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GILADA FINANCE & INVESTMENTS LIMITED

CIN: LHM10GA1094PL0015941

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24th
Annual Report
2017-2018

NOTICE

To,

The Shareholders,

NOTICE is hereby given that the 24th Annual General Meeting of the members of GILADA FINANCE AND INVESTMENTS LIMITED will be held on Saturday, 29th September, 2018 at 11:00 A.M. at Hotel Kanishka, 2, 2nd Main Rd, Gandhi Nagar, Bengaluru - 560009 Karnataka, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018 including Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss for the period ended 31st March, 2018 and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors ("the Board") and Auditors thereon.

Item No. 2 – Retirement by Rotation of

To appoint a director in place Mrs. Bindu Gilada (DIN: 00392976) who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 3 – Appointment of Statutory Auditor

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

"RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Gnanaba & Bhat (Firm Registration No. 0009395), Chartered Accountants, who have confirmed their eligibility in terms of the provisions of Section 141 of the Act and Rule 4 of Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as statutory auditors of the Company for a period of five (05) years to hold office from the conclusion of the 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company in place of the resigning auditors M/s. Agiwal P. & Associates, Chartered Accountants (Firm Registration No. 0000515)."

SPECIAL BUSINESS:

Item No. 4 – Appointment of Mr. A. Ramanathan as an Independent Director

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

'RESOLVED THAT Mr. A. Ramanathan (DIN 02645247) who was appointed by the Board of Directors as an additional director under section 161(1) of the Companies Act, 2013 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company pursuant to section 149 of the Companies Act, 2013 and Rules made thereunder, for a period of five years with effect from 30th May, 2018 upto 29th May, 2023.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr. A. Ramanathan be paid such fees and remuneration and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.'

Item No. 5 – Payment of Managerial Remuneration

To consider and, if thought fit, to pass the following resolution, with or without modification as a Special Resolution:

'RESOLVED THAT pursuant to the resolution passed at the Board of Directors Meeting held on 28th May 2016 and the enabling provisions of the Companies Act, 2013 read with Schedule V to the Act and the Rules made thereunder including any statutory modification or reenactment thereof and subject to the Securities Exchange Board of India (Listing Obligations and



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Disclosure Requirements)(Amendment)Regulation, 2018, the approval of the Members of the Company be and is hereby accorded for the payment of the Managerial Remuneration to Mr. Rajgopal Gilada together with Mr. Sampathkumar Gilada, in excess of the 5% (Five Percent) of the net profits of the Company.

RESOLVED FURTHER THAT the said approval of the members of the Company shall be valid only till the expiry of the term of such Directors i.e. till 30th June 2021.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion to enable this resolution.'

By the order of the Board

For GILADA FINANCE AND INVESTMENTS LIMITED

*Monica Geeta Gandhi
(COMPANY SECRETARY & COMPLIANCE OFFICER)
M. No. : 38976*

*Date: 11.08.2018
Place: Bengaluru*

INFORMATION ON DIRECTORS APPOINTED/REAPPOINTED AT THIS ANNUAL GENERAL MEETING:

ADDITIONAL INFORMATION IN TERMS OF REGULATION 26 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS BEING PROPOSED FOR APPOINTMENT/RE-APPOINTMENT

Name	Bindu Gilada
DIN	00392976
Age	52 Years
Date of Appointment	02/03/2015
Qualification	B.A.
Expertise in Specific Functional Area	As Director of several companies, Ms. Bindu Gilada has rich experience in Human Resource Management, Governance and Compliance related matters.
Directorship and Partnership	<ol style="list-style-type: none"> 1. Rajvaibhav Enterprises Private Limited 2. Vijayalakshmi Hydro Power Private Limited 3. Shankarlal Gilada & Sons Private Limited 4. Gita Refractories Private Limited
Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2018	NIL
(i) Audit Committee	
(ii) Stakeholders Relationship Committee	
(iii) Nomination and Remuneration Committee	
Number of shares held in the company	1,10,000 shares

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE MEMBER OF THE COMPANY**
2. *The instrument (s) appointing the proxy, if any, shall be deposited at registered office of the Company at #105 R R Takt, 37 Bhoopasandra Main Road, Sanjaynagar, not less than forty eight hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxy shall not have any right to speak at the meeting.*
3. *The explanatory statement pursuant to section 102 of the Companies Act, 2013 ("the Act") in respect of businesses set out above in resolution nos. 3, 4 and 5 are annexed.*
4. *A person can act as 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 company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.*
5. *The copies of the Annual Report and Notice of Annual General Meeting (AGM) are being sent to those members, through electronic mail (e-mail), who have registered their e-mail IDs with the Depository Participant (DP) or Registrar and Share Transfer Agent (RTA). Members are requested to update their preferred e-mail ID with DP/RTA, as the case may be, which will be used by the company for future communication.*
6. *The Company is pleased to provide remote e-voting facility (e-voting) to its members for voting on the resolutions placed before the members at this AGM. The members desirous of availing this e-voting facility are requested to read the instructions in relation to e-voting given after this section and comply with the instructions to cast their vote electronically. Members who are not able to avail the remote e-voting facility may cast their votes through postal ballot, being dispatched along with this notice of the AGM. Members are requested to read the instructions in the postal ballot form for casting the vote through postal ballot. The members who have not casted their vote through e-voting or through ballot can physically cast their vote through poll at the Annual General meeting.*
7. *A member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a member casts his/her vote by both the modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.*
8. *The Chairman of the Annual General Meeting shall at the end of discussion on all the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer by use of physical Ballot Paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility or postal ballot.*
9. *The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casts at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later two than days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casts in favour or against, if any, to the chairman or a person authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.*
10. *The results declared along with the report of the Scrutinizer shall be placed on the Company and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of the result by the chairman or the person authorised by him in writing.*
11. *The results shall also be immediately forwarded to the stock exchanges where the shares of the company are listed. In addition, the results shall also be displayed on the Notice Board of the Company at the registered office at #105 R R Takt, 37, Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094.*



