

Sept 5, 2019

Corporate Relationship Department
BSE Limited
Floor 25, P J Towers,
Dalal Street, Mumbai-400 001,
Maharashtra, India.

Scrip Code: 538788

Sub: Notice of 25th Annual General meeting ('AGM') and Annual Report of the Company for the Financial Year 2018-19.

Dear Sir / Madam,

Pursuant to Regulation 34 and 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith a copy of the Annual Report for financial year 2018-19 including the Notice of the 25th Annual General Meeting of the Company scheduled on Monday, 30th September, 2019 at 11.00 A.M at Hotel Kanishka, 2, 2nd Main Rd, Near Freedom Park, Gandhi Nagar, Bengaluru – 560009, Karnataka, India, which is being sent through email/dispached through the permitted modes, to the Members of the Company.

The said Annual Report for FY 2018-19 is also available on the website of the Company viz. www.gfil.co.in

This is for your information and records.

Thanking You,

Sincerely,

For Gilada Finance and Investments Limited



Monica Geeta Gandhi
(Authorized Signatory)





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GILADA FINANCE & INVESTMENTS LIMITED

CIN: L65910KA1994PLC015981

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Annual General Meeting	: Monday	30th September, 2019
Time	: 11.00 A.M.	
Venue	: Hotel Kanishka,	
	# 2, 2nd Main Rd, Gandhi Nagar, Bangalore - 560009, Karnataka	



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NOTICE

To,

The Shareholders,

NOTICE is hereby given that the 25th Annual General Meeting of the members of GILADA FINANCE AND INVESTMENTS LIMITED will be held on Monday, 30th September, 2019 at 11:00 A.M. at Hotel Kanishka, 2, 2nd Main Rd, Gandhi Nagar, Bengaluru - 560009 Karnataka, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2019 including Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the period ended 31st March, 2019 and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors (“the Board”) and Auditors thereon.

Item No. 2 – Retirement by Rotation

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

SPECIAL BUSINESS:

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

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

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



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

By the order of the Board

For GILADA FINANCE AND INVESTMENTS LIMITED

Monica Geeta Gandhi

(COMPANY SECRETARY & COMPLIANCE OFFICER)

M. No. : 38976

Date: Aug 13, 2019

Place: Bengaluru



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

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

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



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NOTES:

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



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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 Wednesday, 25th September, 2019 to Monday, 30th September, 2019 (both days inclusive).*
14. *Members are requested to intimate the Registrar and Share Transfer Agent of the Company at- Canbank Computer Services Limited, 218, J P Royal, 1st Floor, 14th Cross, 2nd Main, Sampige Road, Malleshwaram, Bengaluru- 560003, Immediately of any change in their address in respect of equity shares held in physical mode and to their Depository Participants (DPs) in respect equity shares held in dematerialized form.*
15. *Section 20 of the Companies Act, 2013 permits service of documents to members by a company through electronic mode. Accordingly, as a part of the Green initiative, electronic copy of the Annual Report for financial year 2018-19 is being sent to all members who have requested for a physical copy of the same. Further, in terms of SEBI Circulars No. CIR/CFD/DIL/7/2011 dated 05.10.2011 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the physical copy of Abridge Annual Report is being sent through permitted mode to all others members who have not registered their e-mail ID. Members may also note that the Annual Report for the financial year 2018-19 will also available on the company's website www.gfil.co.in for download.*
16. *The shareholders are requested to communicate all their correspondence to :*

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

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

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

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



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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 Company is pleased to provide members electronic voting(e-voting) facility to exercise their right to vote on resolutions proposed to be considered at the Twenty-Fifth Annual General Meeting(AGM) by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
2. The facility for voting through a physical ballot paper shall be made available at the AGM and the members attending the meeting, who have not cast their vote by remote e-voting or by postal ballot, shall only, be able to exercise their right to vote at the meeting through physical ballot paper.
3. The members who have cast their vote by remote e-voting or postal ballot may also attend the meeting but shall not be entitled to cast their vote again at the meeting.
4. The remote e-voting period commence on Thursday, 26th September, 2019 at 9:00 A.M and ends on Sunday, 29th September 2019 at 5:00 P.M. During this period, member of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, 22nd September, 2019, being cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be blocked by NSDL after 5:00 PM on 29th September, 2019. Vote casted once by the member shall not be allowed to be changed subsequently.
5. Any queries or grievances in relation to the electronic voting may be addressed to the registered office of the company or may be e-mailed to cs@giladagroup.com.
6. The process and manner for remote e-voting are as under:
 - (A) Step 1: Log into NSDL’s e-voting system at URL:<http://www.evoting.nsdl.com/>
 - (B) Step 2: Cast your vote electronically on NSDL’s e-voting system

Details on Step 1 are as mentioned below:

How to log-in to NSDL e-voting website?

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

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your USER ID is
a) For members who hold shares in demat account with NSD	8 Character DP ID followed by 8 Digit Client ID. For example if your DP ID is In300*** and Client ID is 12***** then your user ID is IN300***12*****



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

1. Your password details are given below:

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

Details on Step 2 are as mentioned below:

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

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



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

General Guidelines for shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution] Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote to the Scrutinizer by e-mail to sand.associates2016@gmail.com with a copy marked to evoting@nsdl.co.in.

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

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

The voting rights of Members shall be in proportion to their Shares of the paid up Equity Share Capital of the Company as on the cut-off date of 24th September, 2019.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 24th September, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or ravi@ccsl.co.in or canbankrta@ccsl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

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



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ANNEXURE TO NOTICE

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

Item No. 3:

Payment of Managerial Remuneration

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

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

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

By the order of the Board

For GILADA FINANCE AND INVESTMENTS LIMITED

Monica Geeta Gandhi

(COMPANY SECRETARY & COMPLIANCE OFFICER)

M. NO. : 38976

DATE: 13.08.2019

PLACE: BENGALURU



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DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 25th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1. FINANCIAL PERFORMANCE OF THE COMPANY

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

Particulars	2018-19
Total Income	3,34,94,312
Total Expenditure	2,58,80,898
Profit Before Exceptional and Extraordinary Items and Tax	76,13,414
Exceptional Item	-
Profit Before Tax	76,13,414
Tax Expense:	
(i) Current Tax	21,82,883
(ii) Deferred Tax	(14,16,057)
Profit / (Loss) for the period	68,46,588
Earnings per Equity Share:	
(i) Basic	1.95
(ii) Diluted	1.62

2. BUSINESS OVERVIEW:

Your Company's total revenues increased to Rs 3,34,94,312 for the year 2018-19, from the earlier total revenues of Rs 2,60,07,435 for the year 2017-18, an increase of 28.79%. The revenue increase has been mainly on account of loan book to Rs 13,19,85,606 as on Mar 31, 2019 from the earlier loan book of Rs 9,01,91,952 as on Mar 31, 2018, an increase of 46.33%.

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.

3. SHARE CAPITAL:

The paid up equity share capital of the company as on 31st March 2019 was consisting of Rs. 3,51,23,000/- consisting of 35,12,300 fully paid up equity shares of face value.

There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year under review. The Company has not issued shares with differential voting rights or sweat equity shares.



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4. TRANSFER TO RESERVES:

Your Company has transferred a sum of Rs.13,69,318/- 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.

5. DIVIDEND:

With the view to conserve resources, your Directors are unable to declare any dividend for the year under review.

6. 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, 2019 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.

7. CHANGE IN THE NATURE OF BUSINESS, IF ANY.

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

8. 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.

9. 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.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(i) Mr. Sampathkumar Gilada (DIN: 02144736) retires by rotation at the forthcoming Annual General Meeting and being eligible, offers himself for reappointment.

(ii) Mr. Basantkumar Mohata (DIN: 00269026) resigned as the Independent Director of the Company with effect from 13th August, 2019. The Board places on record its appreciation for the services rendered by Mr. Basantkumar Mohata during his tenure as a member of the Board and its Committees.

(iii) Ms. Sangeeta Gilada was appointed as the Chief Financial Officer of the Company with effect from 11th April, 2019.

(iv) CS Monica Gandhi resigned as the Company Secretary & Compliance Officer of the Company with effect from 13th August, 2019. The Board places on record its appreciation for the services rendered by her.

11. 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.

12. 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.

Further, Ms. Sangeeta Gilada CFO and Mr. Prashant Banerjee CEO of the Company submitted a Compliance Certificate under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to the Board of Directors in its meeting held on 24th May, 2019.

13. 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.

14. 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. Sampathkumar 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 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 March 31st, 2019 is given below.

Name of the Director	Remuneration paid during 2018-19	Ratio to Median Remuneration
Mr. Sampath Kumar Gilada, Executive Director	6,00,000	2.35
Mr. Rajgopal Gilada, Managing Director	12,00,000	4.70



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15. AUDITORS:

The Statutory Auditor of your Company, M/s. Gnanoba & Bhat, Chartered Accountants Bangalore were appointed for a term of 5 (Five) consecutive years at the 24th Annual General Meeting (AGM) held on 29th September, 2018 to hold office till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2023.

