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.**

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.
Website: www.leenaconsultancy.in

DIRECTORS' REPORT

To The Members,
LEENA CONSULTANCY LIMITED
Mumbai.

The Directors are pleased to present the Thirty Second Annual Report of your Company together with the Audited Financial Statements and the Auditors' Report for the financial year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS	Amount in Rupees	Amount in Rupees
	2014 – 2015	2013 – 2014
Total Income for the year	3,23,390	3,25,247
Total Expenditure for the year	3,21,386	1,94,781
Profit for the year before Taxation	2,004	1,30,466
Less: Provision for Current Taxation	(618)	(40,315)
Less: Current Tax (relating to prior year)	(77)	----
Profit after taxation	1,309	90,151
Add: Surplus in Profit & Loss account brought forward from previous year	13,82,660	13,76,729
Profit available for Appropriation	13,83,969	14,66,880
Less : Proposed Dividend	(72,000)	(72,000)
Less: Tax on Dividend distribution	(12,236)	(12,220)
Balance carried to the Balance Sheet	12,99,733	13,82,660

1. EXTRACT OF THE ANNUAL RETURN AS PROVIDED UNDER SUB-SECTION (3) OF SECTION 92:

The Extract of Annual Return is attached to this Report in Annexure - I and forming part of this report.

2. NUMBER OF MEETINGS OF THE BOARD :

The Board of Directors of the Company met six (6) times during the financial year 2014-2015. The details of the same are as follows:

a) 1st meeting held on 20.5.2014
b) 2nd meeting held on 30.7.2014
c) 3rd meeting held on 2.9.2014
d) 4th meeting held on 31.10.2014
e) 5th meeting held on 30.1.2015
f) 6th meeting held on 25.3.2015

3. 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, 2015, 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, 2015 and of the profit 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;

4. DECLARATION BY INDEPENDENT DIRECTORS UNDER SUB-SECTION *(6)* OF SECTION 149:

Your 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.

5. AUDIT COMMITTEE, NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE FORMED UNDER SECTION 178:

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 scope and terms of reference of the Audit Committee have been amended in accordance with the Act and the Listing Agreement entered into with the Stock Exchanges. During the year under review, the Board of Directors of the Company had accepted all the recommendations of the Committee.

NOMINATION & REMUNERATION COMMITTEE:

The Nomination & Remuneration Committee was constituted during the financial year 2014-15, in accordance with Section 178 of the Act. The composition of the Committee is as under:

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

The Board of Directors has in accordance with the provisions of sub-section (3) of Section 178 of the Companies Act, 2013, formulated the policy setting out the criteria for determining credentials, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees.

STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The formation of Stakeholders Relationship Committee in our Company is not applicable therefore, the Board does not comment on this point.

VIGIL MECHANISM POLICY FOR THE DIRECTORS AND EMPLOYEES:

The Board of Directors of Company has, pursuant to the provisions of Section 178(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, framed "Vigil Mechanism Policy" for Directors and employees of the Company to provide a mechanism which ensures adequate safeguards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any, financial statements and reports, etc. The employees of the Company have the right/option to report their concern/grievance to the Chairman of the Audit Committee. Your Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations.

6. EXPLANATION OR COMMENTS BY THE BOARD ON THE QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMER MADE:

BY THE AUDITORS IN HIS REPORT:

a. There are no Qualifications, reservations or adverse remarks of the Auditors and hence the Board does not comment on this point.

b. **BY THE COMPANY SECRETARY IN PRACTICE IN HIS SECRETARIAL AUDIT REPORT:**

Secretarial Audit Report as per Section 204 of Companies Act 2013, received from M/s. H. P. Sanghvi & Co. is attached to this Report as **Annexure 2.**

Board's explanation to the reservations by the Secretarial Auditor:

a) Non-filing of E-form MGT-14 for Board Resolution approving Quarterly Financial Results for the Quarter ended as on June 2014: Due to over-sight and lack of understanding of the applicability of Section 179(3), the said Form was not filed. But the provisions of Section 179 (3) of the Act, which mandates the filing of MGT-14 for Quarterly Financial Results, have been repealed since 18th March, 2015.

b) 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. 37 lakhs and gross income only Rs. 3.23 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 who was appointed as Additional Woman Director at the Board Meeting held on 25th March, 2015, 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.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has given an Inter Corporate Deposit of Rs. 17,00,000/- to H & R Johnson (India) - Tiles Division of Prism Cement Limited.

8. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 IN THE PRESCRIBED FORM:

There are no contracts or arrangements with Related Parties during the Financial Year 2014-15. Hence the provisions of Section 188(1) are not applicable to the Company.

9. THE AMOUNT, IF ANY, WHICH IT RECOMMENDS SHOULD BE PAID BY WAY OF DIVIDEND:

Due to inadequacy of profits for distribution of dividend from the profits of the current financial year 2014 - 15, the Directors recommend the payment of dividend @ 3 % from the reserves of the Company for the year ended March 31, 2015.

10. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

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

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11. THE CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO, IN SUCH MANNER AS MAY BE PRESCRIBED:

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).

12. RISK MANAGEMENT POLICY:

The Board of Directors of the Company has designed Risk Management Policy and Guidelines to avoid events, situations or circumstances which may lead to negative consequences on the Company's business, and define a structured approach to manage uncertainty and to make use of these in their decision making pertaining to all business divisions and corporate functions. Key business risks and their mitigation are considered in the annual/ strategic business plans and in periodic management reviews.

