

**To,**  
**The General Manager,**  
**Department of Corporate Services**  
**BSE Limited**  
1<sup>st</sup> Floor, P. J. Tower,  
Dalal Street, Mumbai- 400 001.

**Date: 11/10/2017**

Dear Sir/Madam,

**Sub: Annual Report for the FY.: 2016-17 -Reg.**

**Ref: Scrip Code- 538788 & ISIN: INE918C01011**

We hereby enclosed the Annual Report for the financial year, 2016-2017 of Gilada Finance and Investments Limited under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on your records and oblige the same.

Thanking you,

Yours faithfully

**FOR GILADA FINANCE & INVESTMENTS LIMITED**



**ASHOK KUMAR**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

**PLACE: BANGALORE**

**DATE : 11/10/2017**





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**GILADA FINANCE & INVESTMENTS LIMITED**  
CIN: L65910KA1994PLC015981

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### NOTICE

To,  
The Shareholders,

**NOTICE** is hereby given that the Twenty-Third Annual General Meeting of the members of GILADA FINANCE AND INVESTMENTS LIMITED will be held on Saturday, 23rd September, 2017 at 11:00 A.M. at Hotel Chalukya Complex, #44, Race Course Road, Bangalore-560001 Karnataka, to transact the following business:

#### **A. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2017 including Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss as at 31st March, 2017 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.
2. To appoint a director in place Mr. Sampatkumar Shankarlal Gilada (DIN: 02144736) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To consider, and if thought fit, to pass with or without modification(s), the following resolution 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. Agiwal P. & Associates (Firm Registration No. 000051S), 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 (financial years: 2017-18, 2018-19, 2019-20, 2020-21, 2021-22) to hold office from the conclusion of the Twenty-third Annual General Meeting until the conclusion of the Twenty-eighth Annual General Meeting of the Company (subject to ratification of the appointment by the members of the Company at every Annual General Meeting as per the provisions of the Act) at a remuneration as may be decided by the Board of Directors of the Company in place of the retiring auditors M/s. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W)."

#### **B. SPECIAL BUSINESS**

4. To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Kothakote Venkobarao Prabhakar (DIN: 07168947) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 30th May 2017 in terms of Section 161 of the Companies



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Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along with the deposit of the

requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years commencing from 30th May 2017."

By the order of Board

**For GILADA FINANCE AND INVESTMENTS LIMITED**

**ASHOK KUMAR**  
**(COMPANY SECRETARY & COMPLIANCE OFFICER)**  
**M. No. : 40962**

**Date: 30.05.2017**

**Place: Bangalore**



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**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

<b>Name</b>	<b>Sampatkumar Shankarlal Gilada</b>
<b>DIN</b>	02144736
<b>Age</b>	51 Years
<b>Date of Appointment</b>	08/06/1995
<b>Qualification</b>	B.E and Post Graduate Diploma in Business Management
<b>Expertise in Specific Functional Area</b>	As Director and Partner in various industries, Mr. Sampatkumar Shankarlal Gilada has rich experience in Industrial Management, Technology and Financial Services.
<b>Directorship and Partnership</b>	<ol style="list-style-type: none"> <li>1. Sri Shakti Land Developers And Constructions Company Limited</li> <li>2. Rajvaibhav Enterprises Private Limited</li> <li>3. Vijayalakshmi Hydro Power Private Limited</li> <li>4. Shankarlal Gilada &amp; Sons Private Limited</li> <li>5. SRM Power Private Limited</li> <li>6. Samrat Wires Private Limited</li> <li>7. Yash Proteins Private Limited</li> <li>8. Krishna Valley Power Private Limited</li> <li>9. Sahyadri Renewable Energy Private Limited</li> <li>10. Hinganghat Integrated Textile Park Private Limited</li> <li>11. Gilada Industrial Enterprise LLP</li> <li>12. Siddhi Ferrous LLP</li> <li>13. Prestress Steel LLP</li> </ol>
<b>Chairman/ Membership of Committees in other Indian Public Limited Companies as on 31.03.2017</b>	NIL
<p>(i) Audit Committee</p> <p>(ii) Stakeholders Relationship Committee</p> <p>(iii) Nomination and Remuneration Committee</p>	
<b>Number of shares held in the company</b>	5100



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**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 and 4 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](http://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, 16th September, 2017 to Saturday, 23rd September, 2017 (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, Sample Road, Mallechwaram, 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 2016-17 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 2016-17 will also available on the company's website [www.gfil.co.in](http://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, Mallechwaram, 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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## **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 companies 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-Third 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 Tuesday, 19th September, 2017 at 9:00 A.M and ends on Friday, 22nd September 2017 at 5:00 P.M. During this period, member of the Company, holding shares either in physical form or in dematerialized form, as on Saturday, 16th September, 2017, 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 22nd September, 2017. 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.*
6. *The process and manner for remote e-voting are as under:*
  - (A) *In case a member receive an email from NSDL[For members whose email IDs are registered with the Company/Depository Participant(s)]:*
    - (i) *Open email and open PDF file viz; “remote e-voting.pdf” with your Client ID or Folio No. as the password. The said PDF file contains your user ID and Password/PIN for remote e-voting. Please note that the password is an initial password.*
    - (ii) *Launch internet browser by following URL:<http://www.evoting.nsdl.com/>*
    - (iii) *Click on shareholding – login*
    - (iv) *Enter user ID and password as initial password/PIN noted in step (i) above. Click login.*
    - (v) *Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.*
    - (vi) *Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.*
    - (vii) *Select “EVEN” of GILADA FINANCE AND INVESTMENTS LIMITED”.*
    - (viii) *Now you are ready for remote e-voting as cast vote page opens*
    - (ix) *Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.*
    - (x) *Upon confirmation, the message “Vote cast successfully” will be displayed.*



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- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer, Mr. S.P Nagarajan through email to [cs@nagarajsp818.com](mailto:cs@nagarajsp818.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- (B) In case a member receives physical copy of the Notice of the AGM [for members whose email IDs are not registered with the company/ Depository Participant(s) or requesting physical copy]:
- (i) Initial password is provided as below in the postal Ballot Form:
- | EVEN (Remote e-voting) | Event Number | User ID | Password/PIN |
|------------------------|--------------|---------|--------------|
|------------------------|--------------|---------|--------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii)
7. In case of any queries, you may refer 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free No.: 1800-222-990.
8. If you are registered already with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
9. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
10. The voting rights of members shall be in proportion to their shares held in the company as on the cut-off date, i.e. Saturday, 16th September, 2017.
11. Any person, who acquires shares of the company and becomes member of the company after dispatched of the notice and holding of shares as of the cut-off date i.e. Saturday, 16th September, 2017, such member may obtain the login ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [canbankrta@ccsl.co.in](mailto:canbankrta@ccsl.co.in) (RTA)
12. However, if you are already registered with NSDL for remote e-voting you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free No.: 1800-222-990.
13. A person, whose name is recorded in the registered of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date should treat this notice for information purposes only.
14. Mr. S.P Nagarajan, Practicing Company Secretary, Bangalore (PCS No.:4738) 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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## **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 and such appointment is subject to ratification by the Members every year in the annual general meeting. 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. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W) have been the statutory auditors of the Company for more than ten consecutive years and they have accordingly informed the Company that they will not be seeking re-appointment as Statutory Auditors at the conclusion of the forthcoming 23rd Annual General Meeting.*

*M/s. Agiwal P. & Associates (Firm Registration No. 000051S), 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 30th May 2017 proposed the appointment of M/s. Agiwal P. & Associates as the Statutory Auditors of the Company for a period of five years from the conclusion of the Twenty-third Annual General Meeting until the conclusion of the Twenty-eighth Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting in terms of the provisions of the 'Act').*

*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:**

*The Board of Directors of the Company on 30th May 2017, has appointed Mr. Kothakote Venkobarao Prabhakar (DIN: 07168947) as an Additional Director of the Company, categorized as Independent, in terms of Section 161 of the Companies Act, 2013. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Mr. Kothakote Venkobarao Prabhakar for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 and 152 of the Companies Act, 2013. The Company has received (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form*

DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Kothakote Venkobarao Prabhakar to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) declaration that Mr. Kothakote Venkobarao Prabhakar meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In terms of Schedule IV of the Companies Act, 2013, the Board is of the opinion that Mr. Kothakote Venkobarao Prabhakar fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and is independent of the management.

A copy of the draft letter of appointment, setting out the terms and conditions of appointment of Mr. Kothakote Venkobarao Prabhakar, is available for inspection, without any fee, by the members at the Company's registered office during normal hours on working days up to the date of the AGM.

Mr. Kothakote Venkobarao Prabhakar (aged 62 years) holds a Masters Degree in Commerce (M.Com) with specialization in Costing and Banking and M.B.A., (Finance) from All India Management Association, New Delhi. He has worked in Syndicate Bank for about 37 years in various capacities. In 2014-15 he was appointed as Chief Manager, Inspection Department (Risk Based Internal Audit and Risk Based Supervision) Head Office, Syndicate Bank, Manipal.

Except Mr. Kothakote Venkobarao Prabhakar and his relatives, none of the other Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the notice. The Board recommends the resolution set forth in Item No. 4 of the notice for approval of the members.

By the order of Board

**FOR GILADA FINANCE AND INVESTMENTS LIMITED**



**ASHOK KUMAR**

**(COMPANY SECRETARY & COMPLIANCE OFFICER)**

**M. NO. : 40962**

**DATE: 30.05.2017**

**PLACE: BANGALORE**



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## DIRECTORS' REPORT

To,

**The Members,**

Your Directors have pleasure in presenting their 23rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

### 1. FINANCIAL PERFORMANCE OF THE COMPANY

The Board's Report shall be prepared based on the stand alone financial statements of the company.

<b>Particulars</b>	<b>2016-17</b>	<b>2015-16</b>
Total Income	2,54,31,435.25	2,07,10,066.50
Total Expenditure	80,77,683.74	79,11,875.07
Profit Before Exceptional and Extraordinary Items and Tax	1,73,53,751.51	1,27,98,191.43
Exceptional Item	39,62,707.00	5,15,450.00
<b>Profit Before Tax</b>	<b>1,33,91,044.51</b>	<b>1,22,82,741.43</b>
Tax Expense:		
(i) Current Tax	42,79,126.00	41,20,710.00
(ii) Deferred Tax		--
<b>Profit /(Loss) for the period</b>	<b>91,11,918.51</b>	<b>81,62,031.43</b>
Earnings per Equity Share:		
(i) Basic	2.59	2.32
(ii) Diluted	2.59	2.32

### 2. BUSINESS OVERVIEW:

Your Company's revenue from operations increased to Rs.2,51,14,077.25 in the year 2016-2017 from Rs.2,06,62,937.50 in the previous year at growth rate about 21.54%. Further, during the year under review your Company has earned a net profit after taxation of Rs.91,11,918.51/- as compared to Rs. 81,62,031.43/- in the previous year.

Your Directors are confident of further improving the performance and growth of the Company in the ensuing years to face new challenges and competitive environment. Your Company will respond to the competitive challenges by enhancing customer focus, by building more efficient network, by ensuring adequate preparedness to take maximum advantage of the opportunities and aggressively pursuing them.



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### **3. TRANSFER TO RESERVES:**

Your Company has transferred a sum of Rs.18,22,384.00 to statutory Reserve as required under the Reserve Bank of India Act, 1934. The Company has not transferred any amount to General Reserve during the year under review.

### **4. DIVIDEND:**

Your directors do not propose any dividend for the year ended 31st March 2017.

### **5. 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 i.e. AFTER 31ST MARCH, 2017 BEFORE DATE OF SIGNATURE OF DIRECTORS' REPORT:**

There have been no material changes and commitments, that affect 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.

### **6. CHANGE IN THE NATURE OF BUSINESS, IF ANY.**

There has been no change in the business of the Company during the year under review.

### **7. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR ALONG WITH REASONS:**

The Company has no subsidiaries. Further during the year no joint ventures or associate companies were incorporated.

### **8. RBI GUIDELINES:**

The Company fulfills all the norms and standards applicable to NBFCs as set out by Reserve Bank of India (RBI). Your Company is well capitalized and has a capital adequacy ratio as required by non- deposit accepting NBFCs as prescribed by RBI.

### **9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

- (i) Mr. Sampatkumar Shankarlal Gilada (DIN: 02144736) retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.
- (ii) Mr. Shankarlal Tulsiram Gilada (DIN: 02016074) has resigned as Director of the Company with effect from 24th January 2017. The Board places on record its appreciation for the services rendered by Mr. Shankarlal Tulsiram Gilada during his tenure as a member of the Board and its Committees.
- (iii) Mr. Ashok Kumar was appointed as Company Secretary of the Company with effect from 6th April 2016.
- (iv) Dr. Mahesh Kataria resigned as the Independent Director of the Company with effect from 30th May 2017. The Board places on record its appreciation for the services rendered by Dr. Mahesh Kataria during his tenure as a member of the Board and its Committees.
- (v) The Board of Directors has appointed Mr. Kothakote Venkobarao Prabhakar (DIN: 07168947) as Additional (Independent) Director with effect from 30th May 2017. The Board recommends his appointment as Independent Director of the Company for a period of five consecutive years and accordingly resolutions seeking approval of the members for the appointment of Independent Director have been included in the Notice of forthcoming Annual General Meeting of the Company.



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#### **10. NUMBER OF BOARD & COMMITTEE MEETINGS:**

*A calendar of Meetings is prepared and circulated in advance to the Directors. During the year Seven(7) Board Meetings, four(4) Audit Committee Meetings, four(4) Nomination and Remuneration Committee Meetings, one (1) Stakeholders Relationship Committee Meeting, and one(1) Independent Directors Meeting were convened and held, the details of which are furnished in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.*

#### **11. BOARD EVALUATION:**

*Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as*

- *Board dynamics and relationship*
- *Information flows*
- *Decision making*
- *Relationship with stakeholders*
- *Company performance and strategy*
- *Tracking Board and committees' effectiveness*

*The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committee and individual directors. Schedule IV of the Companies act, 2013, states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.*

*The Board has made a formal evaluation of its own performance and that of its committees and individual directors as required under Section 134(3) (p) of the Companies Act, 2013. The evaluation all directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the corporate governance report. The Board has approved the evaluation results as collated by the nomination and remuneration committee.*

#### **12. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE-APPOINTMENT, IF ANY:**

*The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149 (6).*

*The Company has not re-appointed any Independent Director after completion of five years.*

#### **13. REMUNERATION POLICY:**

*The ratio of remuneration of each director to the median of employees' remuneration as per section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of Board's report and shown below. There was no increase in the remuneration payable to the Executive Directors - Mr. Sampatkumar Shankarlal Gilada and Mr. Rajgopal Gilada during the year under review. The variable component of the salary of executive director is linked to the performance targets for the Company in terms of revenue and for other employees; the Company has a defined performance targets linked to*



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the consolidated statement of Profit and Loss, in addition to their performance. The increments in the pay to the employees are in consonance to average Industry standards and requirement to recognize the critical talents. In order to ensure that remuneration reflects company performance, the performance pay to the employees is linked to the organization performance. There are no employees receiving remuneration in excess of the remuneration received by the Executive Directors. The ratio of the remuneration of the executive director to the median remuneration of the employees of the Company for the year ended 31st March 2017 is given below.

<b>Name of the Director</b>	<b>Remuneration paid during 2016- 2017</b>	<b>Ratio to Median Remuneration</b>
<b>Mr. Sampat Kumar Gilada,</b> Executive Director	6,00,000	4.88
<b>Mr. Rajgopal Gilada,</b> Managing Director	12,00,000	9.76

**14. AUDITORS:**

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 and such appointment is subject to ratification by the Members every year in the annual general meeting. 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. Vishnukant Jaju & Associates, Chartered Accountants (Firm Registration No. 014328W) have been the statutory auditors of the Company for more than ten consecutive years and they have accordingly informed the Company that they will not be seeking re-appointment as Statutory Auditors at the conclusion of the forthcoming 23rd Annual General Meeting.

M/s. Agiwal P. & Associates (Firm Registration No. 000051S), 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 30th May 2017 proposed the appointment of M/s. Agiwal P. & Associates (Firm Registration No. 000051S) as the Statutory Auditors of the Company for a period of five years from the conclusion of the Twenty-third Annual General Meeting until the conclusion of the Twenty-eighth Annual General Meeting of the Company (subject to ratification of the appointment at every Annual General Meeting in terms of the provisions of the 'Act').

