency

(In Rupees)

		2016 - 2017	2015 - 2016
a)	CIF Value of Imports	Nil	Nil
b)	Expenditure in Foreign Currency	Nil	Nil
c)	Earnings in Foreign Exchange	Nil	Nil

2.14 Previous Years figures have been regrouped / rearranged wherever necessary to confirm with current years figures.

### 2.15 RELATED PARTY DISCLOSURES

Names of related parties :

#### I. Enterprise where control exists:

a) Subsidiary	Nil
b) Enterprises and persons having a direct or indirect control over the Company.	1. Manali Investment & Finance Pvt Ltd. 2. Shiraz Realtors Pvt Ltd 3. Gstaad Trading Co. Pvt Ltd 4. Lavina Contractors & Developers Pvt Ltd 5. Bloomingdale Trading Co. Pvt Ltd 6. Villa-Capri Developers Pvt Ltd

#### II. Other related parties with whom the company had transaction:

Enterprises under control or significant influence of individuals stated above	Nil
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There are no transaction with any of the above parties

As per our report of even date.

For K.L. Thacker & Associates

Chartered Accountants

Firm Regn. No. - 110869W

*K.L. Thacker*

(Kirit L. Thacker)

Proprietor

Mem. No. 035085



By Order of the Board

*Roselyn Chettiar*

Roselyn Chettiar

Director

DIN: 06716046

*Sanjay Jôhâr*

Sanjay Jôhâr

Director

DIN: 00007304

*Suresh Pisharody*  
Suresh Pisharody  
CFO

MUMBAI

Dated :

30 MAY 2017

MUMBAI

Dated :

30 MAY 2017

# LEENA CONSULTANCY LIMITED

(CIN: L74140MH1983PLC031034)

Regd. Off: Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054

Phone No.: 022 – 6695 1111 Fax No.: 022 – 6694 2922

Website: [www.leenaconsultancy.in](http://www.leenaconsultancy.in) Email: [leenaconsultancy@yahoo.co.in](mailto:leenaconsultancy@yahoo.co.in)

Dear Shareholder,

**Sub: Notice for the 34<sup>th</sup> Annual General Meeting of the Members of Leena Consultancy Limited to be held on Thursday, 28<sup>th</sup> September, 2017 at 11.00 AM at Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054.**

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules 2014 and also in continuation of the 'Green Initiative' of the Company, the Notice of the aforesaid Meeting is being served through electronic mode to your email address registered with your Depository Participant(s) / Registrar and Transfer Agent of the Company, M/s. Satellite Corporate Services Private Limited, as the case may be.

In this regard, please find attached herewith the 34<sup>th</sup> Annual Report for the year 2016-2017 containing the Financial Statements for the year 2016-17 and Notice convening the Annual General Meeting to be held on Thursday, 28<sup>th</sup> September, 2017 at 11.00 a.m.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 21<sup>st</sup> September, 2017, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the 34<sup>th</sup> Annual General Meeting of the Company as mentioned above. The Company has obtained the e-voting services of National Securities Depository Services Limited.

The e-voting portal opens for voting on **Monday, 25<sup>th</sup> September, 2017 at 10.00 AM and ends on Wednesday, 27<sup>th</sup> September, 2017 at 5.00 P.M.** Please accord your assent/dissent by accessing the website: <https://evoting.nsdl.com> and logging-in by using your user ID and password.

E-Voting details are furnished below:

EVEN	PAN	DOB	DIVIDEND BANK DETAILS
107572	Refer Evoting Instructions	Refer Evoting Instructions	--NA--

Mr. Sanjay Johar  
Compliance Officer

**Leena Consultancy Limited**

Rahejas, Corner of Main Avenue & V. P. Road

Santacruz - West, Mumbai - 400 054

Phone no.: + 91 - 22- 6695 1111 Fax no. + 91 - 22 - 6694 2922

Website: [www.leenaconsultancy.in](http://www.leenaconsultancy.in)

Email Id: [investor@leenaconsultancy.in](mailto:investor@leenaconsultancy.in) &  
[leenaconsultancy@yahoo.co.in](mailto:leenaconsultancy@yahoo.co.in)

## Form No. MGT – 11

### Proxy form

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

**34<sup>th</sup> Annual General Meeting of Leena Consultancy Limited on Thursday,  
28<sup>th</sup> September, 2017 at 11:00 a.m.**

CIN : L74140MH1983PLC031034  
Name of the Company : **Leena Consultancy Limited**  
Registered office : Rahejas, Corner of Main Avenue & V. P. Road,  
Santacruz - West, Mumbai – 400 054

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

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

1. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: \_\_\_\_\_, or failing him

2. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: \_\_\_\_\_, or failing him

3. Name: **Mr./Ms.**

E-mail Id:

Address:

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Thursday** the **28<sup>th</sup>** day of **September, 2017** at **11:00 AM** at the registered office of the Company at Mumbai, and any adjournment thereof in respect of such resolutions as are indicated below:

Contd....2

Resolution No.	Particulars	Voting		
		For	Against	Abstain
1.	Adoption of Audited Financial Statements for the year ended 31 <sup>st</sup> March, 2017			
2.	To appoint a Director in the place of Mr. A. Unnikrishnan (DIN: 00007022) who retires by rotation and being eligible offers himself for re-appointment			
3.	To appoint Auditors and fix their remuneration			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Affix  
Revenue  
Stamp

Signature of Member: \_\_\_\_\_ Signature of Proxy: \_\_\_\_\_

**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. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

# **LEENA CONSULTANCY LIMITED**

**(CIN: L74140MH1983PLC031034)**

Regd. Off: Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054

Phone No.: 022 – 6695 1111 Fax No.: 022 – 6694 2922

Website: [www.leanaconsultancy.in](http://www.leanaconsultancy.in) Email: [leanaconsultancy@yahoo.co.in](mailto:leanaconsultancy@yahoo.co.in)

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## **ATTENDANCE SLIP** **(To be presented at the entrance)**

**34<sup>th</sup> Annual General Meeting on Thursday, 28<sup>th</sup> September, 2017 at 11:00 a.m.**  
**at Rahejas, Corner of Main Avenue & V. P. Road, Santacruz –West, Mumbai-400054**

Folio No. / DPID No.: \_\_\_\_\_

Client ID: \_\_\_\_\_

Name of the Member: \_\_\_\_\_ Signature: \_\_\_\_\_

Name of the Proxy-holder: \_\_\_\_\_ Signature: \_\_\_\_\_

**Note:**

1. Only Member / Proxy-Holder can attend the Meeting.
2. Member / Proxy-Holder should bring his / her copy of the Annual Report for reference at the Meeting.

Raheja Buildings, Main Avenue, Vithal Das Nagar Housing Colony, Vithaldas Nagar, Santacr... <https://www.google.co.in/maps/dir/19.0770845,72.8332188/Santacruz+Station/@19.08065...>

Go g le Maps

Raheja Buildings, Main Avenue, Vithal Das Nagar Housing Colony, Vithaldas Nagar, Santacruz West, Mumbai, Maharashtra 400054 to Santacruz Station

Drive 1.4 km, 7 min