13. CORPORATE SOCIAL RESPONSIBILITY POLICY:

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).

14. ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD:

The performance of the Board of Directors and its Committees, individual Directors was evaluated on an annual basis at the meeting of the Board of Directors and the same was recorded as satisfactory.

15. SUCH OTHER MATTERS AS MAY BE PRESCRIBED:

a. 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.

b. DIRECTORS :

Mr. Sanjay Johar, Mr. A. Unnikrishnan and Mr. Ashwin Damania continue to be the Directors of the Company. There were no resignations of Directors during the year.

LEENA CONSULTANCY LIMITED

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Woman Director

In terms of the provisions of Section 149 of the Companies Act, 2013, every listed Company shall have atleast one Woman Director on the Board of the Company. The Company has appointed Mrs. Roselyn Chettiar as an Additional Director w.e.f. 25th March, 2015. As per the provisions of Section 161 of the Companies Act, 2013, she retires at the forthcoming Annual General Meeting, but being eligible offers herself for re-appointment.

As per the provisions of Section 203 of the Companies Act, 2013, read with Rule 8 of the Companies (Appointment & remuneration of Managerial Personnel) Rules, 2014, during the year the Company has appointed Mr. Suresh Pisharody as Chief Financial Officer and Mr. Ramesh Sanas as Manager.

c. **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 have expressed their willingness to be re-appointed as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company for auditing the accounts of the Company for the year ended 31st March, 2016.

You are requested to appoint the Statutory Auditors. The remuneration of the Auditors will be fixed in consultation with them.

d. There are no significant or material Orders passed by the Regulators or Courts or Tribunals impacting the Going Concern Status And Company's operations in future.

For and on behalf of Board of Directors of

LEENA CONSULTANCY LIMITED

A Unnikrishnan	**Sanjay Johar**
Director	**Director**
DIN: 00007022	**DIN: 00007304**

Place: Mumbai
Date: 28 AUG 2015

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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, Jarimari, 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	49.94
2	Interest From Bank	809	49.94

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-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the year
A	**Promoter s**									
1	Indian									
	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.	178900	0	178900	74.54	178900	0	178900	74.54	-
	e) Banks / FI	0		0	-			0	-	-
	f) Any other	0		0	-			0	-	-
	Sub-total (A) (1):-	179300	100	179400	74.75	179300	100	179400	74.75	0
2	**Foreign**									
	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		
	Sub-total (A) (2):-	0	0	0	-	0	0	0	-	0
	Total shareholding of Promoter (A) =	179300	100	179400	74.75	179300	100	179400	74.75	0
	(A)(1)+(A)+(2)									
B	**Public Shareholding**									
1	Institutions									
	a) Mutual Funds									
	b) Banks / FI									
	c) Central Govt									
	d) State Govt(s)									
	e) Venture Capital Funds									
	f) Insurance Companies									
	g) FIIs									
	h) Foreign Venture Capital Funds									
	i) Others (specify) Individual									
	Sub-total (B)(1):-	0	0	0	-	0	0	0	-	0

2	**Non-Institutions**									
a)	Bodies Corp.									
	i) Indian	300	600	900	0.38	300	600	900	0.38	
	ii) Overseas									
b)	Individuals									
	i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14200	45400	59600	24.83	14200	45400	59600	24.83	
	ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh									
c)	Others (specify)									
	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									
	Sub-total (B)(2):-	14500	46100	60600	25.25	14500	46100	60600	25.25	0
	Total Public Shareholding (B)=(B)(1)+ (B)(2)	14500	46100	60600	25.25	14500	46100	60600	25.25	0
c)	**Shares held by Custodian for GDRs & ADRs**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Grand Total (A+B+C)	193800	46200	240000	100.00	193800	46200	240000	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	Gstaad 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	-
	Total	**1,79,400**	**74.75**	0	**1,79,400**	**74.75**	0	-

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

SN	Particulars	Date of change	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
	At the beginning of the year		179400	74.75	-	179400	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		179400	74.75	-	179400	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	Monarch Research and Brokerage Pvt Ltd	09/05/2014	6,700	2.79	(6,700)	-	-
5	Vimal R. Shah	09/05/2014	-	-	6,700	6,700	2.79
6	Hardik B Patel		5,350	2.23	-	5,350	2.23
7	Hardik B Patel		2,150	0.90	-	2,150	0.90
8	Raghunandan Capital Pvt Ltd		300	0.13	-	300	0.13
9	Nayan Shah		200	0.08	-	200	0.08
10	M M Agrawal		200	0.08	-	200	0.08
11	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		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	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 Sanas (Manager)	---	---	---	
1	Gross salary	NIL				NIL
	(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					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
1	**Independent Directors**	Sanjay Johar		Ashwin Damania	Roselyn Chettiar	
	Fee for attending board committee meetings	1,500.00		1,500.00	250.00	3,250.00
	Commission	-		-	-	-
	Others, please specify (Conveyance)	1,800.00		1,800.00	300.00	3,900.00
	Total (1)	3,300.00		3,300.00	550.00	7,150.00
2	**Other Non-Executive Directors**		A. Unnikrishnan			
	Fee for attending board committee meetings		1,500.00			1,500.00
	Commission		-			-
	Others, please specify (Conveyance)		1,800.00			1,800.00
	Total (2)		3,300.00			3,300.00
	Total (B)=(1+2)	3,300.00	3,300.00	3,300.00	550.00	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			
		CEO	CS	CFO	Total
1	Name			Suresh Pisharody	
	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**	**Brief Description**	**Details of Penalty / Punishment/**	**Authority [RD /**	**Appeal made, if any**
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