The Auditors Report to the shareholders for the year under review does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

No frauds have been reported by the Auditors under Section 143(12) of the Companies Act, 2013 requiring disclosure in the Board's Report.



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#### **15. DISCLOSURE ABOUT COST AUDIT:**

*In view of the same and in terms of the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the Company is exempt from requirements of cost audit.*

#### **16. SECRETARIAL AUDIT REPORT:**

*In terms of Section 204 of the Act and Rules made there under, Mr. S.P Nagarajan, Practicing Company Secretary has been appointed as Secretarial Auditor of the Company. The report of the Secretarial Auditor is enclosed as Annexure III to this report.*

#### **17. INTERNAL FINANCIAL CONTROLS:**

*The Board has adopted policies and procedures for ensuring the orderly and efficiently conduct of its business, including adherence to the Company's policies, the safe guarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely disclosure of financial disclosures.*

#### **18. VIGIL MECHANISM :**

*In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at [www.gfil.co.in](http://www.gfil.co.in) under investors/policy documents/Vigil Mechanism Policy link.*

#### **19. RISK MANAGEMENT POLICY:**

*A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.*

*Your company has been rendering services with respect to lending of loans and advances. The Company has to manage various risks. These risks include Credit Risk, Liquidity Risk, Interest Rate Risk and Operation Risk. Being cognizant of this fact, the company has robust risk governance and has built an effective risk management framework. The company strongly believes that effective risk management can be a strategic differentiator and hence will remain focused on continuously strengthening its risk management systems.*

*The Risk Management Committee review and monitor these risk at periodical intervals. The company manages credit risk through stringent credit norms established through several years of experience in this line of business and continues to follow the time tested practice of personally assessing every borrower, before committing to a credit exposure. This process ensure that the expertise in lending operations acquired by the Company over decades is put to best use and acts to mitigate credit risk. Liquidity risk and interest rate risk arising out of maturity mismatch of assets and liabilities are managed through regular monitoring of the maturity profiles. The Company also measures the interest rate risk the duration gap method.*

*Operational risks arising from inadequate or failed internal process, people and systems or from external events are adequately addressed by the internal control systems and continuously reviewed and monitor by a dedicated team of people. Process improvements and quality control are on-going activities and built into the employee's training modules.*



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## **20. EXTRACT OF ANNUAL RETURN:**

*As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE I.*

## **21. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

*There are no significant and material orders passed by the Regulators or Courts or Tribunal impacting the going concern status and company's operations in future.*

## **22. DEPOSITS:**

*The details relating to deposits, covered under Chapter V of the Act and in term of the disclosure required under section 134(3) read with rule 8(5) of the Companies (Accounts) Rules, 2014, it is hereby stated that:*

*During the year, the company has not accepted from the public any deposits within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Accepting of Deposits) Rules, 2014. Further as the company has not accepted any deposits from the public, the Company is not required to comply with the directions issued by the Reserve Bank of India under Non-Banking Financial Companies (Reserve Bank) Directions, 1998 with respect to public deposits.*

## **23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:**

*Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are furnished in the notes to the Financial Statements.*

*Loans/Investments/Guarantees made to firms and companies under the same management are within the limits prescribed under RBI Directions, 1998 to NBFC's and the limits prescribed under Sections 185 and 186 of the Companies Act, 2013.*

## **24. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

*During the year, the Company did not enter into any material transaction with related parties, under Section 188 of the Companies Act, 2013. All transactions entered into by the Company with the related parties were in the ordinary course of business and on an arm's length basis. Form AOC-2, as required under Section 134 (3) (h) of the Act, read with Rule 8 (2) of the Companies (Accounts) Rules 2014, is attached as part of this report vide Annexure II (a). Further, the Company's policy on Related Party Transactions is attached as part of this report vide Annexure II (b) as required under the Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.*

*Your Directors draw attention of the members to Note 14 to the financial statement which sets out related party disclosures.*

## **25. CERTIFICATE ON CORPORATE GOVERNANCE REPORT:**

*Corporate Governance is about maximizing shareholders value legally, ethically and sustainably. At the Gilada Finance and Investments Limited, the goal of Corporate Governance is to ensure fairness to every stakeholder. We believe that sound corporate governance is critical to enhance and retain investor trust. We always seek to ensure that our performance is driven by integrity. The Company has complied with requirements of Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding Corporate Governance. A report on the Corporate Governance practices and the Auditors' Certificate on compliance of mandatory requirements thereof are given as ANNEXURE- IV & VI respectively to this report.*



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**26. MANAGEMENT DISCUSSION AND ANALYSIS**

The Management Discussion and Analysis Report forms part of this Annual Report for the year ended 31st March, 2017, has been provided in ANNEXURE- V in this Annual Report.

**27. AUDIT COMMITTEE:**

The Details of Audit Committee has been furnished in the Corporate Governance Report.

**28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

The Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

**a) Conservation of energy**

(i)	the steps taken or impact on conservation of energy	Your company's operation do not involve any manufacturing or processing activities, the particulars regarding conservation of energy and technology absorption, are not applicable.
(ii)	the steps taken by the company for utilizing alternate sources of energy	
(iii)	the capital investment on energy conservation equipment's	

**(b) Technology absorption**

(i)	the efforts made towards technology absorption	Technology absorption is not applicable.  The Company has not incurred any expenditure on research and development during the year under review.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	



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	(a) the details of technology imported	
	(b) the year of import;	
	(c) whether the technology has been fully absorbed	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	
(iv)	the expenditure incurred on Research and Development	

**(C) Foreign exchange earnings and Outgo**

(a)	Foreign Exchange Earnings:	NIL
(b)	Foreign Exchange Outgo :	NIL

**30. CORPORATE SOCIAL RESPONSIBILITY (CSR):**

The criteria for setting up Corporate Social Responsibility as prescribed by the notification issued by the Ministry of Corporate Affairs dated 27th February 2014 read with section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are presently not applicable to the Company.

**31. HUMAN RESOURCES:**

Your Company treats its “human resources” as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

**32. DIRECTORS’ RESPONSIBILITY STATEMENT:**

The Directors’ Responsibility Statement referred to in Sub-clause (c) of Clause (3) of Sub-Section (5) of Section 134 of the Companies Act, 2013, shall state that:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care 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 directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**33. ANNUAL LISTING FEES TO STOCK EXCHANGES:**

The Company confirms that it has paid the Annual Listing Fees for the year 2016-2017 to BSE Limited where the Company's Shares are listed.

**34. PARTICULARS OF EMPLOYEES**

In accordance with the provisions of Section 197 of the Act read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the information in respect of the employees of the Company will be provided upon request. In terms of section 136 of the Act, the report and accounts are being sent to the members and others entitled thereto, excluding the aforesaid information which is available for inspection by the members at the registered office of the Company during business hours on working days of the Company. If any member is interested in obtaining a copy, such member may write to the registered office address of the Company in this regard.

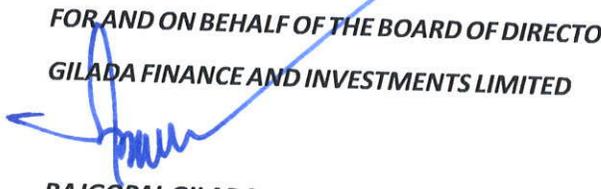
During the financial year, the Company has not employed any person with the aggregate remuneration for Rs. 1,02,00,000/per annum if employed throughout the year or Rs. 8, 50,000 per month if employed for part of the year.

**35. ACKNOWLEDGEMENTS:**

Your Directors wish to express a deep sense of gratitude for the continued support, co-operation and guidance received from the Central and State Government Departments, Reserve Bank of India, Registrar of Companies –Bangalore, Karnataka, Banks and customers during the year under review. The Directors wish to thank the Company's customers, vehicle manufacturers, vehicle dealers and shareholders for their continued support. The Directors also thank the employees of the Company for their contribution to the company's operations during the year under review.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**GILADA FINANCE AND INVESTMENTS LIMITED**

  
**RAJGOPAL GILADA**  
MANAGING DIRECTOR  
DIN: 00307829

**SAMPATKUMAR SHANKARLAL GILADA**  
DIRECTOR  
DIN: 02144736

**DATE: 30.05.2017**  
**PLACE: BANGALORE**



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## ANNEXURE INDEX

<b>Annexure</b>	<b>Content</b>
<i>i.</i>	<i>Annual Return Extract in MGT 9</i>
<i>ii</i>	<i>a) Form AOC-2, as required under Section 134 (3) (h) of the Act, read with Rule 8 (2) of the Companies (Accounts) Rules 2014, b) The Company's policy on Related Party Transactions as required under the Non-Banking Financial Companies – Corporate Governance (Reserve Bank) Directions, 2015.</i>
<i>iii.</i>	<i>MR-3 Secretarial Audit Report</i>
<i>iv.</i>	<i>Annual Report on Corporate Governance</i>
<i>v.</i>	<i>Management Discussion and Analysis Report</i>
<i>vi</i>	<i>Auditors' certificate on Corporate Governance Report</i>



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**FORM NO. MGT 9  
EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31.03.2017**

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

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65910KA1994PLC015981
2.	Registration Date	26/07/1994
3.	Name of the Company	GILADA FINANCE AND INVESTMENTS LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares/Non-Government Company
5.	Address of the Registered office & contact details	# 105 R RTakt, 37 Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094, Karnataka & Telephone : 080 - 4062 0000 Fax No. : 080 -4062 0008 Email : md@giladagroup.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Canbank Computer Services Limited, # 2018, J P Royale, 1st Floor, 2nd Main, Sampige Road (Near 14th Cross)Mallechwaram, Bangalore- 560 003, Karnataka Telephone No.: 080 – 43469661/ 62/ 64/65 Fax No. : 080 – 23469667 E-mail : canbankrta@csl.co.in

**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	To carry on the business of shares and stock brokers, Managers, Registrars, Financial advisors and consultants, investment consultants, portfolio management, merchant banking services and such other financial services to individuals, firms .companies and to invest in buy, underwrite or acquire in any manner hold, sell or dispose of either in the name of the company or as a nominee of any of any person or persons, firms, companies, corporations, shares, stocks, debentures, bonds, securities or obligations issued or guaranteed by any person, firm or company, state and central Governments municipal or local authority and public bodies whether in India or elsewhere.	6592	98.75



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

**Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2016]				No. of Shares held at the end of the year[As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	889600	97800	987400	28.11	982500	68400	1050900	29.92	6.43
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	1005100	800	1005900	28.64	1013400	-	1013400	28.85	0.73
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	<b>1894700</b>	<b>98600</b>	<b>1993300</b>	<b>56.75</b>	<b>1995900</b>	<b>68400</b>	<b>2064300</b>	<b>58.77</b>	<b>2.02</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	500	-	500	0.01	500	-	500	0.01	
c) Central Govt									
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>500</b>	<b>-</b>	<b>500</b>	<b>0.01</b>	<b>500</b>	<b>-</b>	<b>500</b>	<b>0.01</b>	<b>-</b>



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<b>2. Non-Institutions</b>									
<i>a) Bodies Corp.</i>									
<i>i) Indian</i>	2,19,452	42,000	261452	7.44	210203	42000	252203	7.18	0.62
<i>ii) Overseas</i>	-	-	-	-	-	-	-	-	-
<i>b) Individuals</i>									
<i>i) Individual s hareholders holding nominal share capital up to Rs. 2 lakh</i>	2,12,339	5,88,191	8,00,530	22.79	227740	469491	697231	19.85	2.94
<i>ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh</i>	1,33,292	3,18,500	4,51,792	12.86	335840	150000	485840	13.83	0.97
<i>c) Others (Hindu Undivided Families)</i>	4,726	-	4,726	0.13	4,726	-	4,726	0.13	-
<i>Non Resident Indians</i>	-	-	-	-	7500	-	7500	0.21	0.21
<i>Overseas Corporate Bodies</i>	-	-	-	-	-	-	-	-	-
<i>Foreign Nationals</i>	-	-	-	-	-	-	-	-	-
<i>Clearing Members</i>	-	-	-	-	-	-	-	-	-
<i>Trusts</i>	-	-	-	-	-	-	-	-	-
<i>Foreign Bodies - D R</i>	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	5,69,809	9,48,691	15,18,500	43.22	786009	661491	1447500	43.23	0.01
<i>Total Public Shareholding (B)=(B)(1)+ (B)(2)</i>	<b>570309</b>	948691	1519000	43.25	786509	661491	1448000	43.25	10.03
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	24,65,009	10,47,291	35,12,300	100.00	2782409	729891	3512300	100.00	-



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**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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	SampathGilada	5,100	0.145	-	5,100	0.145	-	-
2	Sangeeta S Gilada	80,000	2.278	-	1,43,500	4.086	-	79.36
3	Gowrajadevi ShankerlalGilada	1,89,000	5.381	-	1,89,000	5.381	-	-
4	Shankarlal Gilada	1,70,000	4.840	-	1,70,000	4.840	-	-
5	Rajashree Gilada	2,29,900	6.546	-	2,29,900	6.546	-	-
6	Bindu Rajgopal Gilada	1,10,000	3.132	-	1,10,000	3.132	-	-
7	Sampathkumar Gilada	1,15,600	3.291	-	1,15,600	3.291	-	-
8	Rajgopal Gilada	37,800	1.077	-	37,800	1.051	-	2.47
9	Rajgopal Vaibhav Gilada	50,000	1.424	-	50,000	1.424	-	-
10	Shankarlal Gilada & Sons Pvt. Ltd	10,05,900	28.639	-	10,13,400	28.85	-	0.76
	<b>Total</b>	<b>19,93,300</b>	<b>56.752</b>	-	<b>20,64,300</b>	<b>58.774</b>	-	<b>3.56</b>

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

SN	Particulars	Shareholding at the beginning of the year		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	19,93,300	56.752	19,93,300	56.752
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	Transfer of Shares			
	At the end of the year	20,64,300	58.774	20,64,300	58.774



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**D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>	-	-	-	-
1	MALU PLANTATION & RESORTS LIMITED	201000	5.72	201000	5.72
2	DEEPAK PATIL	29900	2.50	29900	2.50
3	KAMLABAI M.SONI	62000	1.77	62000	1.77
4	GEETA D PATIL	52400	1.49	52400	1.49
5	MADANLAL SONI	52300	1.49	52300	1.49
6	GOVIND JOSHI	52000	1.48	52000	1.48
7	SURESH KANAKRAJ LODHA	47000	1.34	47000	1.34
8	NAMRATA MALU	44300	1.26	44300	1.26
9	HANUMANDAS JOSHI	35700	1.02	35700	1.02
10	BHARAT H SHAH	35640	1.01	35640	1.01
	<b>TOTAL</b>	612240		612240	
	<b>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</b>	-	-	-	-
	<b>At the end of the year</b>	-	-	-	-
1	MALU PLANTATION & RESORTS LIMITED	201000	5.72	201000	5.72
2	DEEPAK PATIL	29900	2.50	29900	2.50
3	KAMLABAI M.SONI	62000	1.77	62000	1.77
4	GEETA D PATIL	52400	1.49	52400	1.49
5	MADANLAL SONI	52300	1.49	52300	1.49
6	GOVIND JOSHI	52000	1.48	52000	1.48
7	SURESH KANAKRAJ LODHA	47000	1.34	47000	1.34
8	NAMRATA MALU	44300	1.26	44300	1.26
9	HANUMANDAS JOSHI	35700	1.02	35700	1.02
10	BHARAT H SHAH	35640	1.01	35640	1.01
	<b>TOTAL</b>	612240		612240	



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**C) Change in Directors & KMP Shareholding (please specify, if there is no change)**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<i>At the beginning of the year</i>	152900	4.35	152900	4.35
	<i>Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):</i>	No Change during the year			
	<i>At the end of the year</i>	152900	4.35	152900	4.35

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<i>Indebtedness at the beginning of the financial year</i>				
<i>i) Principal Amount</i>	29,91,500	2,21,600	-	32,13,100
<i>ii) Interest due but not paid</i>	-	-	-	-
<i>iii) Interest accrued but not due</i>	-	-	-	-
<i>Total (i+ii+iii)</i>	29,91,500	2,21,600		32,13,100
<i>Change in Indebtedness during the financial year</i>	-	-	-	-
<i>* Addition</i>	-	-	-	-
<i>* Reduction</i>	-	1,21,600	-	-
<i>Net Change</i>	-	-	-	-
<i>Indebtedness at the end of the financial year</i>				
<i>i) Principal Amount</i>	29,91,500	1,00,000		30,91,500
<i>ii) Interest due but not paid</i>	-	-	-	-
<i>iii) Interest accrued but not due</i>	-	-	-	-
<i>Total (i+ii+iii)</i>	29,91,500	1,00,000	-	30,91,500



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**XI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Rajgopal Gilada	Sampatkumar Gilada	----	----	
1	Gross salary	12,00,000.00	6,00,000.00	-	-	18,00,000.00
	(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)	12,00,000.00	6,00,000.00			18,00,000.00
	Ceiling as per the Act	REMUNERATION WITHIN LIMITS PRESCRIBED BY THE ACT				

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	-----	-----	-----	
1	Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-	-



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

A	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS Ashok Kumar	CFO	Total
1	Gross salary	-	3,54,000.00	-	3,54,000.00
	(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	-	-	-	-
	<b>Total</b>	-	<b>3,54,000.00</b>	-	<b>3,54,000.00</b>

**XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES**

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



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**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
GILADA FINANCE AND INVESTMENTS LIMITED**

**RAJGOPAL GILADA  
MANAGING DIRECTOR  
DIN: 00307829**

**SAMPATKUMAR SHANKARLAL GILADA  
DIRECTOR  
DIN: 02144736**

**DATE : 30.05.2017  
PLACE: BANGALORE**



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**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2017**

*[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,  
**GILADA FINANCE AND INVESTMENTS LIMITED**  
Corporate Identity Number:L65910KA1994PLC015981  
Registered Office: # 105, R Rtakt,  
37 Boopasandra Main Road, Bangalore-560094.