The Companies (Amendment) Act, 2017 has waived the requirement for ratification of the appointment of Statutory Auditor by the shareholders at every Annual General Meeting. Hence, the ratification of appointment of Statutory Auditors by your Company is not required.

Accordingly, the Statutory Auditor will continue to hold office till the conclusion of the 29th Annual General Meeting of the Company as approved by the Members at the 24th Annual General Meeting of the Company.

M/s Gnanoba & Bhat, have confirmed their eligibility and qualification required under section 139, 141 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditors' Report for the financial year ended 31st March, 2019 on the financial statements of the Company is a part of this Annual Report.

The observations made in the Auditor's Report of M/s. Gnanoba & Bhat, Chartered Accountants, read together with relevant notes thereon, are self-explanatory and hence do not call for any comments. There is no qualification, reservation, adverse remark or disclaimer by the Statutory Auditors in their Report.

16. 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.

17. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of section 204 of the Companies Act, 2013, and the Rules made thereunder, the Company has appointed CS Varun Nashine, Practising Company Secretary (Membership No. 49574), to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the year 2018-19 as issued by him in the prescribed form MR-3 is annexed to this Report as Annexure III. The said Secretarial Audit Report does not contain any qualification, reservation or adverse remark or disclaimer made by the Secretarial Auditor.

18. 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.

19. VIGIL MECHANISM :

In pursuance 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 under investors/policy documents/Vigil Mechanism Policy link.

20. 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, which in the opinion of the Board may threaten the existence of the company.



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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.

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 monitored by a dedicated team of people. Process improvements and quality control are on-going activities and built into the employee's training modules.

21. 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**.

22. 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.

23. 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.

24. 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.

25. 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.



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Your Directors draw attention of the members to Note 24 to the financial statements which sets out related party disclosures.

26. CERTIFICATE ON CORPORATE GOVERNANCE REPORT:

Pursuant to the SEBI Listing Regulations, 2015, a separate chapter titled Corporate Governance has been included in this Annual Report, along with the reports on Management Discussion and Analysis as **Annexure IV & V**.

All Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct for the year 2018-19. A declaration to this effect signed by the Managing Director of the Company is contained in this Annual Report.

The Managing Director, CFO & CEO have certified to the Board with regard to the financial statements and other matters as required under regulation 17(8) of the SEBI Listing Regulations, 2015.

The Certificate from the Statutory Auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report as **Annexure VI**.

27. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report forms part of this Annual Report for the year ended 31st March, 2019, has been provided in **ANNEXURE-V** in this Annual Report.

28. AUDIT COMMITTEE:

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

29. 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.

30. 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.
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	



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(iii)	<i>in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-</i>	<i>The Company has not incurred any expenditure on research and development during the year under review.</i>
	<i>(a) the details of technology imported</i>	
	<i>(b) the year of import;</i>	
	<i>(c) whether the technology has been fully absorbed</i>	
	<i>(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof</i>	
(iv)	<i>the expenditure incurred on Research and Development</i>	

(C) Foreign exchange earnings and Outgo

(a)	<i>Foreign Exchange Earnings:</i>	<i>NIL</i>
(b)	<i>Foreign Exchange Outgo :</i>	<i>NIL</i>

31. 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.

32. 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.

33. 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;*
- (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; and*
- (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.*



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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.

35. SECRETARIAL STANDARDS:

The Directors state that applicable Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

36. 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 GILADA
WHOLE TIME DIRECTOR
DIN: 02144736



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ANNEXURE INDEX

Annexure	Content
<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 31.03.2019

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 : p.banerjee@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) Malleshwaram, Bangalore- 560 003, Karnataka Telephone No.: 080 – 43469661/ 62/ 64/65 Fax No. : 080 – 23469667 E-mail : canbankrta@cctl.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	Other Credit Granting – Financial Services	64920	99.72



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i) Individual shareholders holding nominal share capital up to Rs. 2 lakh	276999	403491	680490	19.37	315152	368491	683643	19.46	0.09
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	343597	150000	493597	14.05	345747	185500	531247	15.13	1.08
c) Others (Hindu Undivided Families)	13091	-	13091	0.37	13783	-	13783	0.39	0.02
Non Resident Indians	7166	-	7166	0.20	8654	-	8654	0.25	0.05
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	852009	595491	1447500	41.21	887009	560491	1447500	41.21	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	852509	595491	1448000	41.23	887509	560491	1448000	41.23	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	2916809	595491	3512300	100.00	2951809	560491	3512300	100	-



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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	Sampath Gilada	5,100	0.145	-	5,100	0.15	-	-
2	Sangeeta S Gilada	1,43,500	4.086	-	1,43,500	4.09	-	-
3	Gowrajadevi Gilada	91,000	2.591	-	91,000	2.59	-	-
4	Shankarlal Gilada	1,70,000	4.84	-	1,70,000	4.84	-	-
5	Rajashree Gilada	2,62,900	7.485	-	2,62,900	7.49	-	-
6	Bindu Gilada	1,10,000	3.132	-	1,10,000	3.13	-	-
7	Sampathkumar Gilada	1,15,600	3.291	-	1,15,600	3.29	-	-
8	Rajgopal Gilada	1,52,800	4.35	-	1,52,800	4.35	-	-
10	Shankarlal Gilada & Sons Pvt. Ltd	10,13,400	28.85	-	10,13,400	28.85	-	-
	Total	20,64,300	58.77	-	20,64,300	58.77	-	

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	20,64,300	58.774	20,64,300	58.774
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NA			
	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
	At the beginning of the year	-	-	-	-
1	MALU PLANTATION & RESORTS LIMITED	201000	5.72	201000	5.72
2	KAMLABAI M.SONI	62000	1.77	62000	1.77
3	GEETA D PATIL	52400	1.49	52400	1.49
4	MADANLAL SONI	52300	1.49	52300	1.49
5	GOVIND JOSHI	52000	1.48	52000	1.48
6	UMADEVI JOSHI	46756	1.33	46856	1.33
7	NAMRATA MALU	38305	1.09	40355	1.15
8	HANUMANDAS JOSHI	35700	1.02	35700	1.02
9	BHARAT H SHAH	35640	1.01	35640	1.01
10	BHURAT KUSUM	35500	1.01	35500	1.01
	TOTAL	612240		613751	

E) Shareholding of Directors and Key Managerial Personnel:

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
	At the beginning of the year	383500	10.92	383500	10.92
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NA			
	At the end of the year	383500	10.92	383500	10.92

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



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	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<i>Indebtedness at the beginning of the financial year</i>				
i. Principal Amount	--	29,91,500	--	29,91,500
ii. Interest due but not paid				
iii. Interest accrued but not due				
Total (i + ii + iii)	--	29,91,500	--	29,91,500
<i>Change in Indebtedness during the financial year</i>				
• Addition	48,03,839	--	--	48,03,839
• Reduction	--	--	--	--
Net Change	48,03,839	--	--	48,03,839
<i>Indebtedness at the end of the financial year</i>				
i. Principal Amount	48,03,839	29,91,500	--	77,95,339
ii. Interest due but not paid				
iii. Interest accrued but not due				
Total (i + ii + iii)	48,03,839	29,91,500	--	77,95,339

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	6,00,000	-	-	18,00,000
	(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	6,00,000			18,00,000
	Ceiling as per the Act	REMUNERATION WITHIN LIMITS PRESCRIBED BY THE ACT				

B. Remuneration to other directors: Nil



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

A	Particulars of Remuneration	Key Managerial Personnel			
		CEO - Prashant Banerjee	CS Monica Gandhi	CFO	Total
1	Gross salary	25,00,000	9,03,455	-	34,03,455
	(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	25,00,000	9,03,455	-	34,03,455

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)
A. COMPANY					
Penalty					NIL
Punishment					
Compounding					
B. DIRECTORS					
Penalty					NIL
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
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 GILADA
DIRECTOR
DIN: 02144736**

**DATE : 13.08.2019
PLACE: BANGALORE**



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Annexure-III

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2019

[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 R Takt,

37, Bhoopasandra Main Road, Bangalore-560094.

We 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 (hereinafter called the company) CIN No (L65910KA1994PLC015981).The Company is a listed Public Limited Company incorporated under the Companies Act 1956. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts, statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2019, 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:

- (i) The Companies Act, 2013 (the Act) and the rules made there under.
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) and Section 118(10) of the Companies Act, 2013.
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- (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;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996;
 - (e) 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.
 - (f) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.



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- (g) *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.*
- (v) *The Non Banking Financial Company (NBFC) norms and standards as identified by Reserve Bank of India Act, 1934 as applicable to the Company.*

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2019, and report that:

- *the company has maintained statutory registers and documents and had done necessary entries therein.*
- *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.*
- *the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.*
- *adequate notices were given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system found to exist for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.*
- *decision was carried through while the system permits the views of dissenting member views could be captured and recorded as part of the minutes.*
- *the Company has duly filed forms/returns required to be submitted with the Registrar of Companies.*
- *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;*
- *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;*
- *the Company has obtained all necessary approvals under the various provisions of the aforesaid Acts and rules made thereunder, to the extent applicable and*
- *the company has complied the applicable regulations of 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.*

We 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.