A. Unnikrishnan
Director
DIN: 00007022

Sanjay Johar
Director
DIN: 00007304

MUMBAI
Dated : 28 AUG 2015

H.P. Sanghvi & Company
Company Secretaries
A/6, Mazdock, *74/G, J.P. Road, Seven Bungalows, Andheri (w) Mumbai – 400 061*
Phone: 022-4002 1712; *e-mail: hpsanghvico@yahoo.co.in*

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

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

To,
The Members,
LEENA CONSULTANCY LIMITED
Rahejas, Corner of Main Avenue & V. P. Road
Santacruz - West, Mumbai 400054

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") for the audit period covering the financial year ended on 31st March, 2015. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2015 ('Audit Period'), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(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;

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

We have also examined compliance of the following to the extent applicable.

(i) Secretarial Standards issued by The Institute of Company Secretaries of India ; and

(ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange with respect to the Company's listing of its securities.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under applicable Acts, Laws and Regulations to the Company.

On the basis of our examination and representation made by the Company we report that during the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above and there are no material non-compliances that have come to our knowledge except non compliance in respect of:

(a) Non-filing of E-form MGT-14 for Board Resolution approving Quarterly Financial Results for the Quarter ended as on June 2014 as required under section 179(3) of the Act read with Rule 8(9) of the Companies (Meetings of Board and its Powers) Rules, 2014. *(Since repelled from 18th March, 2015)*

(b) Non appointment of Company Secretary for the Financial Year 2014-15 as required under Section 203 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Management has represented that having regard to the size of the Company, its level of activities and nature of operations no suitable candidate could be found at affordable cost.

H. P. SANGHVI & CO.
COP 3675
FCS 2261

H.P. Sanghvi & Company
Company Secretaries
A/6, Mazdock, 74/G, J.P. Road, Seven Bungalows, Andheri (w) Mumbai – 400 061
Phone: 022-4002 1712; e-mail: hpsanghvico@yahoo.co.in

We Further Report that, there were no actions/ events in pursuance of:

(a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings

(b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

(c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014

(d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

(e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

(f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

requiring compliance thereof by the Company during the period under review.

We further report that the Board of Directors of the Company is constituted with only Independent Directors as evident from the records of the Company. However no approval of the shareholders was obtained in respect of appointment of Independent Director as required under Section 150 (2) read with point 2 and 3 in Part IV of Schedule IV of the Act. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.

H. P. SANGHVI & CO.
COP-3675
FCS 2259

We 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.

We further report that during the audit period, there were no other specific events/actions in pursuance of the above referred laws, rules, regulations, guidelines, etc. having a major bearing on the Company's affairs.

H. P. SANGHVI & COMPANY
COMPANY SECRETARIES
H.P. SANGHVI

Date: 14th August, 2015
Place: Mumbai

HARESH SANGHVI
FCS 2259/CoP No. 3675

Note: This report is to be read with our letter of even date which is annexed as ANNEXURE I and forms an integral part of this report.

H.P. Sanghvi & Company
Company Secretaries
A/6, Mazdock, 74/G, J.P. Road, Seven Bungalows, Andheri (w) Mumbai – 400 061
Phone: 022-4002 1712; e-mail: hpsanghvico@yahoo.co.in

ANNEXURE I

To,
The Members,
LEENA CONSULTANCY LIMITED
Rahejas, Corner of Main Avenue & V. P. Road
Santacruz - West, Mumbai 400054

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 processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes 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. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

H. P. SANGHVI & COMPANY
COMPANY SECRETARIES
H.P. SANGHVI

Date: 14th August, 2015
Place: Mumbai

HARESH SANGHVI
FCS 2259/CoP No. 3675

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

INDEPENDENT AUDITORS' REPORT

To The Members of LEENA CONSULTANCY LIMITED

Report on the 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, 2015, 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 are 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 the assets of the Company and for preventing and detecting frauds and other irregularities ; selection and application of appropriate accounting policies ; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give 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.

K.L. THACKER & ASSOCIATES
Membership No.035096
MUMBAI
CHARTERED ACCOUNTANTS

K. L. THACKER
& ASSOCIATES
Chartered Accountants

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

607, D S Trade Centre,
Next to Vidyavihar Station,
Vidyavihar (West), Mumbai – 400 086.
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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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of 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, 2015, and its profit 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, 2015 ("the order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure 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 ;

K. L. THACKER & ASSOCIATES
Membership No. 036086
MUMBAI
CHARTERED ACCOUNTANTS

K. L. THACKER
& ASSOCIATES

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

Chartered Accountants

607, D S Trade Centre,
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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 31st March, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164(2) of the Act.