*I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GILADA FINANCE AND INVESTMENTS LIMITED("the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.*

*Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March 2017 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:*

1. *I 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 2017 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 with regard to maintenance of minimum public shareholding and compliance under clause 35 of the Listing Agreement;*
  - iii. *The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder with regard to dematerialisation / rematerialisation of securities and reconciliation of records of dematerialised securities with all securities issued by the Company in compliance with clause 55A of the SEBI (Depositories and Participants) Regulations, 1996 and clause 47 (c) of the Listing Agreement;*
  - iv. *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;*  
*(Not applicable to the Company during the Audit Period)*
  - v. *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 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;*



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- b. *The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records required under the said Regulations;*
- c. *The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;*
- d. *The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, and the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;*  
*(Not applicable to the Company during the Audit Period)*
- e. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;*  
*(Not applicable to the Company during the Audit Period)*
- f. *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;*
- g. *The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;*  
*(Not applicable to the Company during the Audit Period) and*
- h. *The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;*  
*(Not applicable to the Company during the Audit Period)*
- vi. *The other laws, as informed and certified by the management of the Company which are to the extent applicable to the Company based on its sector/ industry, are:*
  - a. *Reserve Bank of India Act, 1934, and RBI Directions and Guidelines as applicable to the Non-Banking Financial Companies (NBFCs)*
  - b. *The Minimum Wages Act, 1948*
  - c. *The Employment Exchange (Compulsory Notification of Vacancies) Act, 1959*
  - d. *Industrial Employment (Standing Orders) Act, 1946*
  - e. *Income Tax Act, 1961*
  - f. *Central Excise Act, 1944*
  - g. *Customs Act, 1962*
  - h. *Professional Tax Act, 1975*
  - i. *Wealth Taxes Act, 1957*
  - j. *Indian Contract Act, 1872*
  - k. *Indian Stamp Act, 1899*
  - l. *Labour Laws including ESI Act, Employee's PF & Miscellaneous Provision Act, Payment of Bonus Act, Payment of Gratuity Act, Contract Labour Act, Employees Compensation Act, Apprentices Act, Equal Remuneration Act, Maternity Benefit Act, 1961 to the extent applicable*
  - m. *The State Acts, rules, guidelines and regulations to the extent applicable to the Company.*

*With respect to Fiscal laws such as income tax, wealth tax, professional tax, central sales tax and local sales tax and*



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*other material statutory dues as applicable to the Company, based on the information and explanation provided to me by the management and officers of the Company and also on verification of reports of professionals including reports of Internal Audit, I report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.*

*I have also examined compliance with the applicable clauses of the following:*

*a) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) and Section 118(10) of the Companies Act, 2013.*

*In my opinion and to the best of my information and according to the explanation given to me, I report that the Company has complied with all material aspects of applicable Secretarial Standards issued by ICSI with respect to General and Board meetings in accordance with Section 173(3) of the Act.*

- b) The Listing Agreement entered into by the Company with BSE Limited;  
The Company has complied with the requirements under the Listing Agreement entered into with BSE Limited.*
- c) The Listing Agreement entered into by the Company with BSE Limited under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Guidelines, 2015*
- 2. Based on my examination and verification of the registers, records and documents produced to me and according to the information and explanations given to me by the Company :-*

*I report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 (the Act) and the rules made thereunder and with the Memorandum and Articles of Association of the Company with regard to:*

- a) maintenance of various statutory registers and documents and making necessary entries therein;*
- b) closure of the Register of Members;*
- c) forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;*
- d) service of documents by the Company on its Members, Auditors and the Registrar of Companies;*
- e) notice of Board meetings and Committee meetings of Directors;*
- f) the meetings of Directors and Committees of Directors;*
- g) the 22nd Annual General Meeting held on 24th September 2016;*
- h) minutes of proceedings of General Meetings and of the Board and its Committee meetings;*
- i) approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;*
- j) constitution of the Board of Directors /Committee(s) of Directors, appointment, retirement and re-appointment of Directors;*
- k) payment of remuneration to Executive Director and Managing Director;*
- l) appointment and remuneration of Auditors;*
- m) transfer and transmission of the Company's shares, issue and allotment of shares, issue and delivery of share certificate(s) and duplicate share certificates wherever applicable;*



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- n) *investment of the Company's funds including inter-corporate loans and investments and loans to others;*
  - o) *the Company has availed no secured loans during the year under review and consequently there were no requirements with regard to creation, modification or satisfaction of charges;*
  - p) *form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;*
  - q) *Directors' report; and*
  - r) *generally, all other applicable provisions of the Act and the Rules made under.*
3. *I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There is no change in the composition of Directors of the Company during the year.*

*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 in accordance with Section 173(3) of the Act 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.*

*All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.*

4. *I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.*
5. *On examination of the relevant documents and records in pursuance thereof, on test-check basis I further report that I have relied on the information and representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other Acts, Laws, and Regulations to the extent applicable to the Company.*
6. *I further report that:*

*Based on the information provided on <http://www.bseindia.com> 3512300 equity shares of Gilada Finance & Investments Limited (Scrip Code: 538788) are listed with BSE Limited (Bombay Stock Exchange) and admitted to dealings on the Exchange in the list of 'T' Group Securities effective from November 19, 2014.*

7. *I further report that:*
  - (a) *the Directors have complied with the requirements as to disclosure of interests and concerns in contracts and arrangements, shareholdings and directorships in other companies and interests in other entities;*
  - (b) *the Directors have complied with the disclosure requirements in respect of their eligibility of appointment, being independent and compliance with the Code of Business Conduct and Ethics for Directors and Management Personnel;*
  - (c) *the Company has obtained all necessary approvals under the various provisions of the aforesaid Acts and rules made thereunder, to the extent applicable; and*



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(d) there was no prosecution initiated by any statutory authorities and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.

<b>Place: Bangalore</b>	<b>Signature :</b>  <b>Name of the Company Secretary : S.P.NAGARAJAN</b>
<b>Date :30.05.2017</b>	<b>ACS Number : 10028</b> <b>CP Number : 4738</b>

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



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**Annexure 'A' to Secretarial Audit Report of GILADA FINANCE AND INVESTMENTS LIMITED dated 30th May 2017**

To,

The Members,

**GILADA FINANCE AND INVESTMENTS LIMITED**

Corporate Identity Number: L65910KA1994PLC015981

Registered Office: # 105, R Rtakt

37 Boopasandra Main Road, Bangalore-560094

The Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on the audit.
2. I 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. I believe that the processes and practices followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My 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.

**S. P NAGARAJAN**  
**COMPANY SECRETARY**

**Date: 30.05.2017**

**Place: Bangalore**



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## **ANNEXURE-IV**

### **CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31ST MARCH 2017**

*Good Corporate Governance is about maximizing shareholder value on a sustainable basis while ensuring fairness to all stakeholders; customers; investors; employees; government and society.*

#### **1. Company's Philosophy:**

*The Company is committed to the highest standards of Corporate Governance in all its activities and processes. We continue to believe that good corporate Governance is essential to achieve long-term corporate goals and to enhance stockholders value. Company is a listed company on the Bombay Stock Exchange. The Company has complied with all material respect with the features of corporate governance as specified in the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015. The securities are being regularly traded at Bombay Stock Exchange.*

#### **2. Board of Directors:**

*The Board is fully aware of its fiduciary responsibilities and recognizes its responsibilities to shareholders and other stakeholders to uphold the highest standards in all matters concerning the Company and has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.*

*All the members of the Board are eminent persons with considerable expertise and experience in various sectors. The Company is immensely benefited by the range of experience and skills that the Directors bring to the Board.*

*The Company's day to day affairs are managed by the Managing Director, assisted by a competent management team, under the overall supervision of the Board. The Company has in place an appropriate risk management system covering various risks that the Company is exposed to, including fraud risks, which are discussed and reviewed by the Audit Committee and the Board every quarter.*

*The Board has been constituted in a manner as per Regulation 17 of the SEBI ( Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 (the Act). The Board has an appropriate mix of executive / non-executive and independent directors, including a woman director to ensure proper governance and management. The Board comprises of six members, of which four are Non-Executive Directors. Not less than one-third of the total strength of the Board comprises of Independent Directors. The Company has three Independent Directors. None of the Directors on the Company's Board is a member on more than ten (10) Committees and Chairman of more than five (5) Committees across all the companies in which he is a Director. All the Directors have made necessary disclosure regarding committee positions occupied by them in other companies. The composition of the Board is in conformity with the listing requirements.*

*During the financial year 2016-2017, the Company did not have any material pecuniary relationship or transactions with its Non- Executive Directors.*

*Code of Conduct for Directors and Senior Management: The Company has adopted the code of conduct for directors and Senior Management and the Company receives the annual affirmations with regard to the adherence to the code of conduct for the financial year 2016-2017.*

#### **3. Board Meetings:**

*The Board of Directors formulates the business strategies and operational policies concerning the Company's operations. During the year the Board met at regular intervals to discuss and decide on various business and policy matters of the Company.*



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The Board periodically reviews the matters required to be placed before it and inter alia reviews and approves the quarterly financial statements, corporate strategies, business plan, annual budgets and capital expenditures. It monitors the overall performance and reviews other matters which require Board's attention. The Board also takes on record the declarations and confirmations made by the Chairman and Managing Director regarding compliances of all laws on a quarterly basis.

The Board of Directors duly met Seven(7) times respectively on 12thApril 2016,30thMay 2016, 29thJuly 2016,16thSeptember 2016, 9thNovember 2016, 24thJanuary 2017 and08thMarch 2017in respect of which meetings proper notices were sent and the proceedings were properly recorded and signed in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. The requisite information as enumerated in Annexure I to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board of Directors for discussion and consideration at Board Meetings.

The composition of the Board of Directors, attendance of Directors at the Board Meetings and at the last Annual General Meeting and also the number of Directorships and Committee Memberships held by the Directors in other public companies are given below:

<b>Name of Director (Designation)</b>	<b>Category</b>	<b>No. of Board Meetings attended</b>	<b>Attendance at the last AGM</b>	<b>No. of Directorship in other companies *</b>	<b>No. of memberships in Committees of Directors in other companies</b>
Mr. Shankarlal Tulsiram Gilada (Chairman & Director)	Promoter & Non- Executive Director	6	YES	12	NIL
Mr. Rajgopal Gilada (Managing Director)	Professional & Executive Director	7	YES	11	NIL
Mr. Sampat Kumar Gilada (Director)	Professional & Executive Director	7	YES	11	NIL
Ms. Bindu Rajgopal Gilada	Non-Executive Non-Independent Director	7	YES	5	NIL
Mr. Basantkumar Girdhardas Mohota (Director)	Independent & Non- Executive Director	3	YES	3	NIL
Dr. Mahesh Kataria (Director)	Independent & Non-Executive Director	1	YES	NIL	NIL
Mr. Narayan Das Jaju	Independent Non- Executive Director	4	YES	NIL	NIL



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*\* For the purpose of directorship / committee membership, all private companies and section 8 companies have been considered.*

*#Only chairmanship / membership of audit committee and stakeholders relationship committee have been considered.*

*The independent directors of the Company provide an annual certificate of independence in accordance with section 149(7) of the Act, to the Company which is taken on record by the Board.*

*In accordance with the provisions of Section 152 of the Companies Act, 2013 and that of the Articles of Association of the Company, Mr. SampatkumarShankarlalGilada will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment. Information as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the details of the Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting is annexed to the Notice of the Annual General Meeting.*

#### **4. Familiarization Programme for Independent Directors:**

*Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires listed companies to familiarize the Independent Directors with the Company their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programmes. Accordingly the Company has a familiarization programme for independent directors with regard to their roles, rights, responsibilities in the Company; nature of the industry in which the Company operates, the business model of the Company, etc. and the same is available on the website of the Company.*

#### **5. Separate Meeting of Independent Directors:**

*During the year under review, in line with Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of the Companies Act, 2013, the independent directors had a separate meeting on 12thSeptember 2016 without the presence of the management team and the non-independent directors of the Company.*

#### **6. Committees of the Board:**

*The Board has constituted various committees to support the Board in discharging its responsibilities. There are four committees constituted by the Board - Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee.*

##### **(i) Audit Committee:**

*The Company has an independent Audit Committee constituted in terms of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013. The Committee exercises the powers and discharges the functions as stipulated Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013and rules made thereunder. The Members of the Audit Committee possess adequate knowledge of accounts, audit, finance, etc.*

##### **Terms of Reference:**

*The Committee acts as a link between the Board, the statutory auditors and the internal auditors. The role of the Audit Committee includes overseeing the financial reporting process and disclosure of financial information, review*



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of financial statements, adequacy of internal financial control and risk management systems, findings of internal audits / investigations, whistle blower policy, monitoring the usage of funds from issue proceeds, to grant approvals for related party transactions which are in the ordinary course of business and on an arm's length basis, scrutiny of inter-corporate loans and investments, besides recommending the appointment / removal of the statutory auditors, the internal auditors and fixing their remuneration and review of the effectiveness of audit process, periodic review of statutory compliances and overseeing other matters specified for the review by Audit Committee under the Listing Agreement.

The Audit Committee also undertakes and reviews such other matters as may be delegated by the Board from time to time.

**Composition and Meeting:**

As at 31st March, 2017, the Audit Committee Comprised of:

SI.No.	Name	Particulars	No. of meetings attended
1.	Mr. Basantkumar Girdhardas Mohota	Non-Executive Independent Director	4
2.	Dr. Mahesh Kataria	Non-Executive Independent Director	3
3.	Mr. SampatKumarGilada	Executive Promoter Director	4

The Committee met 4 times during the financial year 2016-2017. There are no recommendations of the Audit Committee which have not been accepted by the Board.

**(ii) Nomination and Remuneration Committee:**

**Terms of Reference**

The role of the committee is to determine the company's policy on specific remuneration packages for executive directors including periodic increments in salary.

The committee further considers and recommends persons who are qualified for board positions, evaluate directors performance prior to recommendation for re-appointments, persons who are qualified to be in senior management, formulate the criteria for determining qualifications, positive attributes and independence of a director and devising a policy on board diversity. Decisions for selecting a director is based on the merit, qualification, competency and the Company's business requirements. The recommendations of the committee are placed before the Board for its approval.

**Composition and Meeting:**

As at 31st March, 2017 the Nomination and Remuneration Committee Comprised of-



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Sl.No.	Name	Particulars	No. of meetings attended
1.	Mr. Basantkumar Girdhardas Mohota	Non-Executive Independent Director	4
2.	Dr. Mahesh Kataria	Non-Executive Independent Director	4
3.	Mr. SampatKumarGilada	Executive Promoter Director	4

Majority of the members of this committee comprise of independent directors.