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12. *Members/Proxies are requested to bring their copy of the Annual Report and the attendance slip sent herewith, duly filled, to the AGM.*
13. *The Register of Members and Share Transfer Books of the company will remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive).*
14. *Members are requested to intimate the Registrar and Share Transfer Agent of the Company at- Canbank Computer Services Limited, 218, J P Royal, 1st Floor, 14th Cross, 2nd Main, Sampige Road, Malleshwaram, Bengaluru- 560003, Immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect equity shares held in dematerialized form.*
15. *Section 20 of the Companies Act, 2013 permits service of documents to members by a company through electronic mode. Accordingly, as a part of the Green initiative, electronic copy of the Annual Report for financial year 2017-18 is being sent to all members who have requested for a physical copy of the same. Further, in terms of SEBI Circulars No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the physical copy of Abridge Annual Report is being sent through permitted mode to all others members who have not registered their e-mail ID. Members may also note that the Annual Report for the financial year 2017-18 will also available on the company's website www.gfil.co.in for download.*
16. *The shareholders are requested to communicate all their correspondence to :*

*Gilada Finance and Investments Limited,
#105 RR Takt, 37 Bhoopasandra Main Road,
Sanjaynagar, Bangalore- 560094, Karnataka,
OR*

*Canbank Computer Services Limited,
J P Royal, 1st Floor, 14th Cross, 2nd Main,
Sampige Road, Malleshwaram, Bengaluru- 560003, Karnataka*

17. *All the documents referred to in accompanying Notice are open for inspection at the Company's Registered office at:*

*Gilada Finance and Investments Limited,
#105 RR Takt, 37 Bhoopasandra Main Road,
Sanjaynagar, Bangalore- 560094, Karnataka,*

VOTING THROUGH ELECTRONIC MEANS:

1. In compliance with the provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies(Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members electronic voting(e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the Twenty-Fourth Annual General Meeting(AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting or by postal ballot, shall only, be able to exercise their right to vote at the meeting through physical ballot paper.
3. The members who have cast their vote by remote e-voting or postal ballot may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
4. The remote e-voting period commence on Wednesday, 26th September, 2018 at 9:00 A.M and ends on Friday, 28th September 2018 at 5:00 P.M. During this period, member of the Company, holding shares either in physical form or in dematerialized form, as on Friday, 21st September, 2018, being cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be blocked by NSDL after 5:00 PM on 28th September, 2018. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to the registered office of the company or may be e-mailed to md@giladagroup.com or cs@giladagroup.com.
6. The process and manner for remote e-voting are as under:
 - (A) Step 1: Log into NSDL's e-voting system at URL:<http://www.evoting.nsdl.com/>
 - (B) Step 2: Cast your vote electronically on NSDL's e-voting system

Details on Step 1 are as mentioned below:
How to log-in to NSDL e-voting website?

 1. Visit the e-voting website of NSDL. Open web browser by typing the following URL:<http://www.evoting.nsdl.com/> either on a personal computer or a mobile.
 2. Once the home page of e-voting is launched, click on the icon 'Login' which is available under "Shareholders" section.
 3. A new screen will open. You will have to enter your User ID, your password and a verification code as shown on the screen. Alternately, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at URL:<http://www.evoting.nsdl.com/> using your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.
 4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your USER ID is
a) For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****

<p>b) For members who hold shares in demat account with CDSL</p>	<p>16 digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c) For members holding shares in physical form</p>	<p>EVEN number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is xxxx then your user ID is xxxxxxxx**</p>

1. Your password details are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL evoting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter your initial password and the system will force you to change your password.
 - c) How to retrieve your 'initial password'
 - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
2. If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
 - i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
3. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are as mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to sand.associate52016@gmail.com with a copy marked to evoting@nsdl.co.in.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222—990 or send a request at evoting@nsdl.co.in

The voting rights of Members shall be in proportion to their Shares of the paid up Equity Share Capital of the Company as on the cut-off date of 21st September, 2018.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ravi@ccsl.co.in or canbankrta@ccsl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

Mr. Varun Nashine, Practicing Company Secretary, Pune (PCS No.:17975) has been appointed by the Board as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

ANNEXURE TO NOTICE

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

Item No. 3:

In accordance with the provisions of Section 139 of the Companies Act, 2013 ('Act') read with Rule 6 of The Companies (Audit and Auditors) Rules, 2014, every Company shall appoint Statutory Auditors to hold office for one term of five years. The Act further makes it mandatory to rotate the statutory auditors after ten consecutive years, in case of a firm of auditors. Further with regard to rotation of Auditors, wherever necessary, the companies are required to comply with the provisions of Section 139(2) of the Act by the year 2017 i.e. within three years from the date of commencement of the 'Act'.