(f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigation, which would impact its financial position.
ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
iii. There were no amounts, which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Place : Mumbai

Dated : 28 MAY 2015

K. L. THACKER & ASSOCIATES
Membership No. 035085
MUMBAI
CHARTERED ACCOUNTANTS

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

K. L. THACKER
& ASSOCIATES

Kirit L. Thacker
B. Com, FCA

Chartered Accountants

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ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 under **"Other Legal and Regulatory Requirements"** of our report of even date)

(i) As explained to us, the Company did not have any fixed assets, hence the question of reporting under sub-clause (a) regarding maintaining proper records of fixed assets and sub-clause (b) regarding physical verification of fixed assets does not arise.

(ii) As explained to us, the Company did not have any inventory, hence the question of reporting under sub-clause (a) regarding physical verification of inventory, sub-clause (b) regarding procedure of physical verification of inventory and sub-clause (c) regarding material discrepancies on physical verification of inventory of clause 4(ii) of the Order does not arise.

(iii) As explained to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, hence the question of reporting under sub-clause (a) regarding regularity in receipt of the principal amount and interest and sub-clause (b) regarding reasonable steps taken by the Company for recovery of the principal and interest if overdue amount is more than rupees one lakh of the Order does not arise.

(iv) As explained to us, the Company did not purchase any fixed assets and inventory and has not sold any goods, hence the question of reporting under clause (iv) of the Order on internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of goods and services does not arise.

(v) As explained to us, the Company has not accepted any deposits from the public and therefore, the provisions contained in sections 73 to 76 or any other relevant provisions of the Act and Rules framed there under are not applicable to the Company. We have been informed that no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

(vi) The Company is not engaged in production, processing, manufacturing or mining activities. We are informed that the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Companies Act and therefore, the provisions of clause (vi) of paragraph 3 of the Order relating to maintenance of cost records are not applicable.

(vii) (a) Based on the records produced before us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues such as Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other material statutory dues, wherever applicable. According to the information and

K.L. THACKER & ASSOCIATES
Membership
MUMBAI

explanations given to us, no undisputed amount payable in respect of outstanding statutory dues were in arrears as at March 31, 2015 for a period of more than six months from the date they became payable

(b) According to the information and explanation given to us, there are no outstanding disputed dues payable by the Company in case of income tax, wealth tax, sales tax, duty of customs, service tax, duty of excise, value added tax and cess as on March 31, 2015.

(c) According to the information and explanation given to us, amounts which were required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under have been transferred to such fund within time.

(viii) The Company did not have the accumulated losses at the end of the financial year and the Company has not incurred any cash loss in such financial year and in the financial year immediately preceding such financial year.

(ix) As explained to us, the Company has not taken any loans from financial institution or bank or from debenture holders, hence the question of reporting under clause 4(xi) of the Order regarding default in repayment of dues does not arise.

(x) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

(xi) As explained to us, the Company has not taken any term loans and hence the question of reporting under clause 4(xi) regarding applying term loans for the purpose for which the loans were obtained does not arise.

(xii) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the period.

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

Place : Mumbai

Dated : 28 MAY 2015

K.L. THACKER & ASSOCIATES CHARTERED ACCOUNTANTS Membership No.035085 MUMBAI

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

LEENA CONSULTANCY LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Notes	31.3.2015 Rupees	31.3.2015 Rupees	31.3.2014 Rupees
I. EQUITY AND LIABILITIES				
(1) SHAREHOLDER'S FUNDS:				
(a) Share Capital	2.1	24,00,000		24,00,000
(b) Reserves & Surplus	2.2	12,99,733		13,82,660
(c) Money received against share warrants		-		-
			36,99,733	37,82,660
(2) Share application money pending allotment			-	-
(3) NON - CURRENT LIABILITIES			-	-
(4) CURRENT LIABILITIES	2.3			
(a) Other Current Liabilities	2.3.1	51,407		49,880
(b) Short- term provisions	2.3.2	84,236		91,919
			1,35,643	1,41,799
TOTAL			38,35,376	39,24,459
(1) NON-CURRENT ASSETS				
(a) Non-Current Investments	2.4	5,000		5,000
(b) Deferred Tax Assets (Net)	2.5	-		-
			5,000	5,000
(2) CURRENT ASSETS				
(a) Cash and Bank Balances	2.6	19,44,048		20,60,177
(b) Other Current Assets	2.7	18,86,328		18,59,282
			38,30,376	39,19,459
TOTAL			38,35,376	39,24,459
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

KL Thacker

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

K.L. THACKER & ASSOCIATES CHARTERED ACCOUNTANTS Membership No. 035085 MUMBAI

MUMBAI
Dated : 28 MAY 2015

By Order of the Board

A. Unnikrishnan
Director
DIN : 00007022

Sanjay Johar
Director
DIN: 00007304

Suresh Pisharody
CFO

MUMBAI
Dated : 28 MAY 2015

LEENA CONSULTANCY LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED : 31ST MARCH 2015

	Notes	2014-15 Rupees	2013-14 Rupees
INCOME			
Revenue from Operations	2.8	3,23,390	3,25,247
Total Revenue		3,23,390	3,25,247
EXPENSES			
Other Expenses	2.9	3,21,386	1,94,781
Prior Period items		-	-
Exceptional items		-	-
Total Expenses		**3,21,386**	**1,94,781**
Profit / (loss) before Extraordinary items and Tax		**2,004**	**1,30,466**
Extraordinary items		-	-
Profit / (loss) before tax		2,004	1,30,466
Tax expenses			
Current tax (for the year)		618	40,315
Current tax (relating to prior years)		77	-
Less: MAT Credit		-	-
Deferred tax		-	-
Profit / (loss) for the year from continuing operations		1,309	90,151
Discontinuing operations			
Profit / (loss) after tax from discontinuing operations		-	-
Profit/Loss for the period		1,309	90,151
Earnings per equity share (Nominal Value of share Rs.10/- each)			
Basic & Diluted			
Continuing & Total operations		INR 0.01	INR 0.38
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