The nomination and remuneration committee is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The committee has formulated a charter in terms of the provisions of the Act and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter alia, deals with the personal traits, competencies, experience, background and other fit and proper criteria. These attributes shall be considered for nominating candidates for board positions /re-appointment of directors.

The nomination and remuneration committee is responsible for identifying persons who are qualified to be appointed in senior management. The committee has formulated the charter in terms of the provisions of the Act and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter alia, deals with the criteria for identifying persons who are qualified to be appointed in senior management. These attributes shall be considered for nominating candidates for senior management position.

The Committee met Four(4) times during the financial year 2016-2017.

**Performance evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Board Evaluation Policy has been framed and approved by the Nomination and Remuneration Committee (NRC) and by the Board.

The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as the evaluation of the working of the Committees of the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company etc.

The Directors expressed their satisfaction with the evaluation process.



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### **Details of Remuneration paid to the Directors:**

The Company has in place a remuneration policy which is guided by the principles and objectives as enumerated in section 178 of the Companies Act, 2013.

#### **a. Executive Directors:**

All elements of remuneration package i.e. salary, benefits; bonuses etc paid to Executive Directors during the financial year 2016-2017 are detailed herein below-

<b>Name of Director</b>	<b>Salary</b>	<b>Perquisites &amp; Allowances</b>	<b>Total</b>
Mr. Sampat Kumar Gilada	6,00,000.00	-	6,00,000.00
Mr. Rajgopal Gilada	12,00,000.00	-	12,00,000.00

#### **Notes:**

- (i) No commission is payable to Executive Directors;
- (ii) No sitting fee is paid to Executive Directors for attending the meetings of the Board of Directors of the Company and committees thereof;
- (iii) There is no separate provision for payment of severance fees;
- (iv) The Company does not have any Stock Option Scheme.

#### **b. Non-Executive Directors**

The Non-executive directors are not paid any sitting fees for attending the meetings of the Board of Directors of the Company and committees thereof.

#### **(iii) Stakeholders Relationship Committee:**

##### **Terms of Reference**

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Shareholders and Investors Grievance Committee of the Company was renamed as the "Stakeholders Relationship Committee".

The Board has modified the scope of the Committee to align it with the revised Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is as follows:

- (i) To review the reports submitted by the Registrar and Share Transfer Agent of the Company at half yearly intervals.
- (ii) To interact periodically with the Registrar and Share Transfer Agent to ascertain and look into the quality of the Company's Shareholders/ Investors grievance redressal system and to review the report on the functioning of the said Investor grievances redressal system.
- (iii) To follow-up on the implementation of suggestions for improvement.
- (iv) To periodically report to the Board about serious concerns if any.



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(v) To consider and resolve the grievances of the shareholders of the company.

The Committee approves transfer of shares, consolidation/sub-division of shares, issue of duplicate shares and other allied matters. The Committee also looks into the shareholders' grievances pertaining to share transfers, dematerialization of shares, issue of duplicate shares and all other matters concerning shareholders/investors and gives direction from time to time for effective settlement of investors' grievances.

**Composition and Meeting:**

**As at 31st March, 2017 the Stakeholders Relationship Committee Comprised of:**

Sl.No.	Name	Particulars	No. of meetings attended
1.	Mr. Basantkumar Girdhardas Mohota	Non-Executive Independent Director	1
2.	Dr. Mahesh Katariya	Non-Executive Independent Director	1
3.	Ms. BinduRajgopalGilada	Non-Executive Non-Independent Director	1

The Committee met 1 time during the financial year 2016-2017.

The minutes of the Committee Meetings are circulated to the Board, discussed and taken note of. The Company has been receiving various correspondences from the shareholders and the required information/documents are promptly furnished to the shareholders. No complaints were received from the shareholders during the financial year 2016-2017.

**7. General Body Meeting:**

(i) Details of location, time and date of last three Annual General Meetings of the Company are provide below:

Year	Location	Date	Time
2013-14	Hotel Kanishka, No.2, II Main Road, Gandhinagar, Bangalore- 560 009	27.09.2014	11:00 A.M
2014-15	Hotel Kanishka, No.2, II Main Road, Gandhinagar, Bangalore- 560 009	30.09.2015	11:00 A.M
2015-16	Hotel Kanishka, No.2, II Main Road, Gandhinagar, Bangalore- 560 009	24.09.2016	11:00 A.M

(i) No special resolutions were passed at the Annual General Meetings of the Company held on 27.09.2014, 30.09.2015 and 24.09.2016 respectively.

(ii) During the financial year ended 31st March 2017 the Company has not passed any special resolutions through postal ballot.



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### **8. Code of Conduct:**

The Board has laid down a "Code of Conduct" for all the Board Members and the senior management of the company and the code of conduct has been posted on the website of the company. Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct. A declaration to this effect signed by Mr. Rajgopal Gilada, Managing Director is attached to this report.

### **9. Auditors Certificate on Corporate Governance:**

The auditors' certificate on compliance of corporate governance norms has been shown in ANNEXURE- VI to this Annual Report.

### **10. Vigil Mechanism:**

As Required by the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Your Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Chairman of the Audit Committee of the Company. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees. The employees can directly contact the Chairman of the Audit Committee on the email address as mentioned in the 'Vigil Mechanism Policy' uploaded at the website of the Company. The Company further affirms that during the year, no personnel have been denied access to the audit committee.

### **11. Disclosures:**

#### **➤ Related Party Transactions:**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material transactions with related parties i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of company at large.

Suitable disclosures as required in compliance with accounting standards with related parties are disclosed in Note 8 of the financial statements in the annual report.

#### **➤ Compliance with Statutory / legal requirements:**

There are no non-compliances by the company and no penalties, imposed on the Company by the Stock Exchanges, Securities and Exchange Board of India and other statutory authorities, on any matters relating to Capital Markets during the last three years.

#### **➤ Compliance with Accounting Standards:**

Your Company confirms that it has complied with all the applicable Accounting Standards issued by the Institute of Chartered Accountant of India.

#### **➤ Compliance of mandatory requirements:**

The Company has complied with all the mandatory requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



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**12. Means of Communication:**

1	Half yearly report sent to each household of shareholders	Since the unaudited quarterly/ half- yearly results are published in the newspapers, the same were not sent to each household of shareholders.
2	Quarterly results sent to each household of shareholders	No, published in newspapers
3	In which newspaper the results are normally published in?	The Business Standard (English) and the Sanjevani (Kannada)
4	Any website, where results are displayed?	Yes
5	Whether it also displays official news releases and the presentations made to institutional investors or to the analysts	Yes
6	Whether Management Discussion & Analysis is part of the Annual Report	Yes
7	Whether shareholders' information forms part of Annual Report	Yes

**13. General Shareholders' Information:**

**a. Annual General Meeting;**

Year	Location	Date	Time
2016-2017	Hotel Chalukya Complex, #44, Race Course Road, Bangalore-560001 Karnataka	23.09.2014	11:00 A.M

**b.Dividend Payment Date: Not applicable since dividend was not declared.**

c.Date of Book Closure:The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 16th September, 2017 to Saturday 23rd September, 2017 (both days inclusive).

**d.Tentative Financial Calendar 2017-2018:**

Unaudited results for quarter ending 30th June 2017	Last week of July 2017
Unaudited results for quarter ending 30th September 2017	Last week of October 2017
Unaudited results for quarter ending 31st December 2017	Last week of January 2018
Audited results for ending 31st March 2018	Last week of June 2018
Annual General Meeting for year ended 31.03.2018	August-September 2018

**e. Listing on Stock Exchange:**

Sl. No.	Name of Stock Exchange	Address of the Stock Exchange
1.	BSE Limited (Bombay Stock Exchange)	P.J. Tower, Dalal Street, Fort, Mumbai- 400 001



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**f. Stock Code:**

Effective from November 19, 2014, the equity shares of Gilada Finance & Investments Limited (Scrip Code: 538788) are listed at BSE Limited (Bombay Stock Exchange) and admitted to dealings on the Exchange in the list of XT Group Securities.

**g. Registrar & Share Transfer Agent of the Company:**

Canbank Computer Services Limited  
#218, J P Royale, 1st Floor, 2nd Main, Sampige Road (Near 14th Cross)  
Malleswaram Bangalore - 560003  
Ph: 080-23469661/62/64/65  
E-mail id: canbankrta@ccsl.co.in

**h. Share Transfer System:**

Physical Share Transfers lodged for transfer are processed and the share certificates are generally returned within a period of 15 days from the receipt if the documents are clear in all aspects. The authority for share transfers etc. is Stakeholders Relationship Committee which meets to consider and approve the transfer of shares.

**i. Shareholding pattern as on 31st March 2017:**

The distribution of shareholding as on 31.03.2017 is as under:

Category Code	Category of Shareholder	Number of Share-holders	Total number of shares	Number of shares held in dematerialised	Total Shareholding as a percentage of		Shares pledged or otherwise encumbered	
					As a % of (A + B) (VI)	As a % of (A+B+C) (VII)	No of Shares (VIII)	As a % (IX)
(I)	(II)	(III)	(IV)	(V)				
<b>(A)</b>	<b>Promoter and Promoter Group</b>							
1	Indian							
(a)	Individuals/HUF	12	1050900	982500	29.92	29.92	0	0
(b)	Central Government/State Governments)	0	0	0	0	0	0	0
<b>a.</b>	<b>Bodies Corporate</b>	<b>1</b>	<b>1013400</b>	<b>1013400</b>	<b>28.85</b>	<b>28.85</b>	<b>0</b>	<b>0</b>
(d)	Financial Institutions/banks	0	0	0	0	0	0	0
(e)	Any Others (specify)							
	Person Acting Concert	0	0	0	0	0	0	0
	Directors & their relatives	0	0	0	0	0	0	0
	Partnership Firms	0	0	0	0	0	0	0
	Reserve Bank of India	0	0	0	0	0	0	0
	Employees Welfare Fund	0	0	0	0	0	0	0



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	ESOP/ESOS	0	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0	0
	Sub-Total(A)(1)	13	2064300	1995900	58.77	58.77	0	0.000
2	Foreign							
(a)	Individual(Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0
(d)	Qualified Foreign Investor	0	0	0	0	0	0	0
(e)	Any Others (specify)							
	Directors & their relatives	0	0	0	0	0	0	0
	Partnership Firms	0	0	0	0	0	0	0
	Employees Welfare Fund	0	0	0	0	0	0	0
	ESOP/ESOS	0	0	0	0	0	0	0
	Trusts	0	0	0	0	0	0	0
	Sub Total(A)(2)	0	0	0	0	0	0	0.000
	Total Shareholding of Promoter and Promoter Group (A)=[ A(1) + (A(2) ]	13	2064300	1995900	58.77	58.77	0	0.000

<b>(B)</b>	<b>Public Shareholdings</b>						NA	NA
<b>1</b>	<b>Institutions</b>							
(a)	Mutual Funds/UTI	0	0	0	0	0	-	
(b)	Financial Institutions/Banks	1	500	500	0.01	0.01	-	
(c)	Central Government/state Governments	0	0	0	0	0	-	
(d)	Venture Capital Funds	0	0	0	0	0	-	
(e)	Insurance Companies	0	0	0	0	0	-	
(f)	Foreign Institutional Investors	0	0	0	0	0	-	
(g)	Foreign venture Capital	0	0	0	0	0	-	-
(h)	Qualified Foreign Investor	0	0	0	0	0	-	
(i)	Any Others (specify)							
	Foreign Financial Institutions							
	TOTAL (FFI)	0	0	0	0	0	-	-



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	Foreign Mutual Funds	0	0	0	0	0	-	-
	Foreign Financial Institutions/ Banks	0	0	0	0	0	-	-
	Stressed Assets Stabilization Fund	0	0	0	0	0	-	-
	State Finance Corporation	0	0	0	0	0		
	Sub-Total (B)(1)	1	500	500	0.01	0.01		•
<b>2</b>	<b>Non Institutions</b>							
(a)	Bodies Corporate	14	252203	210203	7.18	7.18	-	-
(b)	Individuals							
	i) Individual Share holders holding nominal share capital up to Rs. 2 lakh	1004	697231	227740	19.85	19.85		-
	ii) Individual Share-holders holding nominal share capital in excess of Rs. 2lakh	11	485840	335840	13.83	13.83	-	-
(c)	Qualified Foreign Investor	0	0	0	0	0	-	-
(d)	Any other (Specify)							
	Trust	0	0	0	0	0	0	0
	TOTAL (Trust)	0	0	0	0	0	0	0
	Director and their relatives	0	0	0	0	0	0	0
	Foreign Nationals	0	0	0	0	0	0	0
	Escrow Account	0	0	0	0	0	0	0
	Market maker	0	0	0	0	0	0	0
	Non-resident Indian	1	7500	7500	0.21	0.21		
	O.C.Bs	0	0	0	0	0	0	0
	Societies	0	0	0	0	0	0	0
	Clearing members	0	0	0	0	0	0	0
	Shares in transit	0	0	0	0	0	0	0
	Hindi Undivided Family	6	4726	4726	0.13	0.13		
	Foreign Corporate Bodies	0	0	0	0	0	0	0
	Partnership Firm	0	0	0	0	0	0	0
	Custodian of Enemy Property	0	0	0	0	0	0	0
	Foreign Collaborators	0	0	0	0	0	0	0
	ESOPs/ESOS/ESPS/ Employee Shareholders	0	0	0	0	0	0	0
	Sub-Total (B)(2)	1036	1447500	786009	41.21	41.21	0	0



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	Total Public Shareholding $B=(B)(1)+(B)(2)$	1037	1448000	786509	41.22	41.22	0	0
	Sub-Total (A+B)	1050	3512300	2782409	100.00	100.00	0	0
(c)	Shares held by Custodian against Depository receipt have been issued							
1	Promoter and Promoter Group	0	0	0	0	0	0	0
2	Public	0	0	0	0	0	0	0
	Grand Total (A+B+C)	1050	3512300	2782409	100.00	100.00	0	0

The distribution of shareholding as on 31.03.2017 is as under:

No. of shares	No. of shareholders	% of total shareholders	No. of shares held	% of total shares
Up to 5000	881	83.90	2624590	7.47
5001 to 10000	48	4.57	390260	1.11
10001 to 20000	33	3.14	521880	1.49
20001 to 30000	21	2.00	553070	1.57
30001 to 40000	13	1.24	449000	1.28
40001 to 50000	7	0.67	331060	0.94
50001 to 100000	12	1.14	846720	2.41
100001 & above	35	3.34	29406420	83.73
<b>Total</b>	<b>1050</b>	<b>100.00</b>	<b>35123000</b>	<b>100.00</b>

**j. Dematerialization of shares and liquidity:**

The trading in the Company's equity shares is permitted only in Demat form. The Company has entered into an agreement with National Securities Depository Limited (NSDL) and Central Depository Service Limited (CDSL) for maintaining and facilitating transaction of the Company's shares in electronic mode. The ISIN No. allotted to the Company's equity shares is INE918C01011.

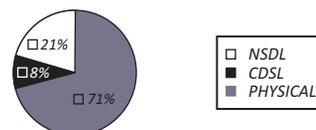
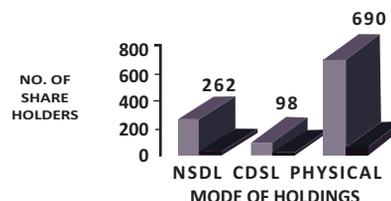
The details of dematerialization of shares are as specified hereunder:

CATEGORY	No. OF HOLDERS	%
NSDL	262	24.95
CDSL	98	9.33
<b>DEMAT</b>	<b>360</b>	<b>34.29</b>

<b>PHYSICAL</b>	<b>690</b>	<b>65.71</b>
<b>TOTAL</b>	<b>1050</b>	<b>100.00</b>

CATEGORY	No. OF HOLDERS	%
NSDL	2506236	71.36
CDSL	276173	7.86
<b>DEMAT</b>	<b>2782409</b>	<b>79.22</b>

<b>PHYSICAL</b>	<b>729891</b>	<b>20.78</b>
<b>TOTAL</b>	<b>3512300</b>	<b>100.00</b>





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The Company had submitted an application for listing of 3512300 equity shares under direct listing with BSE Limited (Bombay Stock Exchange). Based on the information provided on <http://www.bseindia.com> the equity shares of Gilada Finance & Investments Limited (Scrip Code: 538788) are listed and admitted to dealings on the Exchange in the list of T Group Securities effective from November 19, 2014.