We further report that there were adequate systems and processes in the company commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. The company had deputed proper persons to ensure the timely compliance of laws applicable to the Company.

There were no other specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

On examination of the relevant documents and records in pursuance thereof, on test-check basis we further report that we 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.

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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Place: Pune

Date: 01/08/2019

For SAND & Associates

Practicing Company Secretaries

(Varun Nashine)

Partner

C.P. No. 17975 | M. No. 49574

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 1st August 2019**

To,
The Members,
GILADA FINANCE AND INVESTMENTS LIMITED
Corporate Identity Number:L65910KA1994PLC015981
Registered Office: # 105, R R Takt
37, Bhoopasandra 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. Our responsibility is to express an opinion on these secretarial records based on the audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and relied on the opinion of the Statutory Auditors.
4. Wherever required, we 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. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Pune
Date: 01/08/2019

For SAND & Associates
Practicing Company Secretaries

(Varun Nashine)
Partner
C.P. No. 17975 | M. No. 49574



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ANNEXURE-IV

CORPORATE GOVERNANCE REPORT FOR THE YEAR ENDED ON 31ST MARCH 2019

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 2018-19, 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 received the annual affirmations with regard to the adherence to the code of conduct for the financial year 2018-19.*

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 3rd April, 2018; 10th April 2018; 30th May, 2018; 10th July, 2018; 11th August, 2018; 12th November, 2018 and 6th February, 2019 in 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:

Name of Director (Designation)	Category	No. of Board Meetings attended	Attendance at the last AGM	No. of Directorship in other companies *	No. of memberships in Committees of Directors in other companies
Mr. Rajgopal Gilada (Managing Director)	Professional & Executive Director	7	YES	11	NIL
Mr. Sampat Kumar Gilada (Director)	Professional & Executive Director	5	YES	11	NIL
Ms. Bindu Rajgopal Gilada	Non-Executive Woman Director	7	YES	4	NIL
**Mr. Basantkumar Mohota (Director)	Independent & Non- Executive Director	3	YES	1	NIL
Mr. K. V. Prabhakar (Director)	Independent & Non- Executive Director	7	YES	1	1
Mr. A. Ramanathan (Director)	Independent Non- Executive Director	1	YES	10	5



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

** Ceased to the Director of the Company w.e.f. 13th August, 2019

#Only chairmanship / membership of audit committee, credit 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, Ms. Bindu Gilada will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers herself 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 10th October 2018 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, 2013 and 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 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



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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, 2019, the Audit Committee Comprised of:

SI.No.	Name	Particulars	No. of meetings attended
1.	Mr. Basantkumar Girdhardas Mohota	Non-Executive Independent Director	3
2.	Mr. K. V. Prabhakar	Non-Executive Independent Director	4
3.	Mr. Sampat Kumar Gilada	Executive Promoter Director	3

The Committee met 4 times during the financial year 2018-2019. 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, 2019 the Nomination and Remuneration Committee Comprised of-

SI.No.	Name	Particulars	No. of meetings attended
1.	Mr. Basanthkumar Mohota	Non-Executive Independent Director	4
2.	Mr. K. V. Prabhakar	Non-Executive Independent Director	3
3.	Mr. Rajgopal Gilada	Executive Promoter Director	4

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



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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 2018-2019.

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.

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 2018-19 are detailed herein below-

Name of Director	Salary	Perquisites & Allowances	Total
Mr. Sampath Kumar Gilada	6,00,000	-	6,00,000
Mr. Rajgopal Gilada	12,00,000	-	12,00,000



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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.
- (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, 2019 the Stakeholders Relationship Committee Comprised of:

Sl.No.	Name	Particulars	No. of meetings attended
1.	Mr. Basantkumar Mohota	Non-Executive Independent Director	1
2.	Mr. K.V. Prabhakar	Non-Executive Independent Director	1
3.	Mr. Rajgopal Gilada	Executive Promoter Director	1

The Committee met once during the financial year 2018-2019.

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 2018-2019.

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
2015-16	Hotel Kanishka, No.2, II Main Road, Gandhinagar, Bangalore- 560 009	24th September, 2016	11:00 A.M
2016-17	Hotel Chalukya Complex, #44th Race Course Road, Bangalore - 560001	23rd September, 2017	11:00 A.M
2017-18	Hotel Kanishka, No.2, II Main Road, Gandhinagar, Bangalore- 560 009	29th September, 2018	11:00 A.M

(i) One Special resolution regularizing the Directorship of Mr. K. V. Prabhakar on the Board of the Company was passed in the Annual general Meeting of the Company held on 23rd September, 2017.

(ii) During the financial year 2017-18, the Company has passed one resolution by way of postal ballot for the issuance of Share Warrants.

(iii) Special Resolution regularizing the appointment of its Independent Director Mr. A. Ramanathan and authorizing payment of managerial remuneration in excess of the prescribed limit were passed in the Annual General Meeting held on 29th September 2018.

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 on 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 24 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.

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 Sanjeevani (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



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13. General Shareholders' Information:

a. Annual General Meeting;

Year	Location	Date	Time
2018-19	Hotel Kanishka, 2, 2nd Main Rd, Gandhi Nagar, Bengaluru, Karnataka 560009	30th September, 2019	11:00 A.M

b. Dividend Payment Date: Not applicable since no dividend has been declared.

c. Date of Book Closure: The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 25th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

d. Tentative Financial Calendar 2019-20:

Unaudited results for quarter ending 30th June 2019	First week of August 2019
Unaudited results for quarter ending 30th September 2019	Last week of October 2019
Unaudited results for quarter ending 31st December 2019	Last week of January 2020
Audited results for ending 31st March 2020	Last week of May 2020
Annual General Meeting for year ended 31.03.2020	August-September 2020

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

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), Malleshwaram 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 2019:

The distribution of shareholding as on 31.03.2019 is as under:



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(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	5	8654	8654	0.25	0.25	0	0	-	-
	O.C.Bs	0	0	0	0	0	0	0	-	-
	Societies	0	0	0	0	0	0	0	-	-
	Clearing members	4	1253	1253	0.04	0.04			-	-
	Shares in transit	0	0	0	0	0	0	0	-	-
	Hindi Undivided Family	12	13091	13091	0.37	0.37			-	-
	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)	1163	1447500	887009	41.21	41.21	150000	36.21	-	-
	Total Public Shareholding B=(B)(1)+(B)(2)	1164	1448000	887509	41.23	41.23	150000	36.22	-	-
	Sub-Total (A+B)	1173	3512300	2951809	100	100	-	100	-	-
(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)	1173	3512300	2951809	100	100	-	100	-	-



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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.

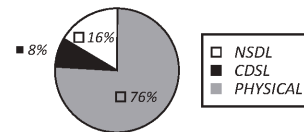
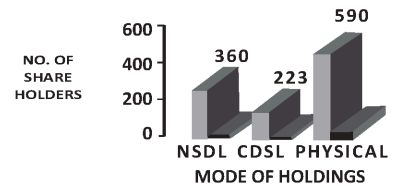
The details of dematerialization of shares are as specified hereunder:

CATEGORY	No. OF HOLDERS	%
NSDL	360	30.69
CDSL	223	19.01
DEMAT	583	49.70

PHYSICAL	590	50.30
TOTAL	1173	100.00

CATEGORY	No. OF HOLDERS	%
NSDL	2672515	76.09
CDSL	279294	7.95
DEMAT	2951809	84.04

PHYSICAL	560491	15.96
TOTAL	3512300	100.00



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 as on 31.03.2019.

m. Plant Locations:

The Company has no Plants.

n. Address for correspondence:

Registered Office: #105 RR Takt, 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.



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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 GILADA
DIRECTOR
DIN: 02144736

Date: 13.08.2019

Place: Bangalore



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ANNEXURE-V

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

❖ Industry Structure Developments:

While the industry was finding its feet post the demonetization of Rs. 500 and Rs. 1,000 bank notes and post the rollout of the Goods and Services Tax (GST), it has seen increased wobbliness post September 2018 IL&FS fiasco. To add to our woes, the Indian economy has been struggling over the last three quarters. During the third quarter of FY19 Indian economy advanced 7.1 percent year-on-year well below 8.2 percent in the previous period and market expectations of 7.4 percent. It was then the lowest growth rate in three quarters, mainly due to a slowdown in consumer spending amid high oil prices and a weaker rupee. This was followed by yet another quarter of lower growth of which then was to be the lowest in five quarters, 6.6 percent year-on-year in the last three months of 2018, below a downwardly revised 7 percent expansion in the previous period and market expectations of 6.9 percent. The low growth rate was due to a slowdown in both private and public expenditure, manufacturing and agriculture. Subsequently, the Indian economy advanced 5.8 percent year-on-year in the first quarter of 2019, slowing from a 6.6 percent expansion in the previous period and missing market expectations of 6.3 percent. It was the weakest growth rate since the first quarter of 2014, amid weaker consumer demand and fixed investment.