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

K.L. THACKER & ASSOCIATES
Membership No. 035085
MUMBAI
CHARTERED ACCOUNTANTS

MUMBAI
Dated : 28 MAY 2015

By Order of the Board

A. Unnikrishnan
Director
DIN : 00007022

Sanjay Johar
Director
DIN: 00007304

Suresh Pisharody
CFO

MUMBAI
Dated : 28 MAY 2015

LEENA CONSULTANCY LIMITED

CIN No: L74140MH1983PLC031034

REGD. OFFICE : Rahejas, Corner of Main Avenue & V. P. Road, Santacruz (West), Mumbai- 400 054.
Phone: 6695 1111 Fax: 6694 2922 Email: leenaconsultancy@yahoo.co.in, Website: www.leenaconsultancy.in

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

				2014-15		2013-14	
				(Rupees In Lakhs)	(Rupees In Lakhs)	(Rupees In Lakhs)	(Rupees In Lakhs)
A.	**Cash Flow from operating Activities**						
Net Profit before tax and extraordinary items					0.02		1.30
Adjustments for :							
Add :	(a)	Depreciation		NIL		NIL	
	(b)	Interest and finance charges		NIL		NIL	
	(c)	Loss on/disposal of fixed Assets (net)		NIL	NIL	NIL	NIL
					0.02		1.30
Deduct :		Investment Income			(3.23)		(3.25)
Operating Profit before working Capital Changes					(3.21)		(1.95)
Adjustments for :							
Less :	(a)	Increase / (Decrease)in Trade and other Receivables		-		0.01	
	(b)	Increase in Inventories		NIL	-	NIL	0.01
					(3.21)		(1.94)
Add :		Increase in Trade payables			-		-
		Cash Generated from operations			(3.21)		(1.94)
Less :	(a)	Interest and finance charges paid		NIL		NIL	
	(b)	Direct taxes paid		(0.46)	(0.46)	(0.44)	(0.44)
Cash inflow before extraordinary items					(3.67)		(2.38)
Extraordinary Items :					NIL		NIL
Add / (Deduct) Prior Year Adjustments					NIL		NIL
Net Cash inflow from Operating Activities			"A"		(3.67)		(2.38)
B.	**Cash Flow from Investing Activities**						
Outflow :							
(a)		Purchase/Acquisition of fixed Assets (incl. Related expenses capitalised)		NIL		NIL	
(b)		Purchase of Investments		0.00	0.00	0.00	0.00
Deduct :		Inflow					
	(a)	Sale of Fixed Assets		NIL		NIL	
	(b)	Redemption of Investments		NIL		NIL	
	(c)	Investment Income		3.23	3.23	3.25	3.25
Net Cash inflow / (outflow) from Investing Activities			"B"		3.23		3.25

K.L. THACKER & ASSOCIATES
Membership No.036096
MUMBAI
CHARTERED ACCOUNTANTS

LEENA CONSULTANCY LIMITED

CIN No: L74140MH1983PLC031034
REGD. OFFICE : Rahejas, Corner of Main Avenue & V. P. Road, Santacruz (West), Mumbai- 400 054.
Phone: 6695 1111 Fax: 6694 2922 Email: leenaconsultancy@yahoo.co.in, Website: www.leenaconsultancy.in

		2014-15 (Rupees In Lakhs)	(Rupees In Lakhs)	2013-14 (Rupees In Lakhs)	(Rupees In Lakhs)
C.	**Cash Flow from Financing Activities**				
a)	Proceeds from issue of share Capital - incl premium (Net of issue expenses of GDRs)	NIL		NIL	
b)	Proceeds from borrowings	NIL		NIL	
c)	Deposits and Contributions from Consumers	NIL		NIL	
Deduct	Outflow				
a)	Redemption of Debentures	NIL		NIL	
	Repayment of Unsecured Loans	NIL		NIL	
	Dividends paid :				
	on Preference shares	NIL		NIL	
	on 2,40,000 Equity shares	0.72	(0.72)	0.72	(0.72)
Net Cash inflow from Financing Activities	**"C"**		(0.72)		(0.72)
Net Increase / (Decrease) in cash and cash equivalents (A + B + C)			(1.16)		0.15
Cash and Cash Equivalents as at the commencement of the year (Opening balance)			3.60		3.45
Cash and cash Equivalents as at the end of the year (Closing balance)			2.44		3.60
Net Increase / (Decrease) as disclosed above			(1.16)		0.15

On behalf of the Board of Directors

A. Unnikrishnan
Director
Mumbai

Sanjay Johar
Director

Suresh Pisharody
CFO

AUDITORS' CERTIFICATE

The Board of Directors,
Leena Consultancy Limited

We have examined the above Cash Flow statement of Leena Consultancy Ltd for the year ended 31st March, 2015 and 31st March, 2014 derived from the Audited Financial Statements and found the same to be in accordance therewith and also with the requirements of clause 32 of the Listing Agreement with The Stock Exchange Mumbai.