**K. Financial Year:**

The Financial Year of the Company is from 1st April to 31st March.

**I. Outstanding GDRs :**

Not Applicable. There are no outstanding GDRs/ADRs/Warrants or any other Convertible Instruments as on 31.03.2017.

**m. Plant Locations:**

The Company has no any Plants.

**n. Address for correspondence:**

Registered Office: #105 R RTakt, 37 Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094.

**Non-Mandatory Requirements:**

The Company has not adopted any of the non-mandatory requirements as enumerated in SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

**Green initiative in Corporate Governance:**

The Companies Act, 2013 and the underlying rules permit companies to send various documents including the financial statements through electronic mode to the shareholders. To support the green initiative and to receive all documents, notices, including annual reports and other communications of the company, investors are requested to register the e-mail ID with the Depository Participant, if the holding is in electronic mode. If shares are held in physical mode, the shareholders may give a positive consent in writing to RTA for receiving by electronic mode.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**  
**GILADA FINANCE AND INVESTMENTS LIMITED**

  
**RAJGOPAL GILADA**  
**MANAGING DIRECTOR**

**DIN: 00307829**

**Date: 30.05.2017**

**Place: Bangalore**

**SAMPATKUMAR SHANKARLAL GILADA**  
**DIRECTOR**

**DIN: 02144736**



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## **ANNEXURE-V**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **❖ Industry Structure Developments:**

*The Non-Banking Financial Companies (NBFCs) have evolved as an important segment of Indian financial system, which operate across a variety of segments, including investments in stocks, car and commercial vehicle financing, loans against property, gold loans, unsecured retail loans, leasing, hire purchase, deposit-taking, etc. Globally, there would be several classes of entities allowed to do these businesses – for example, credit unions, savings institutions, personal credit institutions, leasing companies, etc. NBFCs are fast emerging as an important sector of Indian accounts for around 12% of the assets of the total financial system, has emerged as a vital intermediary for financing and has provided strong competition to banks and financial institutions. NBFCs are undoubtedly complementary to banking system, capable of absorbing shocks and spreading risk in times of financial distress.*

*Due to stressed economic environment, the last two years have been challenging for the NBFCs sector with moderation in rate of asset growth, rising delinquencies resulting in higher provision thereby impacting profitability. However, the comfortable capital adequacy, shift towards secured lending, lower ALM risk have helped the sector absorb cyclical stress on asset quality and profitability. The NBFC sector has been gaining systemic importance in the recent years with growing of NBFC assets steadily from 10.70% of banking assets in 2009 to 14.3% of banking assets in 2014. (Source of statics livemint e-paper)*

*The important role played by NBFCs as innovators, serving unbanked and under-banked geographies and customer segments and services not provided by banks, it is imperative that the growth and development of the sector be accorded some degree of priority. In India, NBFCs have commendable contributions towards Government's agenda of financial inclusion. NBFC sector has to some extent, have been successful in filling up the gap in offering credit to retail customers in underserved and unbanked areas. The increased competencies in market segments that is usually under-served by banks such as the non-salaried category, low-income households, small businesses and rural areas have helped NBFCs grow faster than traditional banks. The profitability of few players has also impacted by following the RBI's regulatory changes for NBFCs that came in about a year. Besides, some players have also been feeling the heat of the overall slowdown in the economy. The RBI through its regulatory framework requires NBFCs to recognize bad loans at a 90-day cut-off by March 2018 (180 days earlier). This will be implemented in a phased manner, moving to 150 days cut-off by the end of March 2016 and 120 days by the end of March 2017.*

*The NBFC sector has been witnessing a consolidation process in the last few years, wherein the weaker NBFCs are gradually exiting, paving the way for a stronger sector. This trend can be understood by the number of NBFCs registered with RBI going down to 11,781 in 2015 from 12,134 witnessed in 2014. However, the decline in the number of registered NBFC is mainly due to cancellation of certificates of registration and migration of non-banking finance companies that accept public deposits (NBFC-D) to the non-deposit-taking category. RBI is revising its guidelines for NBFCs and reducing regulatory uncertainty. These guidelines are a step towards the union of regulations between the banks and large NBFCs. Furthermore, the guidelines will also improve the eligibility of NBFCs to avail specialized banking licenses.*

#### **❖ Economic Outlook:**

*As per survey done by the Ministry of Finance shows that India's economic growth has been steady and robust in 2016-17 as in 2015-16, despite being faced the volatile and weak external environment. The country's economy is*



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seen to be among the most stable and amongst the best performing, helped by moderation inflation, government's fiscal consolidation measures and expenditure incurred towards building infrastructure. The survey sees the long term growth potential of the country at 8-10% that can be achieved by promoting competition, investing in health and education to reap the benefits of India's demographics and focus on the agriculture sector. As per the survey, GDP growth in FY :16-17 is projected to increase to 7.6%, from 7.2% in 2015-16, mostly driven by growth in the industry and the sustained high growth in the service sector. The FY 2015-16 has been a tough year for the NBFC sector as the business has suffered due to volatility of the bank stocks in the stress economic environment. Some players in the sector have also been feeling the heat and some were impacted due to the RBI's regulatory changes for NBFCs that came in about a year ago. The NBFC-ND-SI lending segment registered a 20% CAGR over the last few years, indicating the scope and business potential. With some NBFCs having established a niche with specialized funding solutions, it presents a significant opportunity to capture the growing financing needs of Indian companies. A multi-sector and diversified approach of specialized and niche credit institutions enables broader exposure across a diverse set of industries and reduces sector-specific demand risk. But due to the high interest rates for the demand of credit, the key challenge faced by NBFCs is the ability to respond to dynamic market conditions and provide a wide-ranging product offering with stringent due diligence. The ability of credit institutions to compete in the market effectively will depend upon their capability to raise low-cost funds. Some other challenges comprise of:

- A sluggish economy can curtail prospects for business growth
- Economic slowdown can enhance credit costs
- Tight liquidity conditions can increase cost of funds
- Regulation and development need to provide the right environment for growth.

However, the potential in the lending business is growing, considering the rising credit demand from domestic companies on the back of sustained economic growth. In the current scenario, providing niche and customized funding solutions by way of prudent credit standards and due diligent processes can help credit institutions withstand competition from banks and other financial institutions in the coming years.

### **Indian Economy**

Indian economy is the sixth largest in the world by nominal GDP and the third largest by Purchasing Power Parity (PPP). India's economy became the world's fastest growing major economy from the last quarter of 2014 onwards. The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2017-18. As per the Economic Survey 2017-18, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18.

### **Outlook of Gilada Finance and Investments Limited:**

As your Company is into Mortgaged, Hypothecated and other Personal loans, any growth in the overall economy would augur well for the Company. As the major focus is on Automobile financing, the outlook of the Company is linked to the demand for Automobile, purchased on credit.

The outlook of the company's growth to be robust for the financial year 2017-18, The Gilada Finance and Investments Limited continue to focus on the core area of vehicle and consumer financing. Your company has carved an enviable niche in the fiercely competitive financial sector in India.

The rural demand for automobiles has been adversely impacted by unseasonal rains; poor crop realization and slowdown in rural wages have pulled back the rural economy, impacting retail off takes in rural markets.



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*With a view to grow the business, your company is planning to open new branch. The Company also increased its focus of other personal loans towards the end of the year, leading to increased disbursement in that segment as well. This segment is the fastest growing for several NBFCs and the Company hopes to be a successful player in this field and also in the years to come.*

❖ **Opportunities And Threats:**

*As detailed in the Budget 2016, NBFCs shall be eligible for deduction to the extent of 5% of its income in respect of provision for bad and doubtful debts (NPAs). It is proposed to provide additional options to Banking Companies and Financial Institutions, including NBFCs, for reversal of input tax credits with respect to non taxable services provided by them by way of extending deposits, loans and advances w.e.f 1st April, 2016.*

*In the current fiscal, the profitability of NBFCs was under pressure, because of migration to minimum NPA recognition of 150 days overdue from 180 days. In the years to come, the profitability of NBFCs was under pressure. The movement would need to be to 120 days overdue and 90 days overdue over the next 2 years. But while the overall scenario has witnessed increased NPAs, your Company through sustained and aggressive follow up has been able to keep the NPA figure flat in absolute terms and have brought it down in percentage terms. Your Company hopes to use its aggression to keep the NPA under check in the years to come coupled with robust increase in its loan book and hopes for improved economic scenario which will ensure that the NPAs remains low.*

*Over the medium term, however, along with an increase in demand, a supportive operating environment and a stable or soft interest rate regime are factors which could support NBFCs ability to improve profitability and shareholder returns.*

*The Company faces stiff competition from Banks and other NBFCs operating in similar areas of business and challenges from regulatory changes in the NBFC and ancillary sectors. However, with its excellent service, customer focus and unique differentiators in the product, the Company has been able to continue to expand its business.*

❖ **Segment-wise Performance:**

*The Company concentrates its operations single segment namely vehicle and consumer financing. Hence, there are no additional disclosures required under "Accounting Standard - 17 'Segment Reporting'.*

*The Company operates primarily in India; hence there is no other significant geographical segment that requires disclosure.*

❖ **Risks and Concerns:**

*The customers' profile is an important aspect for the business of the Company. The Credit Bureaus have helped to a certain extent in identifying the risk associated with a customer and improving the asset quality of the Company thereby reducing credit risk.*

*Dealers play a big role in directing customers to financiers. Our Company makes reasonable incentive payments to the dealers and our prompt services have rendered us a financier of choice for the dealers. Our Company has been financing vehicles only of selected manufacturers available in the market.*

*Any increase in interest rates may result in increasing cost of borrowings which can adversely affect our profitability.*

*A Company's growth is directly linked to its strong and committed workforce. With the training and development activities, higher recruitment, better incentive schemes etc., the Company has been trying to control employee*



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*Any increase in interest rates may result in increasing cost of borrowings which can adversely affect our profitability.*

*A Company's growth is directly linked to its strong and committed workforce. With the training and development activities, higher recruitment, better incentive schemes etc., the Company has been trying to control employee attrition. With more competitors coming in, willing to grow at any cost, the Company continues to lose some of its*



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*loyal work force, which no doubt impacts the business in the short term, but the Company has worked towards ensuring that these temporary setbacks do not affect the overall growth plans of the Company.*

*Further, change in regulatory requirements for NBFCs from time to time, can have a bearing on the running of the Company. The overall economic slowdown and its impact on service sector is also a cause of concern.*

*The Company has put in place a Risk Management Policy to ensure that all the current and future material risk exposures of the Company are identified, assessed, quantified, appropriately mitigated, minimized and managed.*

*The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues. In the opinion of the Board there exist no risks, which may threaten the existence of the Company.*

❖ **Internal Control Systems And Their Adequacy:**

*Effective internal controls are necessary for building up an efficient organization. Our Company has adequate internal control systems in place to ensure accuracy, transparency and accountability in its operations.*

*The company has framed a compliance policy to effectively monitor and supervise the compliance function in accordance with the statutory requirements.*

*The company has appointed M/s. Anand Bob & Associates, Chartered accountants, to conduct internal audit covering all areas of operations. The reports are placed before the audit committee of the Board. The audit committee reviews the performance of the audit and compliance functions.*

*Any internal control weaknesses, non-compliance with statutes and suggestions on improvements in existing practices form part of internal audit report. A quarterly report of the various compliances is also placed before the Audit Committee. The Audit Committee reviews the internal audit report and the compliance report and ensures that observations pointed out in these reports are addressed in a timely and structured manner by the Management. The internal audit report is reviewed by the Statutory Auditors while performing audit functions to confirm that there are no transactions conflicting with the interests of the Company and regulatory stipulations.*

❖ **Financial Performance:**

*During the financial year under review, your company has made substantial disbursements and was able to improve its margins and details financial performance has been given in Director's Report.*

❖ **Material Developments In Human Resources:**

*The Company being in the growth trajectory requires more manpower to carry on its operations. Our Company has always been able to attract and retain good talent. The majority of the recruitments during the year under review have been for executives at collection and sales levels. The Company has reasonable salary structure and attractive incentives to retain talent and help the employees to build a career in the Company. To maintain competency and to improve the analytical abilities of employees for gearing them to face challenges, proper training and development is imparted by the Company before the employee takes up any responsibility. The company continues to place high importance on its human resources and enjoys cordial relationships at all levels.*

❖ **Cautionary Statement:**

*The statements made in this report describe the Company's objectives and projections that may be forward looking statement within the meaning of applicable laws and regulations. The actual result might differ materially from those expressed or implied depending on the economic conditions, government policies and other incidental factors which are beyond the control of the Company. The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.*

**BY AND ON BEHALF OF THE BOARD OF DIRECTORS  
FOR GILADA FINANCE AND INVESTMENTS LIMITED**

**RAJGOPAL GILADA**  
**MANAGING DIRECTOR**  
**DIN: 00307829**

**SAMPATKUMAR SHANKARLAL GILADA**  
**DIRECTOR**  
**DIN: 02144736**

**DATE: 30TH MAY 2017**

**PLACE: BANGALORE**



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## ANNEXURE TO DIRECTORS' REPORT

### Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under third proviso thereto**

#### 1. Details of contracts or arrangements or transactions not at arm's length basis

a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/arrangements/ transactions	NIL
(c) Duration of the contracts / arrangements/transactions	NIL
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	NIL
(e) Justification for entering into such contracts or arrangements or transactions	NIL
(f) date(s) of approval by the Board	NIL
(g) Amount paid as advances, if any:	NIL
(h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188	NIL

#### 2. Details of material contracts or arrangement or transactions at arm's length basis

(a) Name(s) of the related party and nature of relationship	Details are provided Note 14 to the financial statements as at 31st March 2017.
(b) Nature of contracts/arrangements/ transactions	The transactions entered into by the Company during the year with related parties on an arm's length basis were not material in nature. Details are provided Note 14 to the financial statements as at 31st March 2017.
(c) Duration of the contracts / arrangements/ transactions	Based on the agreements /mutual business arrangements entered into from time to time.
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	Based on the agreements /mutual business arrangements entered into from time to time.



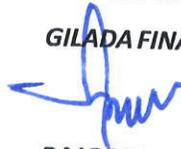
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(e) Date(s) of approval by the Board, if any:	The related party transactions are at arm's length basis, accordingly necessary approvals have been obtained, wherever applicable.
(f) Amount paid as advances, if any:	NIL

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**  
**GILADA FINANCE AND INVESTMENTS LIMITED**

  
**RAJGOPAL GILADA**  
**MANAGING DIRECTOR**  
**DIN: 00307829**  
**DATE: 30.05.2017**  
**PLACE: BANGALORE**

**SAMPATKUMAR SHANKARLAL GILADA**  
**DIRECTOR**  
**DIN: 02144736**



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## **ANNEXURE TO DIRECTORS' REPORT**

### ***Policy on Related Party Transactions***

*(As per Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)*

*The Company shall enter into transactions with related parties only on arm's length basis, supported by agreement or formal letter. If the transaction is not on arm's length basis, then, necessary compliances under Companies Act, 2013 and /or Listing Agreement will be adhered to.*

*For the purpose of the above clause, transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the company as per the last audited financial statements of the company.*

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**GILADA FINANCE AND INVESTMENTS LIMITED**

**RAJGOPAL GILADA**  
**MANAGING DIRECTOR**  
**DIN: 00307829**

**SAMPATKUMAR SHANKARLAL GILADA**  
**DIRECTOR**  
**DIN: 02144736**

**DATE: 30.05.2017**  
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## **ANNEXURE-VI**

### **AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

**To,**

**The Members,**

*Gilada Finance and Investments Ltd  
# 105 R R Takt, 37 Bhoopasandra Main Road,  
Sanjaynagar, Bangalore- 560094,*

*We, Vishnukant Jaju & Associates, Chartered Accountants (Firm's Registration No.:014328W), as Statutory Auditors of GILADA FINANCE AND INVESTMENTS LIMITED ("The Company"), having its Registered office at # 105 R RTakt, 37 Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094, have examined the compliance of conditions of Corporate Governance by the Company for the financial years ended March 31, 2017 as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the Stock Exchange(s).*

*We have been requested by the management of the Company to provide a certificate on Compliance of Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.*

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

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

*We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.*

**For, Vishnukant Jaju & Associates,**

**Chartered Accountants**

**(Firm's Registration No.014328W)**

**V. B. Jaju**

**(Proprietor)**

**M. No.044988**

**Date:30.05.2017**

**Place: Bangalore**



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## **INDEPENDENT AUDITOR'S REPORT**

**To the Members of GILADA FINANCE & INVESTMENTS LIMITED**

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

We have audited the accompanying financial statements of "GILADA FINANCE & INVESTMENTS LIMITED", which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

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

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We 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, issued by the Institute of Chartered Accountants of India, as 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.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2017, 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure - A statement on the matters specified in paragraphs 3 and 4 of the Order.