Post IL&FS fiasco, the credit flow to NBFCs, which had evolved as an important segment of Indian financial system, operating 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 got squeezed which led to lower credit off take. In the absence of availability of robust demand, the economy has started sputtering as evidenced by more than 20 percent y-o-y fall in vehicle sales. The decreased sales have started affecting the production cycles of the automobile sectors through intermittent plant shutdowns, the automobile industry directly or indirectly contribute to 50% of the manufacturing industry of the Indian economy. We think that the ramifications of lower growth will be played over some time to come.

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. While the Union Budget has made room for buying NBFC loan book through the means of securitization, but given the pre-conditions the same is likely to benefit only very large NBFCs. 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 all players is likely to be impacted by the overall slowdown in the economy.

Given the overall sentiments, raising funds will be a big challenge, as was evidenced by the tepid response to the IPO of Spandana Spoorthy, a NBFC MFI with AUM in excess of Rs 4,000 Cr (as of Mar 31, 2019). The RBI has issued a notification wherein on-lending to registered NBFCs for extending to loans to Micro and Small Enterprises up to Rs 20 lakhs will be classified as priority sector lending. We hope this would benefit our company if not on an immediate basis, but is likely to benefit at least in future.

❖ The NBFCs' Liquidity Narrative:

The IL&FS debacle has served to underline the high business risks inherent in NBFC business models that rely on short-term market borrowings for long-term loans. The resulting risk aversion by lenders is troublesome for NBFCs



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and HFCs with high asset-liability mismatches. In reference to asset liability mismatch, your company does not need to worry with a leverage of less than 0.05 (as on Mar 31, 2019).

Data on issuances show no dramatic fall in the funds raised by the NBFC and HFC sectors from the bond markets in FY19. NBFCs raked in Rs 4.01 lakh crore from commercial papers (CPs) in FY19, while HFCs raised Rs 2.2 lakh crore. After the IL&FS shocker in August 2018, monthly CP issues for NBFCs and HFCs fell steeply until October but thereafter have staged a tentative recovery. But the aggregate trends do hide problem areas. Under pressure from their investors to curtail exposure to NBFCs and lower-rated bonds, mutual funds have sharply cut back on their participation in the CP market, forcing NBFCs/HFCs relying on rollovers to scrounge for funds. Redemption pressures on credit funds and general risk aversion from institutional investors has led to a skew in funding towards big-name NBFCs/HFCs while lesser names struggle. Funding costs have seen a sharp spike irrespective of the category of non-bank borrower. (Source: Hindu Business Line, June 27, 2019)

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

Your Company is working with twin focus of increasing the book size as well as improving upon the asset quality. As your Company is into micro-SME & Vehicle Finance loans, the economic headwinds do not augur well for the Company. The repayment capability of the company's borrowers, the micro-SME service as well as micro-SME manufacturing entities along with logistics sector, are likely to be adversely affected and hence conservative lending would be the call of the day. The outlook of the company's growth will be moderate for the financial year 2019-20.

As part of our efforts to grow the business, your company had opened a new branch at Peenya, Bengaluru during the previous year with a focus on addressing credit requirements of small & micro entrepreneurs. Your Company also plans to augment the branch count during FY20, however the same shall be done following a "wait & watch approach" post signs of a likely recovery of the economy. The company shall maintain its focus on small & micro loan products.

❖ **Opportunities And Threats:**

At present the financial landscape is riddled with high amount of NPAs for the banking sector, fear about negative fallouts of trade wars between the superpowers and a weak rupee, additionally, the resilience of the Indian economy has shown signs of weakening and the growth story is not robust. However, your Company hopes to pursue a conservative lending approach to have a healthy increase in its loan book.

Basis the forewarnings, your company over the last two quarters has done disbursements post incorporating even stricter norms for analyzing the credit requirements and the repayment capabilities.

❖ **Segment-wise Performance:**

There is no separate reportable segment as per INDAS 108 on "Operating Segments" in respect of the Company.

❖ **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. Additionally, as mentioned above the due diligence parameters of the borrowers have been made more stringent and industry specific exposures are also being regulated.

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 in turn will adversely affect our profitability.



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A Company's growth is directly linked to its strong and committed workforce. With the training and development activities, better incentive schemes, etc., the Company has been trying to control employee attrition. Despite increased competition, the Company has been able to retain its loyal work force, which contributes in a big way towards maintaining a positive culture, which in turn aids in ensuring that the negative effects of troublesome macro environment 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 exists 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. E and A 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 report positive returns. Detailed 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.



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❖ **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 GILADA
DIRECTOR
DIN: 02144736

DATE: 13.08.2019
PLACE: BANGALORE



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ANNEXURE TO DIRECTORS' REPORT

Annexure II (a)

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 24 to the financial statements as at 31st March, 2019.
(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 24 to the financial statements as at 31st March, 2019.
(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.
(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.

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

RAJGOPAL GILADA
MANAGING DIRECTOR
DIN: 00307829
DATE: 13.08.2019
PLACE: BANGALORE

SAMPATKUMAR GILADA
DIRECTOR
DIN: 02144736



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ANNEXURE TO DIRECTORS' REPORT

Annexure II (b)

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 GILADA
DIRECTOR
DIN: 02144736

DATE: 13.08.2019
PLACE: BANGALORE



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ANNEXURE-VI

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

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

We, Gnanoba & Bhat, Chartered Accountants (Firm's Registration No.: 000939S), as Statutory Auditors of GILADA FINANCE AND INVESTMENTS LIMITED ("The Company"), having its Registered office at # 105 R R Takt, 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, 2019 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 GNANOBA & BHAT

Chartered Accountants

Firm's Registration No. 000939S

Date: 13.08.2019

Place: Bangalore

GNANOBA K R

Partner

M. No. 023137



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INDEPENDENT AUDITOR'S REPORT

To the Members of Gilada Finance & Investments Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Gilada Finance & Investments Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information

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 31st March 2019, and profit and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit Matter	Agency Agreement:
<p>Company (Principal) has entered into agency agreement with Mr. Siddanna Hugar (agent) on 4th September 2010. As per the agreement agent is not given any authority to sign on documents on behalf of the company.</p> <p>However in previous years agent issued No Objection Certificate for vehicles hypothecated by customers without closure of loan. Company took over the house property of agent against the dues of customers. Refer note 27 of the financial statements.</p>	<p>During the year company has written off loan balances of Rs. 47.74 lakhs against which NOC was issued by agent and adequate provisioning is made for the remaining cases by considering the market value of the house property.</p>

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting



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principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of financial statements is included in Annexure – A of this auditor's report.

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 Companies Act, 2013, we give in the "Annexure – B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.*
- 2. As required by Section 143(3) of the Act, we report that:*
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.*
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books*
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account*
 - 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 the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.*



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- f. *With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:*
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its Directors during the year is in accordance with the provisions of section 197 of the Act.*
- g. *With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure - C".*
- h. *With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us.*
- i. *The Company does not have any pending litigations which would impact its financial position.*
- ii. *The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.*
- iii. *There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.*

For GNANOBA & BHAT
Chartered Accountants
Firm Regn No. 000939S

Place: Bangalore
Date : 24/05/2019

K R GNANOBA
Partner
M. No. 023137



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ANNEXURE – A to the Auditor’s Report

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- *Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.*
- *Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.*
- *Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.*
- *Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company’s ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor’s report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor’s report. However, future events or conditions may cause the Company to cease to continue as a going concern.*
- *Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.*

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor’s report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

ANNEXURE-B TO AUDITOR'S REPORT REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE

- (i) *In respect of its fixed assets:*



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- a) *The Company has maintained proper records showing full particulars including quantitative details and situation of the fixed Assets;*
 - b) *As explained to us, the fixed assets were physically verified during the year by the Management in line with an internal programme of verification. According to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion, the periodicity of verification is reasonable having regard to size of the Company and the nature of its assets;*
 - c) *The Company did not have immovable property as Fixed Assets during the year.*
- (ii) *The Company is a Non-Banking Finance Company and has not dealt with any goods and the company does not hold any inventory (Except Land) during the period under audit. Accordingly, the provisions of clause 3 (ii) of the Companies (Auditor's Report) Order 2016 is not applicable to the Company.*
- (iii) *The Company has granted loans and advances to the Companies covered in the register maintained under section 189 of the Companies Act, 2013 without execution of any written agreement:*
- a) *According to the information and explanations given to us and based on our audit procedures conducted by us, we are of the opinion that the terms and conditions of loans granted by the company to the parties covered in the register maintained under section 189 of the Companies Act, 2013 are not prejudicial to the interest of the company.*
 - b) *The loans and advances given to parties covered in the register maintained under section 189 of the companies act are without any stipulated terms/agreement of repayment of principal. Hence we are unable to comment on regularity of repayment of loans/interest.*
 - c) *The loans and advance given to parties covered in the register maintained under section 189 of the Companies Act are without any stipulated terms for repayment of principal/Interest, we are unable to comment on the overdue principal/Interest more than 90 days.*
- (iv) *In our opinion and according to the information and explanations given to us, the company has complied with the provisions of sec 185 & 186 of the Companies Act, with respect to loans and investments made.*
- (v) *In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.*
- (vi) *The Central Government has not specified the maintenance of cost records to the company under sub-section (1) of section 148 of the Companies Act, 2013. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.*
- (vii) *According to the information and explanations given to us and on the basis of examination of the books and records as produced before us, in respect of statutory dues and other dues :*
- a) *The Company has been generally regular in depositing undisputed statutory dues, including Income Tax, Sales Tax, Excise Duty, Custom Duty, Service Tax, Value Added Tax, Cess and other statutory dues with the appropriate authorities during the period wherever applicable. There were no undisputed amounts in respect of the above statutory dues, which were in arrears as at 31st March 2019, for a period more than six months from the date they became due. Company is due for registration under Provident Fund Act and is in the process of obtaining registration.*