For K. L. THACKER & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Regn. No. – 110869W

K. L. THACKER & ASSOCIATES CHARTERED ACCOUNTANTS Membership No.035085 MUMBAI

KIRIT L. THACKER
PROPRIETOR
M.No.035085

MUMBAI
DATED : 28 MAY 2015

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 clasue 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 Act. 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 Invenories

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.

K.L. THACKER & ASSOCIATES
Membership No. 035086
MUMBAI
CHARTERED ACCOUNTANTS

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

i. 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.

ii. 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 ACCOUNTS - 31ST MARCH 2015

		(Rupees) 31.3.2015	(Rupees) 31.3.2014
2.1	**SHARE CAPITAL**		
	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 31.3.2015	% of Share Capital	No of Shares as on 31.3.2014	% 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			
		2014-15		2013-14	
		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	**RESERVES AND SURPLUS**	(Rupees) 31.3.2015	(Rupees) 31.3.2014
2.2.1	**Surplus in the Statement of Profit and Loss**		
	Balance at the beginning of the year	13,82,660	13,76,729
	Add : Profit for the year	1,309	90,151
	Amount available for appropriation	13,83,969	14,66,880
	Less : Appropriations:		
	Proposed Final Dividend on Equity Shares	72,000	72,000
	Tax on Dividend	12,236	12,220
	Net Surplus in the Statement of Profit and Loss	12,99,733	13,82,660
	Total Reserves & Surplus	12,99,733	13,82,660

K.L. THACKER & ASSOCIATES CHARTERED ACCOUNTANTS Membership No. 036086 MUMBAI

LEENA CONSULTANCY LIMITED
NOTES TO ACCOUNTS - 31ST MARCH 2015

		(Rupees) 2014-15	(Rupees) 2013-14
2.3	**CURRENT LIABILITIES**		
2.3.1	**Other Current Liabilities**		
	Outstanding Expenses	29,747	29,360
	Unclaimed Dividend	21,660	20,520
		51,407	49,880

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.

2.3.2	**Short- term Provisions**		
	Income Tax (net of tax paid)	-	7,699
	Proposed Dividend	72,000	72,000
	Tax on Proposed Dividend	12,236	12,220
		84,236	91,919

2.4	**Non-Current Investments**		
	Long term Investments - at Cost		
	Trade Investments	-	-
2.4.1	**Others (Quoted)**		
	Investment in Equity Instruments		
	500 Equity Shares of Rs. 10/- each, fully paid up of Prsim Cement Limited	5,000	5,000
		5,000	5,000
	Aggregate amount of Quoted Investments	5,000	5,000
	Market Value of Quoted Investments	50,400	19,000
	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.

K.L. THACKER & ASSOCIATES
Membership No. 035085
MUMBAI
CHARTERED ACCOUNTANTS

LEENA CONSULTANCY LIMITED
NOTES TO ACCOUNTS - 31ST MARCH 2015

		(Rupees) 2014-15	(Rupees) 2013-14
2.6	**Cash and Bank Balance**		
	Cash & Cash Equivalent		
	Cash on Hand	830	1,430
	Balances with Banks		
	In current accounts	2,21,558	3,35,827
	In Earmarked balances with Bank (Unpaid Dividends)	21,660	22,920
	Other Bank Balance		
	Deposits with original maturity for more than 12 months	17,00,000	17,00,000
		19,44,048	20,60,177

2.7	**Other Current Assets**		
	Interest accrued on Fixed Deposits	9,292	9,292
	Interest accrued on Inter Corporate Deposits	1,45,350	1,45,350
	Taxes Paid (net of provision)	31,686	4,640
	Inter Corporate Deposits		
	{Loan given to H & R Johnson (India)	17,00,000	17,00,000
	(A Division of Prism Cement Ltd)}		
		18,86,328	18,59,282

		(Rupees) 2014-15	(Rupees) 2013-14
2.8	**Other Income**		
	Interest Income	1,61,500	1,61,500
	Interest From Bank	1,61,500	1,63,747
	Interest on I.Tax Refund	390	-
		3,23,390	3,25,247

2.9	**Expenses**		
	Other Expenses		
	Bank Charges	3,189	3,694
	Directors Fees	4,750	4,250
	Conveyance Expenses	5,700	5,100
	Filing Fees	6,601	1,227
	Professional Fees	43,168	33,242
	Listing Fees	1,12,360	16,854
	Advertisement Expenses	74,435	75,117
	Fees & Subscription	47,522	30,339
	General Expenses	-	800
	Postage Expenses	600	835
	Service Tax paid	589	851
	Auditor's remuneration		
	- Statutory Audit Fees	22,472	22,472
		3,21,386	1,94,781

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

	2014 - 2015	2013 - 2014
	Basic & Diluted	Basic & Diluted
Profit / (Loss) after tax as per the Statement of Profit & Loss	1,309	90,151
Number of Equity Shares	2,40,000	2,40,000
EPS (Rupees) of Face Value Rs. 10/-	0.01	0.38

2.11 **CONTINGENT LIABILITY**

The Company has no contingent liabilities. The Company does not have any outstanding Capital commitments as on 31st March, 2015.

