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GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

01

25th
Annual Report
2018-2019

NOTICE

To,

The Shareholders,

NOTICE is hereby given that the 25th Annual General Meeting of the members of GILADA FINANCE AND INVESTMENTS LIMITED will be held on Monday, 30th September, 2019 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, 2019 including Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the period ended 31st March, 2019 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

To appoint a director in place of Mr. Sampathkumar Gilada (DIN: 02144736) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 3 – To approve the overall limit of Managerial Remuneration exceeding eleven percent

To consider and, if thought fit, to pass the following resolution, with or without modification as a Special Resolution: "RESOLVED THAT pursuant to the provisions of sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof (for the time being in force) and subject to the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulation 2018 and in pursuance of the special resolution no. 5 passed by the members at the 24th Annual General Meeting of the Company held on 29th September 2018, approval of the members be and is hereby accorded to the payment of managerial remuneration exceeding eleven percent of the net profits of the company for the financial year 2018-19 and 2019-20.

RESOLVED FURTHER THAT the total Managerial Remuneration payable by the Company to its Directors, including Managing Director and Whole-time Director, in respect of any Financial Year shall not exceed as authorized by the Company in general meeting and subject to the provisions of Schedule V to the Act.



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02

25th
Annual Report
2018-2019

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to 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: Aug 13, 2019

Place: Bengaluru



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GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

03

25th
Annual Report
2018-2019

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	Sampatkumar Shankarlal Gilada
DIN	02144736
Age	53 Years
Date of Appointment	08/06/1995
Qualification	B.E and Post Graduate Diploma in Business Management
Expertise in Specific Functional Area	As Director and Partner in various industries, Mr. Sampatkumar Shankarlal Gilada has rich experience in Industrial Management, Technology and Financial Services.
Directorship and Partnership	<ol style="list-style-type: none"> 1. Sri Shakti Land Developers And Constructions Company Limited 2. Rajvaibhav Enterprises Private Limited 3. Vijayalakshmi Hydro Power Private Limited 4. Shankarlal Gilada & Sons Private Limited 5. SRM Power Private Limited 6. Samrat Wires Private Limited 7. Yash Proteins Private Limited 8. Krishna Valley Power Private Limited 9. Sahyadri Renewable Energy Private Limited 10. Gita Refractories Private Limited 11. Whitefield Refractories Private Limited 12. Gilada Industrial Enterprise LLP 13. Siddhi Ferrous LLP 14. Prestress Steel LLP
Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2019 (I) Audit Committee (ii) Stakeholders Relationship Committee (iii) Nomination and Remuneration Committee	NIL
Number of shares held in the company	1,20,700 shares



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CIN: L65910KA1994PLC015981

04

25th
Annual Report
2018-2019

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 is 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.*



Reliable
Renewable
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GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

05

25th
Annual Report
2018-2019

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 Wednesday, 25th September, 2019 to Monday, 30th September, 2019 (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 2018-19 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 2018-19 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 R R 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 R R Takt, 37, Bhoopasandra Main Road,
Sanjaynagar, Bangalore- 560094, Karnataka,***



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CIN: L65910KA1994PLC015981

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-Fifth 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 Thursday, 26th September, 2019 at 9:00 A.M and ends on Sunday, 29th September 2019 at 5:00 P.M. During this period, member of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2019, 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 29th September, 2019. 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 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 NSD	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*****



Reliable
Renewable
Responsible

GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

<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.nsdl.com.
 - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.



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Responsible

GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

08

25th
Annual Report
2018-2019

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.associates2016@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.cvoting.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 24th September, 2019.

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. 24th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ravi@csl.co.in or canbankrta@csl.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.



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GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

09

25th
Annual Report
2018-2019

ANNEXURE TO NOTICE

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

Item No. 3:

Payment of Managerial Remuneration

The Nomination and Remuneration Committee, in its meeting held on May 24, 2019 recommended and the Board of Directors, in its meeting held on May 24, 2019, approved the payment of remuneration for financial year 2018-19 and 2019-20 in excess of eleven percent of the net profits of the Company to Mr. Rajgopal Gilada and Mr. Sampathkumar Gilada, the Managing Director and Whole Time Director of the Company respectively, subject to the approval of the shareholders in the General Meeting

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

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

By the order of the Board

For GILADA FINANCE AND INVESTMENTS LIMITED

Monica Geeta Gandhi

(COMPANY SECRETARY & COMPLIANCE OFFICER)

M. NO. : 38976

DATE: 13.08.2019

PLACE: BENGALURU