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- b) *There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute except which is disclosed in note 26 of the financial statements.*
- (viii) *According to the information and explanation given to us, the Company has not defaulted in repayment of dues to a Financial Institutions or Banks. There are no outstanding dues to debenture holders during the year.*
- (ix) *The Company has not raised moneys by way of initial public offer, further public offer or any term loans during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.*
- (x) *To the best of our knowledge and belief, according to the information and explanations given to us by the Management and the records produced before us, no frauds were noticed or reported during the year.*
- (xi) *According to the information and explanation given to us, the managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule-V to the Companies Act.*
- (xii) *In our opinion and according to the information and explanation provided, the company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transaction with related parties and the details of related party transaction have been disclosed in the financial statements as required by the applicable accounting standards.*
- (xiii) *In our opinion and according to the information and explanation provided the Company is not a Nidhi Company. Accordingly, the provisions of clause 3(xiii) of the Order are not applicable.*
- (xiv) *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 under review. Accordingly, the provisions of clause 3(xiv) of the Order are not applicable.*
- (xv) *According to the information and explanation given to us by the Management and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him and hence this clause is not applicable.*
- (xvi) *The company is required to be registered under Section 45 – IA of RBI Act, and accordingly registration has been obtained.*

**For GNANOBA & BHAT
Chartered Accountants
Firm Regn No. 0009395**

**Place: Bangalore
Date : 24/05/2019**

**K R GNANOBA
Partner
M. No. 023137**



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ANNEXURE-C TO AUDITOR'S REPORT REFERRED TO IN PARAGRAPH F OF OUR REPORT OF EVEN DATE

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

We have audited the internal financial controls over the financial reporting of M/s **Gilada Finance & Investments Limited** as of 31st March 2019 in conjunction with our audit of the Financial Statements of the Company for the year ended as on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI).

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles.

A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company.



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- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, that receipt and expenditures of the company are being made only in accordance with authorisations of management and directors of the company.
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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.

For GNANOBA & BHAT
Chartered Accountants
Firm Regn No. 000939S

Place: Bangalore
Date : 24/05/2019

K R GNANOBA
Partner
M. No. 023137



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Name of the Company : GILADA FINANCE & INVESTMENTS LTD.
BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars		Note No.	As at Sunday, March 31, 2019 Rs.	As at Saturday, March 31, 2018 Rs.
I	EQUITY AND LIABILITIES			
(1)	Shareholder's Funds			
	(a) Share Capital	1	35,123,000	35,123,000
	(b) Reserves and Surplus	2	123,755,230	116,908,642
	(c) Money Received against Share Warrants	3	12,375,000	12,375,000
			171,253,230	164,406,642
(2)	Non-Current Liabilities			
	(a) Long Term Borrowings	4	2,991,500	2,991,500
	(b) Deferred Tax Liabilities (Net)	5	-	1,196,457
	(c) Long Term Provisions	6	417,635	-
			3,409,135	4,187,957
(3)	Current Liabilities			
	(a) Short Term Borrowings	7	4,803,839	-
	(b) Trade Payables	8	727,886	858,351
	(c) Other Current Liabilities	9	653,833	501,215
	(d) Short Term Provisions	10	518,422	186,016
			6,703,980	1,545,582
	Total		181,366,345	170,140,180
II	ASSETS			
(1)	Non-current assets			
	(a) Property, Plant & Equipment	11	507,844	1,302,036
	(b) Intangible Assets	11	395,824	403,604
	(c) Non-Current Investments	12	1,912,000	1,857,000
	(d) Long-Term Loans and Advances	13	131,985,606	90,191,952
	(e) Deferred Tax Assets (Net)	5	219,600	-
	(f) Other Non-Current Assets	14	1,823,232	2,284,123
			136,844,106	96,038,715
(2)	Current assets			
	(a) Inventories	15	38,500,000	38,500,000
	(b) Cash and Cash Equivalents	16	2,277,365	29,807,689
	(c) Short-Term Loans and Advances	17	2,435,513	1,159,173
	(d) Other Current Assets	18	1,309,361	4,634,603
			44,522,239	74,101,466
	Total		181,366,345	170,140,180

See Accompanying Notes (1 To 30) To The Financials Statements

For and on behalf of the Board

In terms of our report attached

For Gnanoba & Bhat
Chartered Accountants
Firm Regn No.0009395

(RAJGOPAL GILADA)
MANAGING DIRECTOR
DIN: 00307829

(SAMPATHKUMAR GILADA)
WHOLE TIME DIRECTOR
DIN: 02144736

Gnanoba K R Partner
Membership No.23137

(PRASHANT BANERJEE)
CHIEF EXECUTIVE OFFICER

(SANGEETA GILADA)
CHIEF FINANCIAL OFFICER

(MONICA GEETA GANDHI)
COMPANY SECRETARY
MEMBERSHIP NO. A38976

Place : **Bangalore**
Date : **May 24, 2019**



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GILADA FINANCE & INVESTMENTS LIMITED
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Name of the Company : GILADA FINANCE & INVESTMENTS LTD.
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	For the year ended	
		31 March 2019 Rs.	31 March 2018 Rs.
I. Revenue from Operations	19	33,400,192	25,957,849
II. Other Income	20	94,120	49,586
III. Total Revenue (I+II)		33,494,312	26,007,435
IV. Expenses:			
Employee Benefit Expenses	21	11,689,280	5,052,544
Finance Costs	22	328,579	227,672
Depreciation and Amortization Expense	11	964,242	468,442
Other Expenses	23	12,898,797	9,428,268
Total Expenses		25,880,898	15,176,926
V Profit before exceptional and extraordinary items and tax (III-IV)		7,613,414	10,830,508
VI Exceptional Items		-	-
VII Profit before extraordinary items and tax (V - VI)		7,613,414	10,830,508
VIII Tax expense:			
(1) Current tax		2,182,883	3,225,522
(2) Deferred tax		(1,416,057)	-
IX Profit/(Loss) for the period (VII-VIII)		6,846,588	7,604,986
X Earning per equity share:			
(1) Basic		1.95	2.17
(2) Diluted		1.62	2.17

See Accompanying Notes (1 To 30) To The Financials Statements

For and on behalf of the Board

In terms of our report attached
For Gnanoba & Bhat
Chartered Accountants
Firm Regn No.0009395

(RAJGOPAL GILADA)
MANAGING DIRECTOR
DIN: 00307829

(SAMPATHKUMAR GILADA)
WHOLE TIME DIRECTOR
DIN: 02144736

Gnanoba K R, Partner
Membership No.23137

Place : **Bangalore**
Date : **May 24, 2019**

(PRASHANT BANERJEE)
CHIEF EXECUTIVE OFFICER

(SANGEETA GILADA)
CHIEF FINANCIAL OFFICER

(MONICA GEETA GANDHI)
COMPANY SECRETARY
MEMBERSHIP NO. A38976



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Name of the Company : GILADA FINANCE & INVESTMENTS LTD.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

<i>Particulars</i>	<i>" For the year ended 31 March, 2019 "</i>		<i>" For the year ended 31 March, 2018 "</i>	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		7,613,414		10,830,508
<u>Adjustments for:</u>				
Depreciation and amortisation	964,242		468,442	
Bad debts written off	6,848,876		1,465,387	
Gratuity	417,635			
Provision for NPA	247,776		836,266	
Provision for Standard Assets	110,436		(48,940)	
Finance cost	328,579			
		8,917,544		2,721,155
Operating profit / (loss) before working capital changes		16,530,958		13,551,663
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Short-term loans and advances	46,258		(2,631,166)	
Long-term loans and advances	(46,794,777)		15,135,051	
Other current assets	1,229,713		-	
Other non-current assets	460,891		(2,284,123)	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	(130,465)		2,033,058	
Other current liabilities	152,618		(149,494)	
Short-term borrowings	4,803,839		(3,091,500)	
Short-term Provisions	221,970		-	
		(40,009,952)		9,011,826
		(23,478,994)		22,563,489
Cash flow from extraordinary items		-		-
Cash generated from operations		(23,478,994)		22,563,489
Net income tax (paid) / refunds		(3,505,481)		(3,678,756)
Net cash flow from / (used in) operating activities (A)		(26,984,475)		18,884,733
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	(162,270)		(808,363)	
Investment made in equity shares	(55,000)	(217,270)	(1,307,000)	(2,115,363)
Net cash flow from / (used in) investing activities (B)		(217,270)		(2,115,363)
C. Cash flow from financing activities				
Proceeds from issue of share warrants	-		12,375,000	
Finance cost	(328,579)		-	
Dividend paid	-		(893,075)	