K.L. THACKER & ASSOCIATES
Membership No.
MUMBAI
ACCOUNTANTS

LEENA CONSULTANCY LIMITED

NOTES TO ACCOUNTS - 31ST MARCH 2015

2.12 Details of Earnings and Expenditure in Foreign Currency

(In Rupees)

		2014 - 2015	2013 - 2014
a)	CIF Value of Imports	Nil	Nil
b)	Expenditure in Foreign Currency	Nil	Nil
c)	Earnings in Foreign Exchange	Nil	Nil

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

2.14 **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

There are no transaction with any of the above parties, except payment of dividend on the Shares held by the said parties @ 3 %.

Nature of transactions	**Related Party's Name**	**Current Year Rs.**	**Previous Year Rs.**
Dividend paid	Manali Investment & Finance Pvt Ltd.	6900	6900
Dividend paid	Shiraz Realtors Pvt Ltd	9000	9000
Dividend paid	Gstaad Trading Co. Pvt Ltd.	10680	10680
Dividend paid	Lavina Contractors & Developers Pvt Ltd.	9000	9000
Dividend paid	Bloomingdale Trading Co. Pvt Ltd.	9000	9000
Dividend paid	Villa-Capri Developers Pvt Ltd.	9000	9000

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

K.L. THACKER & ASSOCIATES CHARTERED ACCOUNTANTS Membership No.035085 MUMBAI

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

By Order of the Board

A. Unnikrishnan
Director
DIN : 00007022

Sanjay Johar
Director
DIN: 00007304

Suresh Pisharody
CFO

MUMBAI
Dated : 28 MAY 2015

MUMBAI
Dated : 28 MAY 2015

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 Email: leenaconsultancy@yahoo.co.in

NOTICE

Notice is hereby given that the Thirty Second Annual General Meeting of the members of Leena Consultancy Limited will be held on Thursday, the 24th day of September, 2015 at 3.00 p.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 and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31st March, 2015 and the Balance Sheet as at that date and the Auditors' Report thereon.

2) To declare dividend on equity shares.

3) To appoint a Director in place of Mr. A. Unnikrishnan (DIN: 00007022) who retires by rotation and being eligible offers himself for re-appointment.

4) To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

5) **Appointment of Mrs. Roselyn Chettiar as Director of the Company**

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

RESOLVED THAT Ms. Roselyn Chettiar (DIN 06716046), who was appointed as an Additional Director with effect from 25th March, 2015, as an Independent Director of the Company, pursuant to provisions of Section 149(1) of the Act (the said Act), and in accordance with the Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company and for whom, the Company has received a notice under Section 160 of the said Act along with a requisite deposit from a shareholder proposing the candidature of Ms. Roselyn Chettiar, for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office upto 24th March, 2020 and that she shall not be liable to retire by rotation.

Contd...2

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorised to file appropriate e-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.

6) **Appointment of Mr. Sanjay Johar as Independent Director of the Company:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act, Mr. Sanjay Johar (DIN: 00007304), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Sanjay Johar as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years effective from 22nd September, 2015, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may necessary, proper or expedient to give effect to this resolution.

Contd.....3

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 Email: leenaconsultancy@yahoo.co.in

7) **Appointment of Mr. Ashwin Damania as Independent Director of the Company:**

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act, Mr. Ashwin Damania (DIN: 01140989), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying intention to propose Mr. Ashwin Damnia as a candidate for the office of Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years effective from 22nd September, 2015, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may necessary, proper or expedient to give effect to this resolution.

By Order of the Board

SANJAY JOHAR
Director

Mumbai
28th August, 2015

LEENA CONSULTANCY LIMITED
(CIN: L74140MH1983PLC031034)
Regd. Off: Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054
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Website: www.leenaconsultancy.in Email: leenaconsultancy@yahoo.co.in

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business mentioned in Item Nos. 5 to 7 above, is annexed hereto.
2. 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.
3. 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.
4. A person can act as a proxy on behalf of members not exceeding fifty and 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.
5. 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.
6. 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.
7. 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.
8. The dividend as recommended by the Board, if approved at the Meeting, will be payable to those members whose names appear in the Register of Members as on 24th September, 2015.

Contd....5

9. The Register of the Members and the Share Transfer Books of the Company will remain closed from Wednesday, 16th September, 2015 to Thursday, 24th September, 2015 (Both days inclusive).
10. Members are requested to bring their copy of Annual Report and attendance slip to the meeting.
11. 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.
12. 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.
13. 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.
14. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 21st September, 2015 at 9 a.m. and ends on 23rd September, 2015 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 17th September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant Company Name i.e. Leena Consultancy Limited on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) The Company has appointed Mr. Sushil Talathi & Associates, Company Secretaries in Practise, Mumbai, as "Scrutinizers" to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 5

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of Ms. Roselyn Chettiar as Independent Director is as under:

Ms. Roselyn Chettiar is working as a Company Secretary for more than a decade. She has the required knowledge, skills and experience needed for the Company. With this background, your Directors feel she will make significant contribution to an effective Board of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Ms. Roselyn Chettiar holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his intention to propose the appointment of Ms. Roselyn Chettiar as a Director.

The Board of Directors is of the opinion that with her knowledge and experience will be of great value to the Company and hence recommends the Resolution at Item No. 5 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Ms. Roselyn Chettiar shall not be entitled to any stock option and may receive remuneration by way of fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings if any, as may be approved by the members.

Except Ms. Roselyn Chettiar and her relatives, none of the persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Relatives of Promoters, Directors or the entities comprising the interest of Promoters, Directors are concerned or interested financially or otherwise in the above resolution.