The members may note that M/s. Agiwal P. & Associates, Chartered Accountants (Firm Registration No. 0000515) have been the statutory auditors of the Company but due to their preoccupation into other activities they will not be able to continue as the Statutory Auditors of the Company.

M/s. Gnanoba & Bhat (Firm Registration No. 000939S), Chartered Accountants have been identified for appointment as the Statutory Auditors of the Company. Being eligible for appointment under the provisions of the Companies Act, 2013, they have furnished their consent to act as the Statutory Auditors, in terms of the second proviso to Section 139 of the Act and also provided a certificate to the effect that their appointment, if made, shall be in accordance with the conditions laid down and that they satisfy the criteria provided under Section 141 of the Act. The Board of Directors, on the recommendation of the Audit Committee, at the board meeting held on 11th August, 2018 proposed the appointment of M/s. Gnanoba & Bhat as the Statutory Auditors of the Company for a period of five years from the conclusion of the 24th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company.

The Board recommends the resolution for approval by the Members of the Company. None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the aforesaid Ordinary Resolution.

This Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Regulation 36 of the Listing Regulations.

Item No. 4:

Mr. A. Ramanathan (DIN 02645247)

Mr. A. Ramanathan, 70, was appointed by the Board of Directors of the Company at its meeting held on 30th May, 2018 as an additional director in the capacity of Independent Director with effect from 30th May, 2018. He holds office until the ensuing Annual General Meeting under section 161(1) of the Companies Act, 2013.

He has submitted the declaration of Independence, as required pursuant to section 149 (7) of the Companies Act, 2013, stating that he meets the criteria of independence as provided in section 149(6) and regulation 16 of SEBI Listing Regulations, 2015. Mr. A. Ramanathan is not disqualified from being appointed as a Director in terms of section 164 of the Act.

In respect of the appointment of Mr. A. Ramanathan, a notice in writing in the prescribed manner, as required by section 160 of the Companies Act, 2013 (as amended) and Rules made thereunder, has been received by the Company, regarding his candidature for the office of the director.

According to section 152 of the Companies Act, 2013, read with Schedule IV to the Companies Act, 2013, in the opinion of the Board, the proposed appointment of Mr. A. Ramanathan as an Independent Director fulfils the conditions specified in the Act and the Rules made thereunder as also the SEBI Listing Regulations, 2015 and that the proposed appointment of Mr. A. Ramanathan is independent of the Management.

Brief Profile

Mr. A. Ramanathan, possess wide experience in Microfinance, Financial inclusion, and Banking. He has his skills at designing and directing of non-conventional Training Programme and Process Intervention Techniques and facilitating employees to find internal solutions to problems without externalizing issues.

He has been the Chief General Manager, Micro Credit Innovations Department, NABARD Mumbai. He has also been the faculty at the eminent Bankers Institute of Rural Development, Lucknow and holds many international credentials.

Board Memberships

Samasta Micro Finance Ltd., Bangalore
Village Financial Services Private Limited, Kolkata
M Power Micro Finance Pvt. Ltd., Mumbai
Hindustan Microfinance Pvt. Ltd., Mumbai
Asirvad Microfinance Pvt. Ltd., Chennai
Unnati Microfinance Pvt. Ltd., New Mumbai
Five Star Business Finance Pvt. Ltd., Chennai
Five Star Housing Finance Pvt. Ltd.

Committee Positions

Asirvad Microfinance Pvt. Ltd., Chennai
Five Star Business Finance Pvt. Ltd., Chennai

None of the Directors or Key Managerial Personnel or their relatives, except Mr. A. Ramanathan, is directly or indirectly concerned or interested, financially or otherwise, except to the extent of their respective shareholding, if any, in the Company.

The Board commends this ordinary resolution set out in item No. 4 of the Notice for approval by shareholders.

Item No. 5:

Payment of Managerial Remuneration

Mr. Rajgopal Gilada and Mr. Sampathkumar Gilada were appointed as the Managing Director and Whote Time Director of the Company respectively, w.e.f. 01.07.2016 for a term of five years.

With the advent of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 dated 9th May 2018, it is mandatory to seek the members approval by way of special resolution for the payment of managerial remuneration in excess of the 5% of the net profit of the Company.

Mr. Rajgopal Gilada and Mr. Sampathkumar Gilada are interested in the said resolution.

The Board commends this special resolution set out in item No. 5 of the Notice for approval by shareholders.

By the order of Board

For GILADA FINANCE AND INVESTMENTS LIMITED

Monica Geeta Gandhi

(COMPANY SECRETARY & COMPLIANCE OFFICER)

M. NO. : 38976

DATE: 11.08.2018

PLACE: BENGALURU