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Name of the Company : GILADA FINANCE & INVESTMENTS LTD.
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

Particulars	" For the year ended 31 March, 2019 "		" For the year ended 31 March, 2018 "	
Net cash flow from / (used in) financing activities (C)		(328,579)		11,481,925
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(328,579)		11,481,925
Cash and cash equivalents at the beginning of the year		(27,530,324)		28,251,295
Cash and cash equivalents at the end of the year		29,807,689		1,556,394
Reconciliation of Cash and cash equivalents with the Balance Sheet:		2,277,365		29,807,689
Cash and cash equivalents as per Balance Sheet		2,277,365		29,807,689
Cash and cash equivalents at the end of the year *		2,277,365		29,807,689
* Comprises:				
(a) Cash on hand		150,458		190,658
(b) Balances with banks - in current accounts		1,812,645		29,303,077
(c) Balances with banks - Fixed Deposits		314,262		313,954
		2,277,365		29,807,689

See Accompanying Notes (1 To 30) To The Financials Statements

For and on behalf of the Board

In terms of our report attached
For Gnanoba & Bhat
Chartered Accountants
Firm Regn No.000939S

(RAJGOPAL GILADA)
MANAGING DIRECTOR
DIN: 00307829

(SAMPATHKUMAR GILADA)
WHOLE TIME DIRECTOR
DIN: 02144736

Gnanoba K R, Partner
Membership No.23137

Place : **Bangalore**
Date : **May 24, 2019**

(PRASHANT BANERJEE)
CHIEF EXECUTIVE OFFICER

(SANGEETA GILADA)
CHIEF FINANCIAL OFFICER

(MONICA GEETA GANDHI)
COMPANY SECRETARY
MEMBERSHIP NO. A38976

Note 1 - Share Capital

Particulars	As at	As at
	31st March 2019	31st March 2018
	Rs.	Rs.
Authorised:		
60,00,000 (Previous period 60,00,000) equity shares of Rs.10/-each.	60,000,000	60,000,000
	<u>60,000,000</u>	<u>60,000,000</u>
Issued;Subscribed and Paid Up		
35,12,300 (Previous period 35,12,300) equity shares of Rs.10/-each.	35,123,000	35,123,000
Total	<u>35,123,000</u>	<u>35,123,000</u>

i) Reconciliation of the no. of shares outstanding at the beginning and at the end of the year:

Particulars	As at	As at
	31st March 2019	31st March 2018
	No. of shares	No. of shares
No of shares outstanding at the beginning of the year	3,512,300	3,512,300
Add: Additional shares issued during the year	-	-
Less: Shares Bought back during the year	-	-
No of shares outstanding at the end of the year	<u>3,512,300</u>	<u>3,512,300</u>

ii) Number of shares held by each shareholder holding more than 5% shares in the company are as follows:

Particulars	Number of shares as at 31st March, 2019	% of Holding	Number of shares as at 31st March, 2018	% of Holding
Malu Plantation and Resorts Ltd.	201,000	5.72%	201,000	5.72%
Smt.Rajashree Gilada	262,900	7.49%	262,900	7.49%
Shankarlal Gilada & Sons (P)Ltd.	1,013,400	28.85%	1,013,400	28.85%

iii) The company has only one class of share capital,i.e equity shares having face value of Rs.10 pershare.Each holder is entitled to one vote per share.

Note 2 - Reserves And Surplus

Particulars	As at	As at
	31st March 2019	31st March 2018
	Rs.	Rs.
Capital Reserve:		
Revaluation Reserve (On Revaluation of Capital Asset (Land at Gulbarga) into Stock in trade)		
Balance at the beginning of the year	38,158,294	38,158,294
Additions during the year	-	-
	<u>38,158,294</u>	<u>38,158,294</u>
Statutory Reserve (Under RBI Act)		
Balance at the beginning of the year	19,255,103	17,576,641
Add: Transfer from Profit & Loss Account	1,369,318	1,678,462
	<u>20,624,421</u>	<u>19,255,103</u>
Surplus in Profit & Loss Account:		
Balance at the beginning of the year	59,495,245	54,640,552
Add: Profit/(Loss) for the period	6,846,588	7,604,986
Less: Dividend Distribution Tax on Interim Dividend	-	(178,756)
Less: Interim Dividend	-	(893,075)
Less: Transferred to Statutory Reserve Fund (20%)	(1,369,318)	(1,678,462)
	<u>64,972,515</u>	<u>59,495,245</u>
Total	<u>123,755,230</u>	<u>116,908,642</u>

Note 3 - Money Received Against Share Warrants/ Convertible Securities

Particulars	As at	As at
	31st March 2019	31st March 2018
	Rs.	Rs.
Balance at the beginning of the year	12,375,000	-
Add: Received During year	-	12,375,000
Less : Shares issued during the year	-	-
Less : Share warrants forfeited	-	-
Total	12,375,000	12,375,000

Note 3a: As per the Special Resolution passed in the Extra Ordinary General Meeting held during the year 2017-18, 9,00,000 Warrants/Convertible securities are allotted with an option to convert them into Equity Shares within 18 months from the date of allotment of warrants at a price of Rs. 55/- per share. The amount received during the year 2017-18 against share warrants/ Convertible securities represents 25% of the value of approved conversion price. If the option of conversion is not exercised, 25% of the value approved for conversion price is to be forfeited.

Note 4 - Long Term Borrowings

Unsecured loan

- from related parties

	2,991,500	2,991,500
Total	2,991,500	2,991,500

Note 5 - Deferred Tax Liabilities/(Asset)

Fixed Assets

Others

	(161,900)	-
	(57,700)	1,196,457
Total	(219,600)	1,196,457

Note 6 - Long Term Provisions

Provision for Gratuity

	417,635	-
Total	417,635	-

Note 7 - Short Term Borrowings

Secured Loan

- from financial institution - repayable on demand

	4,803,839	-
Total	4,803,839	-

Note 7a :

Loan from Maheshwari Souhartha Credit Co - Operative Limited :

i. Security - The Loan is guaranteed by Promoter Directors

ii. Loan amount - 25,00,000

iii. Tenure of the Loan - Repayable on Demand

iv. Rate of Interest - 15% Per Annum Monthly Rests

Note 7b :

Loan from Fin Stars Capital Limited :

i. Security - Exclusive first charge over specified receivable of the company created out of the loan & Personal guarantee of Managing Director.

ii. Loan Amount - 25,00,000

iii. Tenure of the Loan - 12 Monthly EMIs

iv. Rate of Interest - 17% Per Annum.



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GILADA FINANCE & INVESTMENTS LIMITED
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Note 8 - Trade Payables

Particulars	As at	As at
	31st March, 2019	31st March, 2018
	Rs.	Rs.
Trade payables (see note a)	727,886	858,351
Total	727,886	858,351

Note 8a: As per data available with management, there are no dues to micro and small enterprises

Note 9 - Other Current Liabilities

Statutory liabilities	232,991	243,173
Unclaimed dividend	258,042	258,042
Advance received	100,000	-
Others	62,800	-
Total	653,833	501,215

Note 10 - Short Term Provisions

Provision against Standard Assets	296,452	186,016
Bonus Payable	221,970	-
Total	518,422	186,016

Note 12 - Non Current Investments

Investment in Property

Land and residential building at Vijayapura	1,337,000	1,307,000
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Non Current Investments(Unquoted)

Investments in Equity Instruments		
- Investment in Equity Shares of Mahesh Vidya Bhavan 5,000 (Previous period 5,000) Number of shares having face value of Rs.10 each	50,000	50,000
- Investment in Equity Shares of Soumya Minerals (P) Ltd 50,000 (Previous period 50,000) Number of shares having face value of Rs.10 each	500,000	500,000
- Investment in Equity Shares of Maheshwari Souhartha Credit Co - Operative Limited 2,500 (Previous period - Nil) Number of shares having face value of Rs.10 each,	25,000	-
Total	1,912,000	1,857,000

Note 13 - Long Term Loans and Advances

Loans & Advances		
-Related Parties (Unsecured, considered good)	24,645,675	19,639,505
	24,645,675	19,639,505
-Loans to customers		
Secured, considered good	109,719,551	72,812,628
considered doubtful	-	-
Less: Provision for Doubtful advances	(2,609,621)	(2,361,845)
	107,109,930	70,450,783
-Deposits with others	230,000	101,664
Total	131,985,606	90,191,952



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Note 14 -Other Non Current Assets

Particulars	As at	As at
	31st March, 2019	31st March, 2018
	Rs.	Rs.
Pre Operative Expenditure	1,823,232	2,284,123
Total	1,823,232	2,284,123

Note 15 - Inventories

Stock in Trade - Land at Gulbarga	38,500,000	38,500,000
Total	38,500,000	38,500,000

Note 16 - Cash And Cash Equivalents

Balances with banks in -		
- Current Account	1,812,645	29,303,077
- Fixed deposit	314,262	313,954
Cash on hand	150,458	190,658
Total	2,277,365	29,807,689