Contd....6

Item Nos. 6 and 7:
Mr. Sanjay Johar and Mr. Ashwin Damania are holding the office of Directors categorised as Independent Directors of the Company. As per the provisions of Section 149(4) of the Companies Act, 2013, it would be necessary to have atleast one third of the total number of directors as Independent Directors. The provisions of sub-Section 10 of Section 149 further stipulates that an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and shall not be liable to retire by rotation.

It is, therefore proposed to appoint all the present Independent Directors viz. Mr. Sanjay Johar and Mr. Ashwin Damania as Independent Directors for a period of five years from the date of Annual General Meeting.
The Nomination and Remuneration Committee has recommended and the Board of Directors of the Company has formed an opinion that all the Independent Directors fulfils the conditions specified in the Companies Act, 2013 for such an appointment.
Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of each of the Independent Directors is as under:

Mr. Sanjay Johar, Chartered Accountant has many years of experience in the field of business, economics, accounts, taxation and finance. With this background, your Directors feel he will make significant contribution to an effective Board of the Company.

Mr. Ashwin Damania, Practicing Chartered Accountant has many years of experience in the field of business, economics, accounts, taxation and finance. With this background, your Directors feel he will make significant contribution to an effective Board of the Company.

Mr. Sanjay Johar does not hold any shares in the Company. Mr. Ashwin Damani holds 100 shares in the Company.

Contd....7

As per the provisions of sub Section (7) of Section 149 of the Companies Act, 2013, the Board of Directors of the Company has received declaration from all the Independent Directors that they meet with the criteria of independence as provided in sub Section (6) of Section 149 of the Companies Act, 2013.

The Company has also received from all the proposed appointees (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (ii) intimation in Form DIR 8 in terms of Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that they have not been disqualified under sub Section (2) of Section 164 of the Companies Act, 2013.

A copy of the draft letters for the appointment of all the proposed appointees as Independent Director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office during the working hours on all working days upto the date of AGM.

Independent Director shall not be entitled to any stock option and may receive remuneration by way of fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings if any, as may be approved by the members.

As per the provisions Section 160 of the Companies Act, 2013, the Company has received notice under Section 160 of the said Act from shareholders proposing the candidature, for the office of a Director of the Company along with the deposit of Rs. 1,00,000/- for each of the Directors.

Contd....8

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 Email: leenaconsultancy@yahoo.co.in

Mr. Sanjay Johar and Mr. Ashwin Damania are deemed to be interested or concerned in their respective resolution for appointment. Apart from the said directors, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Relatives of Promoters, Directors or the entities comprising the interest of Promoters, Directors are concerned or interested in the above resolutions financially or otherwise.

Your Directors recommend the resolutions as mentioned in Item nos. 6 and 7 of the Notice for your approval.

BY ORDER OF THE BOARD

SANJAY JOHAR
DIRECTOR

Place: Mumbai
Date: 28th August, 2015

Rahejas, Corner of Main Avenue & V.P. Road,
Santacruz West,
Mumbai 400054

LEENA CONSULTANCY LIMITED

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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 Email: leenaconsultancy@yahoo.co.in

Dear Shareholder,

Sub: Notice for the 32nd Annual General Meeting of the Members of Leena Consultancy Limited to be held on Thursday, 24th September, 2015 at 3.00 PM 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 32nd Annual Report for the year 2014-2015 containing the Financial Statements for the year 2014-15 and Notice convening the Annual General Meeting to be held on Thursday, 24th September, 2015 at 3.00 p.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 17th September, 2015, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the 32nd Annual General Meeting of the Company as mentioned above. The Company has obtained the e-voting services of Central Depository Services (India) Limited.

The e-voting portal opens for voting on **Monday, 21st September, 2015 at 09.00 AM and ends on Wednesday, 23rd September, 2015 at 5.00 P.M.** Please accord your assent/dissent by accessing the website: https://evotingindia.co.in and logging-in by using your user ID and password.

E-Voting details are furnished below:

EVSN	PAN	DOB	DIVIDEND BANK DETAILS
150831010	Refer Evoting Instruction no. (viii)	Refer Evoting Instruction no. (viii)	Refer Evoting Instruction no. (viii)

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
Email Id: investor@leenaconsultancy.in &
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]

32nd Annual General Meeting of Leena Consultancy Limited on Thursday, 24th September, 2015 at 3:00 p.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 **24th** day of **September, 2015** at **3:00** PM 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 31st March, 2015			
2.	To declare dividend on equity shares			
3.	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			
4.	To appoint Auditors and fix their remuneration			
5.	Special Business: Appointment of Mrs. Roselyn Chettiar (DIN: 06716046) as Director of the Company			
6.	Special Business: Appointment of Mr. Sanjay Johar (DIN: 00007304) as Independent Director			
7.	Special Business: Appointment of Mr. Ashwin Damania (DIN: 01140989) as Independent Director			

Affix
Revenue
Stamp

Signed this ______ day of ________________, **2015**

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.leenaconsultancy.in Email: leenaconsultancy@yahoo.co.in

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ATTENDANCE SLIP
(To be presented at the entrance)

32nd Annual General Meeting on Thursday, 24th September, 2015 at 3:00 p.m. at Rahejas, Corner of Main Avenue & V. P. Road, Santacruz – West, Mumbai – 400 054

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.**