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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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e. On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Act;

f. With respect to the adequacy of the internal financial control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure – B and

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

(i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 18 (B) (6) (A) to the financial statements;

(ii) The Company did not have any long-term contracts including derivative contracts, for which there were no material foreseeable losses provision is required.

(iii) There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) The Company has provided requisite disclosures in Note No.18(B) (16) to the financial statements as to the holding as well as dealing of specified Bank Notes (SBN's) during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on management representations, except for the segregation between SBN's and other denomination notes as more fully described in Note No.18(B)(16) to financial statements upon which we are unable to comment on in the absence of necessary details, we report that the amounts disclosed in the said note is in accordance with the books of account maintained by the company and produced for us for verification.

**For VISHNUKANT JAJU & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

**FR No. 014328W**

**(VBJAJU)**

**PROPRIETOR**

**M. No. 044988**

**Place : Bangalore**

**Date : 30th May, 2017**



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**GILADA FINANCE & INVESTMENTS LIMITED**

CIN: L65910KA1994PLC015981

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## **GILADA FINANCE AND INVESTMENTS LIMITED**

### **ANNEXURE –A TO THE AUDITOR’S REPORT**

1. (a) *The Company has maintained proper records showing full particulars including quantitative details & situation of the fixed assets, except details like year of purchase, cost of purchase etc are not readily available.*
- (b) *All the fixed assets have not been physically verified by the management during the year under audit, but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the company & the nature of its fixed assets. No material discrepancies were noticed on such verification.*
- (c) *According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties is held in the name of the Company.*
2. *The nature of the Company’s business / activities during the year does not involve inventories & accordingly clauses (II) & (III) of paragraph 3 of the Companies (Auditors Report) order 2016 are not applicable to the Company.*
3. (a) *In the ordinary course of business of financing, the company has given loans to two parties covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was not determined by the management, since they are in the nature of current accounts and repayable on demand. The yearend balance of loan given to such parties was Rs. 222.45 lakhs, which is within the maximum limits prescribed under section 185 & 186 of the Companies Act 2013 and under RBI Directions to Non Banking Financial Companies and not prejudicial to the Company’s interest.*
- (b) *There are no written terms & conditions on which loans granted to Companies, Firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013, However, no irregularities of repayment of principal amount & interest amount by the parties were noticed.*
- (c) *Since there are no written terms & conditions on which loans granted to Companies, firms / other parties listed in the register maintained under section 189 of the Companies Act, 2013, and since they are in the nature of current accounts repayable on demand, there are no overdue amounts of loans granted.*
4. *In our opinion & explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, with respect to loans and investment made.*
5. *In our opinion & according to the information & explanations given to us, the company is not required to comply with the directions issued by Reserve Bank of India under Non Banking Financial Companies (Reserve Bank) Directions, 1998, with respect to public deposits, since no deposits have been accepted from the public. No order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.*
6. *The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the nature of business of Company, Since the Company is not into manufacturing activity.*
7. (a) *The company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess & other material statutory dues applicable to it. However, we are informed that the provisions of the Employees Provident Fund & Employees State Insurance Scheme are not yet applicable to the Company.*

*According to the information & explanations given to us, no undisputed amounts payable in respect of provident fund, employees state Insurance income tax, sales tax, service tax, customs duty, excise duty, value added tax cess & other material statutory dues were in arrears, as at 31-3-2017 for a period of more than 6 months from the date they became payable.*
- (b) *According to the information & explanations given to us, except income tax, no dues of sale tax, customs duty, service tax, excise duty, value added tax & cess which have not been deposited on account of any dispute.*



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*There is a disputed income tax liability of Rs. 4,71,077/- for AY 06-07, which is under appeal with Commissioner of Income Tax (Appeals)-I, Bangalore. The dispute is on account of disallowability of deduction claimed under section 10(23G) and expenses disallowed u/s 14A and u/s 37 of the I.T. Act.*

8. *In our opinion & according to the information & explanations given to us, the company had generally not defaulted in repayment of dues to a Financial Institution, Bank or debenture holders.*
9. *The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, Paragraph 3 (IX) of the order is not applicable.*
10. *According to the information & explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.*
11. *According to the information & explanation given to us and based on our examination of the records of the Company and in the opinion of the management, the Company is not required to obtain any requisite approval since; managerial remuneration paid or provided is in accordance with the provisions of Sec.197 read with Schedule V of the Act.*
12. *In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly paragraph 3(xii) of the order is not applicable.*
13. *According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act wherever applicable and details of such transactions has been disclosed in the financial statements as required by the applicable accounting standards.*
14. *According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.*
15. *According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly paragraph 3 (xv) of the order is not applicable.*
16. *According to the information and explanations given to us, the Company has obtained registration under section 45-IA of the Reserve Bank of India Act, 1934.*

**For VISHNUKANT JAJU & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FR No.014328W**

-----  
**(V B JAJU)**  
**PROPRIETOR**  
**M. No. 044988**

**PLACE : BANGALORE**  
**DATE : 30th May,2017**

## GILADA FINANCE AND INVESTMENTS LIMITED

### ANNEXURE –B TO THE AUDITOR’S REPORT

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

*We have audited the Internal Financial controls over financial reporting of Gilada Finance & Investments Ltd as of 31st March, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.*

#### *Management’s Responsibility for Internal Financial Controls*

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

#### **Auditor’s Responsibility**

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

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

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

#### **Meaning of Internal Financial Controls over financial Reporting**

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



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

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

### ***Opinion***

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

**PLACE : BANGALORE**  
**DATE : 30th May, 2017**

**For VISHNUKANT JAJU & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FR No. 014328W**

-----  
**V B JAJU**  
**PROPRIETOR**  
**M.No. 044988**



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**Name of the Company : GILADA FINANCE & INVESTMENTS LTD.**  
**BALANCE SHEET AS AT MARCH 31, 2017**

(Rupees)

Particulars	Note No.	Figures as at the end of current year (FY 16-17)	Figures as at the end of previous year (FY 15-16)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share capital	1	35123000.00	35123000.00
(b) Reserves and surplus	2	110375486.24	101028839.73
(c) Money received against share warrants		NIL	NIL
<b>(2) Share application money pending allotment</b>		NIL	NIL
<b>(3) Non-current liabilities</b>			
(a) Long-term borrowings		NIL	NIL
(b) Deferred tax liabilities (Net)		1196457.00	1196457.00
(c) Other Long term liabilities		NIL	NIL
(d) Long-term provisions		NIL	NIL
<b>(4) Current liabilities</b>			
(a) Short-term borrowings	3	3091500.00	3213100.00
(b) Trade payables	4	1816792.42	1067071.25
(c) Other current liabilities		NIL	NIL
(d) Short-term provisions	5	323877.00	417136.00
<b>TOTAL</b>		<b>151927112.66</b>	<b>142045603.98</b>
<b>II. ASSETS</b>			
Non-current assets			
<b>(1) (a) Fixed assets</b>			
(i) Tangible assets	6	1365718.00	609146.00
(ii) Intangible assets		NIL	NIL
(iii) Capital work-in-progress		NIL	NIL
(iv) Intangible assets under development		NIL	NIL
(b) Non-current investments	7	550000.00	550000.00
(c) Deferred tax assets (net)		NIL	NIL
(d) Long-term loans and advances	8	106686583.46	99792859.34
(e) Other non-current assets		NIL	NIL
<b>Current assets</b>			
(a) Current investments		NIL	NIL
(b) Inventories	9	38500000.00	38500000.00
(c) Trade receivables		NIL	NIL
(d) Cash and cash equivalents	10	1556394.15	1019328.26
(e) Short-term loans and advances	11	3268417.05	1574270.38
(f) Other current assets		NIL	NIL
See Notes on Accounts and Significant Accounting Policies	18		
<b>TOTAL</b>		<b>151927112.66</b>	<b>142045603.98</b>

See accompanying notes to the financial statements

As per our report of even date attached

For **VISHNUKANT JAJU & ASSOCIATES**

CHARTERED ACCOUNTANTS

FR No. 014328W

V B JAJU, PROPRIETOR

M No. 044988

Place : Bangalore

Date : 30th May, 2017

FOR AND ON BEHALF OF BOARD OF DIRECTORS

(RAJGOPAL GILADA)  
MANAGING DIRECTOR

(SAMPAT KUMAR GILADA)  
DIRECTOR



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CIN: L65910KA1994PLC015981

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**Name of the Company : GILADA FINANCE & INVESTMENTS LTD.**  
**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

(Rupees)

Particulars	Note No.	Figures as at the end of current year (FY 16-17)	Figures as at the end of previous year (FY 15-16)
I. Revenue from operations	12	25114077.25	20662937.50
II. Other income	13	317358.00	47129.00
III. Total Revenue (I + II)		25431435.25	20710066.50
IV. Expenses:			
Cost of materials consumed		NA	NA
Purchases of Stock-in-Trade		NA	NA
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		NA	NA
Employee benefits expense	14	4683991.00	4022976.00
Finance costs	15	554041.00	325878.00
Depreciation and amortization expense	6	229816.00	132110.00
Other expenses	16	2609835.74	3430911.07
Total expenses		8077683.74	7911875.07
V. Profit before exceptional and extraordinary items and tax (III-IV)		17353751.51	12798191.43
VI. Exceptional items	17	3962707.00	515450.00
VII. Profit before extraordinary items and tax (V - VI)		13391044.51	12282741.43
VIII. Extraordinary Items		NIL	NIL
IX. Profit before tax (VII- VIII)		13391044.51	12282741.43
X Tax expense:			
(1) Current tax		4279126.00	4120710.00
(2) Deferred tax		NIL	NIL
XI Profit (Loss) for the period from continuing operations (IX-X)		9111918.51	8162031.43
XII Profit/(loss) from discontinuing operations		NIL	NIL
XIII Tax expense of discontinuing operations		NIL	NIL
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		NIL	NIL
XV Profit (Loss) for the period (XI + XIV)		9111918.51	8162031.43
XVI Earnings per equity share:			
(1) Basic		2.59	2.32
(2) Diluted		2.59	2.32
See Notes on Accounts and Significant Accounting Policies	18		

See accompanying notes to the financial statements

As per our report of even date attached  
**For VISHNUKANT JAJU & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
**FR No. 014328W**

**V B JAJU, PROPRIETOR**  
M No. 044988

Place : **Bangalore**  
Date : **30th May, 2017**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**(RAJGOPAL GILADA)**  
MANAGING DIRECTOR

**(SAMPAT KUMAR GILADA)**  
DIRECTOR



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<b>PARTICULARS</b>	<b>AS ON 31 / 3 / 2017 Rs.</b>	<b>AS ON 31 / 3 / 2016 Rs.</b>
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**NOTE NO. 1 :**

**SHARE CAPITAL :**

**AUTHORISED :**

4000000 Equity shares of Rs.10/- each

40000000.00

40000000.00

**ISSUED, SUBSCRIBED AND PAID UP**

35,12,300 Equity Shares of Rs. 10/- each

35123000.00

35123000.00

**Details of shareholding more than 5% of total paid up capital**

As on 31/03/2017

As on 31/03/2016

Sl. No.	Name of the Shareholder	No. of Shares	% of Shares	No. of Shares	% of Shares
1.00	Malu Plantation and Resorts Ltd.	201000	5.72	201000	5.72
2.00	Smt.Gowarajadevi Gilada	179000	5.10	179000	5.10
3.00	Smt.Rajashree Gilada	229900	6.55	229900	6.55
4.00	Shankarlal Gilada & Sons (P)Ltd.	1013400	28.85	1005100	28.62

**NOTE NO. 2 :**

**RESERVES AND SURPLUS :**

**a) Capital Reserve**

Revaluation Reserve (On Revaluation of Capital Asset  
(Land at Gulbarga) into Stock in trade)

38158293.54

38158293.54

TOTAL (A)

38158293.54

38158293.54

**b) Statutory Reserve (Under RBI Act)**

Opening Balance

15754257.00

14121851.00

Add : Transferred during the year

1822384.00

1632406.00

TOTAL (B)

17576641.00

15754257.00

**c) SURPLUS IN PROFIT AND LOSS ACCOUNT**

Opening Balance

47116289.19

42860522.76

Add : Net Profit after Tax during the year

9111918.51

8162031.43

Less/(Add) : Provisions - Additional /(Reversal) for bad & doubtful debt

225394.00

93903.00

Less : Transferred to Statutory Reserve Fund (20%)

1822384.00

1632406.00

Less/(Add) : Additional / (Reversal ) of Contingent Provision against Standard Assets

25952.00

52533.00

Less : Dividend Distribution Tax paid during the year on declaration of Interim Dividend

NIL

375768.00

Less Interim dividend paid:

NIL

1762848.00

Add: Provision of I.T (AY 2015-16) written back

NIL

11193.00

Less: Income tax paid for earlier years

16618.00

NIL

TOTAL (C)

54640551.70

47116289.19

TOTAL (A)+(B)+(C)

110375486.24

101028839.73



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<b>PARTICULARS</b>	<b>AS ON 31 / 3 / 2017 Rs.</b>	<b>AS ON 31 / 3 / 2016 Rs.</b>
<b>NOTE NO. 3 :</b>		
<b>1. SHORT TERM BORROWINGS - SECURED :</b>		
(a) Loans repayable on demand from others		
1. Life Insurance Corporation (Demand Loan on Security of Key man Insurance Policies)	2991500.00	2991500.00
(a) Loans repayable on demand from banks		
<b>2. State Bank of Hyderabad O/D A/c at Gulbarga</b> (Overdraft facility against Bank Deposits)	NIL	NIL
<b>TOTAL (A)</b>	<u>2991500.00</u>	<u>2991500.00</u>
<b>2. SHORT TERM BORROWINGS - UNSECURED :</b>		
(1) Loans and Advances from related parties		
From Directors :	NIL	NIL
From Others :	NIL	NIL
Intercorporate Deposits / Loans	NIL	NIL
(2) From :		
Pubic Deposits	NIL	NIL
Partnership Firms	NIL	NIL
Other Deposits (Agents Deposit)	100000.00	221600.00
<b>TOTAL (B)</b>	<u>100000.00</u>	<u>221600.00</u>
<b>TOTAL (A + B)</b>	<u>3091500.00</u>	<u>3213100.00</u>
<b>NOTE NO. 4 :</b>		
<b>TRADE PAYABLES :</b>		
Sundry Creditors	1816792.42	1067071.25
<b>TOTAL</b>	<u>1816792.42</u>	<u>1067071.25</u>
<b>NOTE NO. 5 :</b>		
<b>SHORT TERM PROVISIONS :</b>		
Others		
T D S Payable	88921.00	156228.00
Provision against Standard Assets	234956.00	260908.00
<b>TOTAL</b>	<u>323877.00</u>	<u>417136.00</u>



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**GILADA FINANCE & INVESTMENTS LTD.**

**NOTE NO. 6 :  
FIXED ASSETS AND DEPRECIATION**

Particulars of the Fixed Assets	Gross Block		Depreciation				Net Block		
	As at 3/31/2016	Additions (Deletions)	As at 3/31/2017	Upto 3/31/2016	Rate	For the year	Up to 31/03/2017	As at 3/31/2017	As at 3/31/2016
<b>I. Plant and Machinery</b>									
1. Office Equipments	391397.00	9600.00	400997.00	323969.00	13.91%	11613.00	335582.00	65415.00	67428.00
2. Computer Systems	1042681.00	103867.00 (3000.00)	1143548.00	950208.00	40%	51889.00	1002097.00	141451.00	92473.00
3. Two wheelers	459300.00	-	459300.00	319468.00	25.89%	36203.00	355671.00	103629.00	139832.00
4. UPS System	137880.00	-	137880.00	88286.00	13.91%	6899.00	95185.00	42695.00	49594.00
5. Mobile Phones	121108.00	114155.00	235263.00	35981.00	13.91%	23061.00	59042.00	176221.00	85127.00
6. Software A/c	NIL	442750.00	442750.00	-	40%	24781.00	24781.00	417969.00	-
<b>II. Furniture &amp; Fixtures</b>									
1. General	1179598.00	319016.00	1498614.00	1004906.00	18.10%	75370.00	1080276.00	418338.00	174692.00
<b>TOTAL</b>	<b>3331964.00</b>	<b>986388.00</b>	<b>4318352.00</b>	<b>2722818.00</b>		<b>229816.00</b>	<b>2952634.00</b>	<b>1365718.00</b>	<b>609146.00</b>