Note 17 - Short Term Loans and Advances

Advance to suppliers	7,393	17,754
Balances with government authorities	-	35,897
Tax paid in advance less provisions	2,428,120	1,105,522
Total	2,435,513	1,159,173

Note 18 -Other Current Assets

Accrued Interest	1,181,735	80,137
Staff Advances	47,626	-
Other current assets	80,000	4,554,466
Total	1,309,361	4,634,603

Note 19 - Revenue from Operations

Particulars	For the year ended	For the year ended
	31 March 2019	31 March 2018
Interest on Loans and Advances	31,228,208	24,847,631
Processing Fees & Other Charges	2,126,784	984,668
Bad debts w/off Recovered	45,200	125,550
Total	33,400,192	25,957,849

Note 20 - Other Income

Particulars	For the year ended	For the year ended
	31 March 2019	31 March 2018
Rent Income	30,425	30,400
Cheque Bounce Charges	33,352	-
Interest on F.D. with Bank	18,874	19,186
Miscellaneous income	11,469	-
Total	94,120	49,586



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Note 21 - Employee Benefit Expense

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Salaries and wages	9,471,645	3,252,544
Directors Remuneration	1,800,000	1,800,000
Gratuity	417,635	-
Total	11,689,280	5,052,544

Note 22 - Finance Costs

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Interest expense	233,545	150,279
Other borrowing costs	95,034	77,393
Total	328,579	227,672

Note 23 - Other Expenses

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Advertisement Expenses	108,548	174,626
Amortisation of Preoperative Expenditure	460,891	-
Bad debts written off	6,848,876	1,465,387
Communication Expenses	164,457	172,662
Hire Purchase Expenses	-	310,302
Legal Charges	803,520	205,089
Loss on sale of seized vehicle	404,240	2,668,459
Power Charges	44,735	41,026
Printing & Stationery	101,285	200,097
Professional & Consultancy Charges	965,598	205,368
Provision for bad & doubtful debts	247,776	836,266
Provision against standard assets	110,436	(48,940)
Rent	353,400	527,210
Repairs and maintenance -		
Vehicles	86,308	486,154
Others	126,068	98,330
Rates & Taxes (excluding taxes on income)	432,214	191,574
Share Listing and Share Transfer Expenses	390,743	669,766
Travelling & Conveyance Expenses	315,644	324,648
Miscellaneous expenses	934,058	900,245
Total	12,898,797	9,428,268

Note 23a - Miscellaneous Expenses Include Payment To Auditors

Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
Audit fees	125,000	118,000
Other Services	-	29,500
Total	125,000	147,500

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NOTE 11 - PROPERTY, PLANT AND EQUIPMENT

Particulars of the Fixed Assets	Cost			Depreciation / Amortization				Net Block		
	As at 1st April, 2018 Rs.	Additions during the year Rs.	Deductions during the year Rs.	As at 31st March, 2019 Rs.	Upton 1st April, 2018 Rs.	For the year* Rs.	On Deductions Rs.	Upto 31st March, 2019 Rs.	As at 31st March, 2019 Rs.	As at 1st April, 2018 Rs.
TANGIBLE ASSETS										
Furniture & Fixtures	1,618,197	-	-	1,618,197	1,160,423	235,919	-	1,396,342	221,854	457,774
Vehicles	516,357	-	-	516,357	392,457	65,744	-	458,201	58,156	123,900
Office Equipment	922,289	121,592	-	1,043,881	534,763	342,870	-	877,633	166,248	387,526
Computer	1,405,748	40,678	-	1,446,426	1,072,912	311,928	-	1,384,840	61,586	332,836
Total	4,462,591	162,270	-	4,624,861	3,160,555	956,461	-	4,117,016	507,844	1,302,036
INTANGIBLE ASSETS										
Softwares	664,125	-	-	664,125	260,521	7,780	-	268,301	395,824	403,604
Total	664,125	-	-	664,125	260,521	7,780	-	268,301	395,824	403,604
Grand Total	5,126,716	162,270	-	5,288,986	3,421,076	964,242	-	4,385,318	903,668	1,705,640
Previous year	4,318,352	808,364	-	5,126,716	2,952,634	468,442	-	3,421,076	1,705,640	

Related Parties Note 24

Related Party Transactions

Description of relationship

Name of related party

Managing Director	Rajgopal Gilada
Whole Time Director	Sampath Kumar Gilada
Chief Executive Officer	Prashant Banerjee
Company Secretary	Monica Gandhi
Relative of Director	Sangeeta Gilada
Common Directors	Gita Refractories Private Limited
Director of the Company is Partner	Prestress Steel LLP
Common Directors	Rajvaibhav Enterprises Private Limited
Common Directors	Sahyadri Renewable Energy Private Limited

Details of Transactions

**Amount in Rs.
2018-19**

**Amount in Rs.
2017-18**

Rajgopal Gilada		
Remuneration	1,200,000	1,200,000
Sampath Kumar Gilada		
Remuneration	600,000	600,000
Prashant Banerjee		
Salary	2,499,996	1,069,442
Monica Gandhi		
Salary	424,319	-
Sangeeta Gilada		
Salary	480,000	300,000
Gita Refractories Private Limited		
Unsecured loan given	29,166,100	-
Repayment received	22,115,096	-
Interest	1,298,225	-
Expense Reimbursement	-	369,593
Prestress Steel LLP		
Unsecured loan given	29,250,000	25,650,000
Repayment received	19,665,293	27,165,037
Interest	2,041,243	1,515,037
Rajvaibhav Enterprises Private Limited		
Interest	1,200,000	1,200,000
Repayments Received	1,080,000	1,080,000
Sahyadri Renewable Energy Private Limited		
Unsecured loan given	-	1,241,643
Interest	510,487	2,325,645
Repayments Received	15,145,849	3,083,258
Balances outstanding at the end of the year		
Payables		
Rajgopal Gilada	2,991,500	2,991,500
Sampath Kumar Gilada	47,500	47,500
Receivables		
Gita Refractories Private Limited	8,223,549	4,143
Prestress Steel LLP	11,421,826	-
Rajvaibhav Enterprises Private Limited	5,000,000	5,000,000
Sahyadri Renewable Energy Private Limited	-	14,635,362



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Note 25 - Earning per Share :

(a) The amount used as the numerator in calculating basic and diluted earnings per share is the net profit after tax for the year disclosed in the Profit and Loss Account.

(b) The weighted average number of equity shares used as the denominator in calculating basic earnings is 35,12,300 (P Y 35,12,300) and diluted earnings per share is 42,29,691 (P Y 35,12,300)

Note 26 - Contingent Liability:

Disputed income tax liability for AY 2006-07 - Rs. 4,71,011/-. This demand is on account of deductions claimed u/s 10(23)(G) and disallowance u/s 14A & 37 of the Income Tax Act, 1961.

Note 27 - Agency Agreement:

Company (Principal) has entered into agency agreement with Mr. Siddanna Hugar (agent) on 4th September 2010. As per the agreement the agent shall carry out the business in the name of the principal in the field of finance & investments by way of vehicle loan or any other loan as per the instructions of the Principal. All the agreements of loan shall be entered by the express consent of the Principal and same shall be signed only by the Principal. As per the agreement, agent is not given any authority to sign on documents on behalf of the company.

However, in previous years agent issued NOC for about 35 cases without closure of loans. The issue of NOC without closure of loans by the agent resulted in the the customers cancelling the Hypothecation of Vehicles in RTO office and insurance records. Company took over the house property of agent as against the dues of customers. However the market value of house property is sufficient to recover the dues of only seven customers. The company has written off the dues of remaining customers in its books.

Note 28

a) Estimated amount of contracts remaining to be executed on capital account and not provided for Rs.Nil. (31st March 2018 -Rs. Nil)

b) The amount of uncalled liability on shares and other investments partly paid Rs.Nil(31st March 2018 -Rs. Nil)

c) Estimated amount of other contracts remaining to be executed and not provided for Rs.Nil.(31st March 2018 -Rs. Nil)

Note 29 - The previous years figures have been regrouped/restated wherever necessary to conform with current years classification.



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Note – 30

Significant Accounting Policies

1. CORPORATE INFORMATION

Gilada Finance & Investments Limited is a public Company incorporated in India under the provisions of the erstwhile Companies Act, 1956. Its shares are listed on Bombay Stock Exchange. The Company is Non-banking Financial Company which is registered with Reserve Bank of India ("RBI"). The Company engaged in the business of lending and primarily deals in vehicle financing, small business loans and mortgage loans.

Company is registered as Non – Banking Financial Company (NBFC) and is adhering the regulatory and disclosure standards as applicable to NBFC – ND – NSIs.

2. ACCOUNTING POLICIES

i. Basis of Preparation:

These financial statements are prepared under the historical cost convention on an accrual basis, to comply, in all material aspects, with all the applicable accounting principles in India, the applicable accounting standards notified u/s 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013. The accounting policies adopted in the preparation of financial statements are consistent with those used in the previous year.