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PARTICULARS	AS ON				
	31 / 3 / 2017	31 / 3 / 2016			
	Rs.	Rs.			
<b>NOTE NO. 7 :</b>					
<b>NON CURRENT INVESTMENTS :</b>					
Other Investments					
a) Investment in Property	NIL	NIL			
b) Investment in Equity Instruments / Preference Shares / Govt /Trust /Securities /Debentures /Bonds / Mutual Funds	550000.00	550000.00			
Total Quoted Investments	NIL	NIL			
Share Application Money	NIL	NIL			
Market Value of Quoted Investments	NIL	NIL			
Details of Total Unquoted Investments	<u>550000.00</u>	<u>550000.00</u>			
As on 31/03/2017					
Sl. No.	Name of the Company	No. of Shares	Amount	No. of Shares	Amount
1	Mahesh Vidyabhavan Shares	5000.00	50000.00	5000.00	50000.00
2	Soumya Minerals (P) Ltd. Share	50000.00	500000.00	50000.00	500000.00
			550000.00		550000.00
TOTAL			550000.00		550000.00
<b>NOTE NO. 8 :</b>					
<b>LONG TERM LOANS AND ADVANCES :</b>					
(a) Loans and Advances to related parties (Unsecured, considered good)					
Rajvaibhav Enterprises Pvt Ltd			5000000.00		5000000.00
Sahyadri Renewable Energy Pvt Ltd			17244846.59		16014425.59
TOTAL (a)			<u>22244846.59</u>		<u>21014425.59</u>
(b) Other Loans and Advances					
Mortgaged Land Loans (Secured, considered good)			2679447.00		3514485.00
Hypothecated Loans (Secured, considered good)			83287868.87		76663479.75
Personal Loan (Unsecured, considered good)			0.00		351442.00
			85967315.87		80529406.75
Less : Provision for Bad & Doubtful debts			1525579.00		1750973.00
TOTAL (b)			<u>84441736.87</u>		<u>78778433.75</u>
TOTAL (a + b)			<u>106686583.46</u>		<u>99792859.34</u>
<b>NOTE NO. 9 :</b>					
<b>INVENTORIES :</b>					
Stock in Trade (Land at Gulbarga)			38500000.00		38500000.00
TOTAL			<u>38500000.00</u>		<u>38500000.00</u>
<b>NOTE NO. 10 :</b>					
<b>CASH &amp; CASH EQUIVALENTS :</b>					
Cash in Hand			111023.03		185387.03
Balances with Banks			1445371.12		833941.23
TOTAL			<u>1556394.15</u>		<u>1019328.26</u>



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<b>PARTICULARS</b>	<b>AS ON 31 / 3 / 2017 Rs.</b>	<b>AS ON 31 / 3 / 2016 Rs.</b>
<b>NOTE NO. 11 :</b>		
<b>SHORT TERM LOANS AND ADVANCES :</b>		
(a) TDS Receivable & Advance Tax	4372206.00	5205234.00
Less : Provision for Current Income Tax	4279126.00	4120710.00
	93080.00	1084524.00
(b) Other Loans & Advances		
Sundry Debtors	3135337.05	443509.38
Sundry Deposits & Advances	40000.00	46237.00
<b>TOTAL</b>	<u>3268417.05</u>	<u>1574270.38</u>
<b>NOTE NO. 12 :</b>		
<b>REVENUE FROM OPERATIONS</b>		
Interest on Loans and Advances (Tax deducted at source Rs. 347206/- Previous year Rs. 432708/-)	3660595.00	5307277.00
Finance Charges on Hypothecated Loans	20501412.50	14466750.50
Processing Fees / Service Charges & Other Charges	952069.75	888910.00
<b>TOTAL</b>	<u>25114077.25</u>	<u>20662937.50</u>
<b>NOTE NO. 13 :</b>		
<b>OTHER INCOME</b>		
Rent Income	37460.00	17792.00
Interest on F.D. with Bank	26114.00	29337.00
Interest on IT refund	253784.00	NIL
<b>TOTAL</b>	<u>317358.00</u>	<u>47129.00</u>
<b>NOTE NO. 14 :</b>		
<b>EMPLOYEES BENEFITS</b>		
Office Salaries/Bonus	2589969.00	1953954.00
Director's Salary	1800000.00	1800000.00
Key Man's Insurance Premium	269022.00	269022.00
Gratuity & Annuity Fund	25000.00	NIL
<b>TOTAL</b>	<u>4683991.00</u>	<u>4022976.00</u>
<b>NOTE NO. 15 :</b>		
<b>FINANCE COSTS</b>		
Interest to Banks	2053.00	2728.00
Interest to Others	252838.00	24000.00
Interest to LIC	299150.00	299150.00
<b>TOTAL</b>	<u>554041.00</u>	<u>325878.00</u>



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<b>PARTICULARS</b>	<b>AS ON 31 / 3 / 2017 Rs.</b>	<b>AS ON 31 / 3 / 2016 Rs.</b>
<b>NOTE NO. 16 :</b>		
<b>OTHER EXPENSES</b>		
Telephone Expenses	135053.80	124225.98
Travelling and Conveyance	119827.00	398299.00
Printing and Stationery	114196.00	84164.00
Auditor's Remuneration	115000.00	127130.00
Postage and Telegraph Expenses	32110.00	70970.00
Bank Commission & Charges	43748.94	18040.09
Computer Maintenance	27090.00	17160.00
Office / Misc. Expenses	136554.00	217579.00
Advertisement Expenses	188955.00	14950.00
Office Rent and Maintenance	230500.00	330000.00
Annual General Meeting Expenses	11000.00	50950.00
Vehicle Maintenance	107715.00	145722.00
Share Listing and Share Transfer Expenses	312072.00	675453.00
Electricity Expenses	32609.00	27418.00
ROC Filing Fees	168147.00	187331.00
Professional & Consultancy Charges	150000.00	80146.00
Deepawali Pooja Expenses	64459.00	55591.00
Prompt Payment Discount 2%	68504.00	58760.00
Legal Expenses	258795.00	37431.00
Repairs and Maintenance	NIL	30341.00
HKA Association membership fee	NIL	10000.00
Internal audit fees	46000.00	124238.00
Office renovation expenses	NIL	162012.00
MD house rent	120000.00	235000.00
Staff welfare	74000.00	148000.00
Brokerage & Commission Expenses	29000.00	NIL
Donation expenses	24500.00	NIL
<b>TOTAL</b>	<u><u>2609835.74</u></u>	<u><u>3430911.07</u></u>
<b>NOTE No. 17</b>		
<b>EXCEPTIONAL ITEMS</b>		
Loss on Sale of seized vehicle	67259.00	411935.00
Bad Debts written off	3895448.00	103515.00
<b>TOTAL</b>	<u><u>3962707.00</u></u>	<u><u>515450.00</u></u>



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**NOTE 18.**

**SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

**A. SIGNIFICANT ACCOUNTING POLICIES:**

**1. Basis of Accounting:**

*These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policies hitherto in use.*

**1. 1 Use of Estimates:**

*The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.*

**2. Income Recognition:**

*Revenue is being recognised in accordance with the Guidance Note on Accrual Basis of Accounting & Accounting Standard on Revenue Recognition issued by the Institute of Chartered Accountants of India and also as per Non Banking Financial Companies, RBI Direction, 1998. Accordingly, wherever there are uncertainties in the realisation of income, the same is not accounted for till such time the uncertainty is resolved. The income is also not recognised on Non Performing Assets of the Company, as identified under RBI Directions, 1998.*

**2.1 Income from Hypothecated Loans:**

*In respect of Hypothecated Loan agreements, the income is being accounted on accrued basis by applying the implicit rate in the transactions on the amount financed for the period of agreement. Income on Non performing Hypothecated loans (NPA's) are not recognized during the year.*

*2.2 Income from Delayed Payment Charges, Service Charges, Processing charges, Over Due Interest, Penal Interest etc., are accounted on receipt basis.*

**2.3 Dividend Income, if any is accounted for on receipt basis.**

**2.4 Interest Income from Mortgaged Land Loans / Inter Corporate Loans:**

*Interest Income on loans given is recognised on accrual basis except when there is uncertainties about the recovery exists. Interest income on Non Performing Mortgaged Land Loan Accounts (NPA's) is not recognised during the year.*

**3. Expenses:**

*The company provides for all expenses on accrual basis.*

**4. Fixed Assets: (Tangible & Intangible):**



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#### **5. Depreciation:**

*Depreciation on Fixed Assets have been provided on the basis of useful life as estimated by the Management on technical advice, in the absence of certain details of each item under different kinds of fixed assets are not readily available.*

#### **6. Investments:**

*(a) The Company changed its accounting policy in respect of Investment in property during financial year 2011-12. Investment in Capital Asset (i.e Land at Gulbarga) revalued and held as stock in trade effective 31st March, 2012, on the basis of valuation report given by approved valuer. This change in accounting policy results into creation of revaluation reserve to the extent of Rs.381/58 lakhs.*

*(b) Long term unquoted / quoted investments in shares are stated at cost & provision for diminution in the value of Long Term Investments is made only if, such decline is other than temporary, in the opinion of the management.*

#### **7. Hypothecated Loans:**

*Hypothecated Loans are stated at net of unmatured / unaccrued finance charges.*

#### **8. Provision for Taxation :**

*Provision for taxation has been made after considering disallowances, exemptions and deductions as per the laws laid down and interpreted by various authorities.*

#### **9. Contingent Liabilities:**

*Liabilities though contingent in nature are provided for, if there are reasonable prospects of such liabilities maturing. Other contingent liabilities not acknowledged as debt, are disclosed by way of a note.*

#### **10. Stock of Shares:**

*The stock of shares held as Long term investments have been valued as per Non Banking Financial companies, RBI Directions, 1998 and Accounting Standard - 13 on Accounting for investments issued by ICAI and the same is as certified by the management.*

#### **11. Retirement Benefits:**

*Since the Company does not provide any kind of retirement benefits to any of its employees, no provision is made for retirement benefits by the Company.*

#### **12. Other Accounting Policies:**

*These are consistent with the generally accepted accounting practices.*

#### **13. Repossessed Hypothecated Stock:**

*The repossessed stock has not been valued & accounted in the books of accounts of the Company. However, the Company maintains separately a Seized Vehicles Register, recording the date of seizure, release and sale of Seized Vehicle in it.*

#### **14. Stock in Trade (Investment in Property):**

*Investment in Land at Gulbarga is treated as Stock in trade effective from 31st March, 2012, at fair market value certified by approved valuer, resulting into creation of revaluation reserve to the extent of Rs.381/58 lakhs.*



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#### 15. Impairment of Assets:

The carrying values of assets/ cash generating units at each balance sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

#### 16. Provisions and Contingencies:

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in Note 6 of part B. Contingent assets are not recognized in the financial statements.

#### B. NOTES ON ACCOUNTS:

1. (a) The outstanding balances of Debtors, Creditors, Loans and Advances given / taken are subject to confirmation from the parties.

(b) The balances in current account of few banks are subject to confirmation from respective Banks.

2. Auditors remuneration includes the following:

	As on 31/3/2017	As on 31/3/2016
Statutory Audit Fees	46000.00	5800.00
Tax Audit and Tax matters	46000.00	45800.00
Various Certifications & Representative services	23000.00	22900.00
<b>TOTAL</b>	<b>1,15,000.00</b>	<b>1,14,500.00</b>

3. Particulars in respect of Shares/Securities held as Long term Investments.

#### (A) Unquoted Long term Investments

	No. of Shares		Amount	
	Ason 31-3-17	Ason 31-3-16	Ason 31-3-17	Ason 31-3-16
(1)Soumya Minerals (P) Ltd.	50000	50000	500000	500000
(2)Mahesh Vidyabhavan Ltd.	5000	5000	50000	50000
<b>TOTAL (A)</b>	<b>55000</b>	<b>55000</b>	<b>550000</b>	<b>550000</b>



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*(B) Quoted Long term Investments*

(1)Shares	NIL	NIL	NIL	NIL
(2)Debentures	NIL	NIL	NIL	NIL
(3)Share Application Money (Pending Allotment)	NIL	NIL	NIL	NIL

TOTAL (B)	NIL	NIL	NIL	NIL
GRAND TOTAL(A+B)	55000	55000	550000	550000

*(Aggregate Market value of Quoted Investments is Rs.NIL Previous year Rs.NIL).*

4. *During the year, as and when required, Loans and advances are given to and taken from the Directors / Companies/ firms and other parties, in which Directors are interested. Since the accounts were operated as current accounts, repayable on demand, it is impossible for the Management to quantify the amount of unsecured loans given and taken. However, Balance outstanding at the yearend together with corporate guarantee given does not exceeds the limit prescribed under section 185 & 186 of the Companies Act, 2013 & under RBI Directions to NBFC's.*
5. *Previous year's figures have been regrouped / recast / rearranged / reclassified, wherever required.*
6. *Contingent Liabilities & Commitments*
  - A. *Contingent Liabilities*
    - a. *Claims against the Company not acknowledged as debt :-*  
*Disputed Income Tax Liability for AY 06/07 - Rs. 4,71,077/- (On account of disallowance of deduction claimed u/s 10 (23G) and expenses disallowed u/s 14A and u/s 37 of the I.T. Act.*
    - b. *Guarantees :- NIL*
    - c. *Other Money for which the Company is contingently liable: - NIL*
  - B. *Commitments*
    - a. *Estimated amount of contacts remaining to be executed on capital account and not provided for :- NIL*
    - b. *Un called liability on shares and other investments partly paid: - NIL*
    - c. *Other Commitments :- NIL*
7. *Interest on unsecured loans and advances in the nature of loans, taken and/ or given has been provided, wherever stipulation to that effect exists.*
8. *In the opinion of the management, there is no diminution in the value of investments made in Buildings / Properties / Unquoted shares, held as Long term investments. The book balance of few quoted shares, which were fully written off as loss assets in earlier years, are there in physical as well as in demat form in the name of the Company.*
9. *In the opinion of the Board, the realisable value of the Current Assets, Loans and Advances, in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.*
10. *Loans/Investments / Guarantees taken together to single group of parties i.e. Firms & Companies under the same management are within the limit prescribed under RBI Directions, 1998 to NBFC's and the limits prescribed under section 185 & 186 of the Companies Act, 2013.*



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11. In the opinion of the Board of Directors of the Company, the provisions of service tax is not applicable to the Company, neither under the head Banking and financial services nor under new system of negative taxation of services.
12. Earnings per share has been computed as below as required by Accounting standard- 20 on Earnings per share issued by the Institute of Chartered Accounts of India.

31-3-2017 31-3-2016

Profit after tax (Rs. in lakhs)	(a)	91-12	81-62
No. of shares (in lakhs)	(b)	35-12	35-12
Basic earnings per share	(a/b)	2-59	2-32
Diluted earnings per share	(a/b)	2-59	2-32

13. As per accounting standard-22 on "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India, no amount has been provided against deferred tax Asset / Liability, in view of amount involved is not material.
14. The transactions with related parties as per section 188 of the Companies Act, 2013 and as per Accounting standard-18 on "Related party Disclosures" issued by the Institute of Chartered Accountants of India, are furnished below:

Sl. No.	Related party's name	Relationship	Amount Nature of Transaction	Interest Outstanding As on 31-3-17 (Rs. in lakhs)	paid/ (Received)
1.	Gita Refractories (P) Ltd.	Associate Concern	Loan taken & given as & when required	NIL	0-25
2.	Prestress Wire Industries	"	---- do -----	NIL	1-90
3.	Rajvaibhav Enterprises Private Limited	"	---- do -----	50-00Dr.	(12-00)
4.	Sahyadri Renewable Energy (P) Ltd.	"	---- do -----	172-45 Dr.	(22-46)

15. A separate schedule to the Balance sheet as required under NBFC (RBI) Directions, 1998 is given in Annexure – A.

16. DISCLOSURE ON SPECIFIED BANK NOTES (SBN's)

Particulars	SB No.	Other denomination Notes	Total
Closing Cash in hand as on 8/11/2016	No details	No details	47175/-
(+) Permitted receipts	No details	No details	4428135/-
(-) Permitted payments	No details	No details	125529/-
(-) Amount deposited in Bank	No details	No details	4262935/-
Closing cash in hand as on 30/12/2016	NIL	No details	86847/-



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*Signatories to Notes 1 to 18*

*As per our report of even date attached.*

**For VISHNUKANT JAJU & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FR No. 014328W**

**(V B JAJU)**  
**PROPRIETOR**  
**M.No. 044988**

**Place : Bangalore**  
**Date : 30th May, 2017**

**For and on Behalf of Board of Directors**  
**Gilada Finance and Investments Limited**

**(RAJGOPAL GILADA)**  
**MANAGING DIRECTOR**

**(SAMPATKUMAR GILADA)**  
**DIRECTOR**



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**AUDITOR'S REPORT ON CASH FLOW STATEMENT**

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To,

**The Board of Directors**

**Gilada Finance & Investments Limited**

#105 R R Takt, 37 Bhoopasandra Main Road,  
Bangalore-560094, Karnataka

We have examined the attached Cash Flow Statement of Gilada Finance & Investments Limited for the year ended 31 / 03 / 2017. The statement has been prepared by the Company in accordance with the requirements of Listing Agreements executed with the stock exchange where the shares of the company are listed and is based on and is in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by our report of May 24, 2017 to the members of the Company.

**For VISHNUKANT JAJU & ASSOCIATES**

**CHARTERED ACCOUNTANTS**

**FR No. 014328W**

**VBJAJU**

**PROPRIETOR**

**M.No. 044988**

**PLACE : BANGALORE**

**DATE : 30th May, 2017**



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**GILADA FINANCE & INVESTMENTS LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017**

	FY 2016-17		FY 2015-16	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>				(In Rs.)
Net Profit (Loss) before Taxation and extraordinary item Adjustment For :		13391044		12282741
Depreciation	229816		132110	
Investments Income (Dividend)	NIL		NIL	
		229816		132110
Operating Profit / (Loss) before Working Capital changes		13620860		12414851
Adjustments For :				
Trade Receivables (Long term loans)		6668330		3742936
Short term loans & advances		1694147		1388063
Inventories		NIL		NIL
Trade Payables		749721		108358
Short-term borrowings		121600		927141
Other current liabilities/provisions	663050	8397406	403897	6570395
Cash Generated From Operations		5223454		5844456
Income Tax Paid relating to current year	3700000		3700000	
Dividend distribution tax paid	NIL	3700000	375768	4075768
Cash Flow Before Extraordinary Items		1523454		1768688
Extraordinary Items :		NIL		NIL
Net Cash Flow from operating activities (A)		1523454		1768688
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Fixed Assets	989388			319909
Sale of Fixed Assets	3000			NIL
Acquisition of Companies	NIL			NIL
Purchase of Investments	NIL			NIL
Sale of Investments	NIL			NIL
Income from Investments (Dividend)	NIL			NIL
		-986388		
Net Cash from (Used in) Investing Activities (B)		(986388)		(319909)



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	FY 2016-17		FY 2015-16	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>				
Proceeds from issuance of Share Capital	NIL		NIL	
Proceeds from Long Term Borrowing	NIL		NIL	
Repayment of Finance Lease Liabilities	NIL		NIL	
Dividends Paid	NIL		1762848	
		NIL		
Net Cash from (Used in) Financing activities (C)		NIL		(1762848)
Net Increase / (Decrease) in cash and cash equivalents :		537066		(314069)
Cash and Cash equivalents at the beginning of the year		1019328		1333397
Cash and Cash equivalents at the end of the year		1556394		1019328

As per our report of even date attached  
**FOR AND ON BEHALF OF BOARD OF DIRECTORS**  
For VISHNUKANT JAJU & ASSOCIATES  
CHARTERED ACCOUNTANTS  
FR No.014328W

**V B JAJU**  
**PROPRIETOR**  
M No.044988

**(RAJGOPAL GILADA)**  
MANAGING DIRECTOR

Place : **Bangalore**  
Date : **30th May,2017**

**(SAMPAT KUMAR GILADA)**  
DIRECTOR



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## GILADA FINANCE & INVESTMENTS LIMITED

**ANNEXURE - A :**

**Schedule to the Balance Sheet of a Non-deposit taking Non-Banking Financial Company (as required in terms of Paragraph 13 of Non Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)**

Sl. No.	Particulars	(Rs. In lakhs)	
		Amount Outstanding	Amount Overdue
1.	Liabilities Side : Loans & Advances availed by the NBFC's inclusive of interest accrued thereon but not paid :		
	(a) Debenture : Secured	NIL	
	: Unsecured (Other than falling within the meaning of public deposits)	NIL	
	(b) Deferred Credits	NIL	
	(c) Term Loans	NIL	
	(d) Inter corporate loans & borrowing	NIL	
	(e) Commercial Paper	NIL	
	(f) Other Loans (specify nature)		
	Demand Loan from LIC	29-92	
	Agents Deposits	1-00	

Sl.No.	Particulars	Amount Outstanding
2.	Assets Side : Break-up of Loans & Advances including bills receivables (Other than those included in (4) below) :	
	(a) Secured	26-79
	(b) Unsecured	222-45
3.	Break-up of leased Assets & stock on hire and other assets counting towards AFC activities	
	(i) Lease assets including lease rentals under sundry debtors :	
	(a) Financial lease	NIL
	(b) Operating lease	NIL
	(ii) Stock on hire including hire charges under sundry debtors :	
	(a) Assets on hire	NIL
	(b) Repossessed Assets	NIL
	(iii) Other loans counting towards AFC activities	
	(a) Loans where assets have been repossessed	NIL
	(b) Loans other than (a) above	832-88





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6. Investor group-wise classification of all investments (current & long term) in shares & securities (both quoted & unquoted) :

	<b>Category</b>	<b>Market Value/ Break up or fair value or NAV</b>	<b>Book Value (Net of Provisions)</b>
	1. Related Parties		
	(a) Subsidiaries	NIL	NIL
	(b) Companies in the same group	NIL	NIL
	(c) Other related parties	NIL	NIL
	2. Other than related parties	5-50	5-50
	TOTAL	5-50	5-50

8. Other Information :

	<b>Category</b>	<b>Amount</b>
	(i) Gross Non-Performing Assets	
	(a) Related parties	NIL
	(b) Other than related parties	124-79
	(ii) Net Non-Performing Assets	
	(a) Related parties	NIL
	(b) Other than related parties	109-54
	(iii) Assets acquired in satisfaction of debt	NIL



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**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]**

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

Name	E-mail Id:
Address :	
Signature or Failing him	

Name	E-mail Id:
Address :	
Signature or Failing him	

Name	E-mail Id:
Address :	
Signature or Failing him	

*as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the company, to be held on the Saturday, 23rd September, 2017 at 11:00 a.m. at Hotel Chalukya Complex, #44, Race Course Road, Bangalore-560001 Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:*



Reliable  
Renewable  
Responsible

**GILADA FINANCE & INVESTMENTS LIMITED**  
CIN: L65910KA1994PLC015981

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**23<sup>rd</sup>**  
*Annual Report*  
2016-2017

Sl. No.	Resolution(S)	Tick the relevant item for which the proxy is appointed	
		For	Against
1.	Adoption of financial statement including Balance Sheet, Profit & Loss as at 31st March 2017, report of Director's and Auditor's for the financial year 31st March, 2017		
2.	Appointment of M/s. Agiwal P. & Associates (Firm Registration No. 000051S) Chartered Accountants as Statutory Auditors & fixing their remuneration		
3.	To appoint a director in place Mr. Sampathkumar Shankarlal Gilada (DIN: 02144736) who retires by rotation and, being eligible, offers himself for re-appointment.		
4.	To appoint Mr. .Kothakote Venkobarao Prabhakar (DIN: 07168947) as Independent Director of the Company		

\* Applicable for investors holding shares in Electronic form.

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

Affix  
Revenue  
Stamps

Signature of Shareholder / Signature of Proxy holder

Signature of the shareholder

Across Revenue Stamp

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.



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**GILADA FINANCE & INVESTMENTS LIMITED**  
CIN: L65910KA1994PLC015981

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**ATTENDANCE SLIP**

**23rd Annual General Meeting on 23rd September, 2017 at 11.00 A.M.**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 23rd Annual General Meeting of the Gilada Finance and Investments Limited, at Hotel Chalukya Complex, #44, Race Course Road, Bangalore-560001 Karnataka on Saturday, the 23rd September, 2017 at 11:00 a.m.

(Member's /Proxy's Signature)

Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

\*\*\*

**Gilada Finance and Investments Limited**

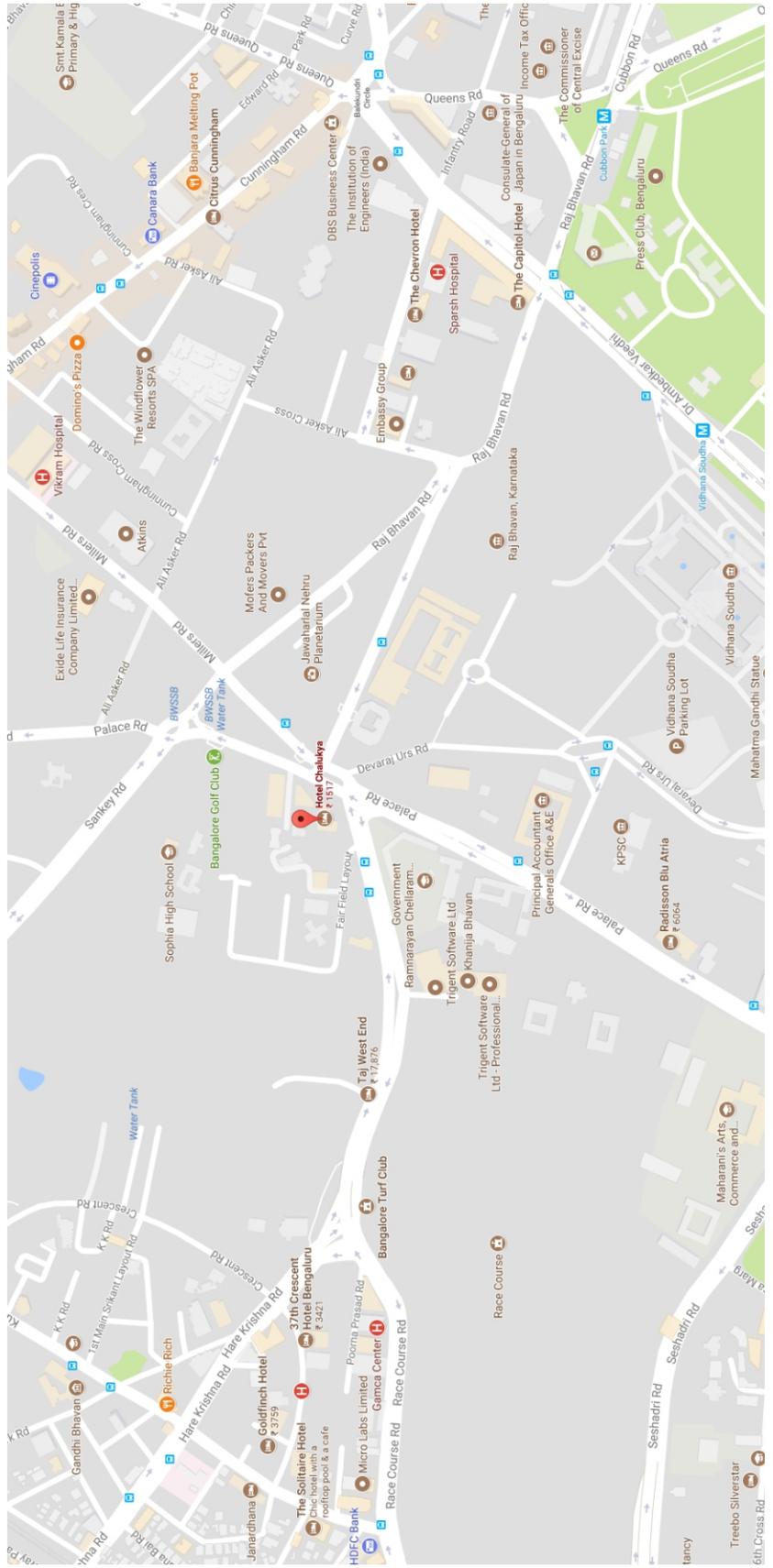
**CIN: L65910KA1994PLC015981**

**Registered Office: # 105, R Rtakt,**

**37 Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094**

**Route Map for the 23rd Annual General Meeting Venue**

**Hotel Chalukya Complex, #44, Race Course Road,  
Bangalore-560001 Karnataka**





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# Gilada

**FINANCE & INVESTMENTS LIMITED**

## 23<sup>rd</sup> *Annual Report* 2016-2017

**Registered Office:**

#105, R R Takt, 37 Bhoopasandra Main Road, Bangalore-560094, Karnataka  
Ph: 080-40620000(30 Lines), Fax: 080-40620008,  
Email: md@giladagroup.com/cs@giladagroup.com, Website: www.gfil.co.in



Reliable  
Renewable  
Responsible

# Gilada

**FINANCE & INVESTMENTS LIMITED**

**Registered Office :**

#105, "R.R. Takt"

37, Bhoopasandra Main Road, Santaynagar  
Bengaluru - 560 094, Karnataka, India.

Tel. : +91.80.4062 0000 (30 Lines)

Fax : +91.80.4062 0008

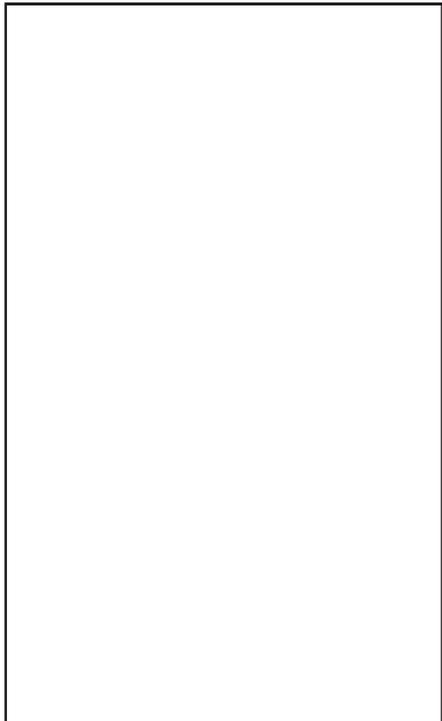
md@giladagroup.com

rgilada@gmail.com

cs@giladagroup.com

www.gfil.co.in

To :



**BOOK-POST**

**Board of Directors :**

**Rajgopal Gilada**  
Managing Director

**Sampat Kumar Gilada**  
Whole Time Director

**Bindu Rajgopal Gilada**  
Women Director

**Basanth Kumar Mohota**  
Independent Director

**Dr. Mahesh Kataria**  
Independent Director

**Narayandas Jaju**  
Independent Director

**Registered Office**

#105, "R.R. Takt"  
37, Bhoopsandra Main Road, Sanjaynagar  
Bengaluru - 560 094, Karnataka, **India.**  
**Tel. :** +91.80.4062 0000 (30 Lines)  
**Fax :** +91.80.4062 0008  
md@giladagroup.com  
rggilada@gmail.com  
cs@giladagroup.com  
www.gfil.co.in

**Bankers**

: **State Bank of India**

**Auditors**

: **M/s. Vishnukant Jaju & Associates**  
Chartered Accountants  
SF-3, Central Avenue, Unishire Victory Building,  
No. 84, 2nd Main Road, Palace Guttahalli Circle  
Bangalore - 560 003. Ph. : 2331 1651

**Registrar & Transfer Agents**

: **Can Bank Computer Services Ltd.**  
No. 218, J.P. Royale, 1st Floor,  
2nd Main, Sampige Road (Near 14th Cross)  
Mallechwaram, Bangalore - 560 003.  
Ph.: 080-23469661 / 62 / 64 / 65  
e-mail: canbankrta@ccsl.co.in