All assets and liabilities have been classified as current or non-current, wherein applicable as per the operating cycle of the Company as per the guidance as set out in the Schedule III of the Companies Act, 2013.

ii. Use of Estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the period reported. Actual results could differ from those estimates. Any revision to accounting estimates is recognized in accordance with the requirements of the respective accounting standard.

iii. Classification and Provisioning of Loan Portfolio:

Classification:

- a. Standard asset shall mean the asset in respect of which, no default in repayment of principal or payment of interest is perceived and which does not disclose any problem or carry more than normal risk attached to the business.
- b. Non-Performing Asset shall mean an asset, in respect of which, interest/principal has remained overdue for a period of six months or more.
- c. Sub – Standard Asset shall mean an asset which has been classified as non-performing asset for a period not exceeding 18 months.
- d. Doubtful asset shall mean an asset which remains as substandard asset for a period exceeding 18 months.

Provisioning Requirements:

Standard Assets	0.25%
Sub Standard Assets	10%
Doubtful Assets – Unsecured Portion	100%
Doubtful Assets – Secured Portion	
• Up to one year	20%
• One to three years	30%
• More than three years	50%

iv. Revenue Recognition:

- a. Interest income is accounted for on accrual basis, except where interest and/ or installment of principal repayment due on Non-Performing Assets (NPA)*. Interest in respect of such loan accounts and receivable is taken credit on actual receipt basis. Interest income from Investments is accounted for on accrual basis, except income on non performing investments.
- b. Loan processing fees collected from members are recognised on an upfront basis at the time of disbursement of the loan.
- c. Interest income on deposits with banks is recognised on time proportion accrual basis taking into account the amount outstanding and the rate applicable.

(*) An asset is classified as NPA as and when it falls under the definition given in Direction No. 12 (3) (v) vide RBI Master Direction No., DNBR.PD.007/03.10.119/2016-17 dated September 01, 2016 as amended from time to time.

For the current financial year an account is classified as NPA if the period of overdue is "180 days or more"

v. Investments:

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments. Long term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments. On disposal of an investment the difference between carrying amount and net disposal proceeds are charged or credited to the statement of profit and loss.

vi. Property, Plant and Equipment:

Fixed assets are stated at cost of acquisition including incidental expenses. All costs directly attributable to bringing the asset to the working condition for its intended use including financing costs are also capitalized.

Depreciation is provided on WDV Method on the basis of useful life under Schedule II to the Companies Act, 2013 are as under:

a. Office Equipment's	:	5
b. Computer and hardware	:	3
c. Furniture & Fixtures	:	10
d. Vehicles	:	10

vii. Borrowing Costs:

Borrowing costs consists of interest and other costs that an entity incurs in connection with the borrowing of funds. Ancillary borrowing costs including processing fee incurred in connection with arrangement of borrowing are recognised in the period in which they are incurred.

viii. Cash & Cash Equivalents:

Cash and Bank balances include Cash in hand, Bank Balances, Bank Deposits and corporate deposits.

ix. Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

x. Taxes on Income:

Tax expenses comprise current tax, deferred taxes and prior period taxes. Current income tax at the amount expected to be paid to the tax authorities in accordance with Income Tax Act.

Deferred income taxes reflect the impact of the current year timing differences between taxable income and accounting income for the year. Deferred tax is measured based on current tax rates.

xi. Provisions & Contingencies:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events, it is probable that there will be an outflow of resources and a reliable estimate can be made of the amount of the obligation. The company does not provide for a contingent liability but discloses its existence in the financial statement.

xii. Earnings per equity share:

The Company reports basic and diluted earnings per share in accordance with Accounting Standard-20 on "Earning per Share". Basic earnings per share are computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

xiii. Employee Benefits

Provident Fund: Company is due for registration under Provident Fund Act and is in the process of obtaining registration.

Gratuity: Provision for Gratuity is made as per the provisions of the Payment of Gratuity Act.

xiv. Impairment of Assets:

At the balance sheet date, the Company reviews the carrying amount of fixed assets to determine whether there is any indication that those assets suffered an impairment loss and provides, if any.



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xv. Prior Period and Extra Ordinary items:

Prior period and extraordinary items, and changes in accounting policies, having a material impact on the financial affairs of the company are disclosed.

	For and on behalf of the Board	
	Rajgopal Gilada Managing Director DIN – 00307829	Sampath Kumar Gilada Whole Time Director DIN – 02144736
Place: Bengaluru Date: May 24, 2019	Prashant Banerjee Chief Executive Officer	Sangeeta Gilada Chief Financial Officer
	Monica Gandhi Company Secretary A38976	



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Annex II

Schedule to the Balance Sheet of a NBFC

			(₹ in lakhs)		
Particulars					
Liabilities side			Amount outstanding	Amount overdue	
(1)	Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :				
	(a)	Debentures : Secured		-	-
		: Unsecured (other than falling within the meaning of public deposits*)		-	-
	(b)	Deferred Credits		-	-
	(c)	Term Loans		-	-
	(d)	Inter-corporate loans and borrowing		-	-
	(e)	Commercial Paper		-	-
	(f)	Public Deposits*		-	-
	(g)	Other Loans – OD facility from banks & Financial institution		52.91	-
* Please see Note 1 below					
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :				
	(a)	In the form of Unsecured debentures		-	-
	(b)	In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		-	-
	(c)	Other public deposits		-	-
* Please see Note 1 below					
Assets side			Amount outstanding		
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :				
	(a)	Secured		1097.20	
	(b)	Unsecured		246.46	
(4)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities				
	Lease assets including lease rentals under sundry debtors :				
	(i)	(a)	Financial lease		
		(b)	Operating lease		
	Stock on hire including hire charges under sundry debtors :				
	(ii)	(a)	Assets on hire		
		(b)	Repossessed Assets		
	Other loans counting towards AFC activities				
(iii)	(a)	Loans where assets have been repossessed			
	(b)	Loans other than (a) above		-	
(5)	Break-up of Investments				
	Current Investments				
	Quoted				
	1	(i)	Shares		
			(a) Equity		-
		(b) Preference		-	
	(ii)	Debentures and Bonds			-
	(iii)	Units of mutual funds			-
(iv)	Government Securities			-	
(v)	Others (please specify)			-	



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Unquoted				
2.	(i)	Shares		
		(a) Equity	-	
	(b) Preference	-		
	(ii)	Debentures and Bonds	-	
	(iii)	Units of mutual funds	-	
	(iv)	Government Securities	-	
(v)	Others (please specify)	-		
Long Term investments				
Quoted				
1.	(i)	Share		
		(a) Equity	-	
		(b) Preference	-	
	(ii)	Debentures and Bonds	-	
	(iii)	Units of mutual funds	-	
	(iv)	Government Securities	-	
(v)	Others (please specify)	-		
Unquoted				
2.	(i)	Shares		
		(a) Equity	5.75	
		(b) Preference	-	
	(ii)	Debentures and Bonds	-	
	(iii)	Units of mutual funds	-	
	(iv)	Government Securities	-	
(v)	Others (please specify)	-		
Borrower group-wise classification of assets financed as in (3) and (4) above : (Please see Note 2 below)				
Category		Amount net of provisions		
		Secured	Unsecured	Total
1.	Related Parties **		-	-
	(a)	(a)Subsidiaries		
	(b)	(b)Companies in the same group	-	246.46
	(c)	(c)Other related parties	-	-
2.	Other than related parties		1071.09	-
Total				1071.09
Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) : (Please see note 3 below)				
Category			Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
Related Parties **				
1.	(a)	Subsidiaries	-	-
	(b)	Companies in the same group	-	-
	(c)	Other related parties	-	-
2.	Other than related parties		5.75	5.75
Total				
** As per Accounting Standard of ICAI (Please see Note 3)				
Other information				
Particulars			Amount	
Gross Non-Performing Assets				
(i)	(a)	Related parties	-	
	(b)	Other than related parties	152.90	
Net Non-Performing Assets				
(ii)	(a)	Related parties	-	
	(b)	Other than related parties	126.80	
(iii)	Assets acquired in satisfaction of debt		-	



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CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of

Gilada Finance And Investments Limited

105, R R Takt 37 Boopasandra Main Road

Bangalore KA 560094 IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Gilada Finance And Investments Limited having CIN L65910KA1994PLC015981 and having registered office at # 105, R R Takt 37 Boopasandra Main Road Bangalore KA 560094 IN (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place:Pune

Date :01/08/2019

Signature

Name:Varun Nashine (Partner)

Membership No.: 49574

CP No.:17975



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CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Gilada Finance and Investments Ltd
105 R RTakt, 37 Bhoopasandra Main Road,
Sanjaynagar, Bangalore- 560094,

We, Gnanoba & Bhat, Chartered Accountants (Firm's Registration No.: 000939S), as Statutory Auditors of GILADA FINANCE AND INVESTMENTS LIMITED ("The Company"), having its Registered office at # 105 R R Takt, 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, 2019 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 GNANOBA & BHAT
Chartered Accountants
Firm's Registration No. 000939S

Date: 13.08.2019
Place: Bangalore

GNANOBA K R
Partner
M. No. 023137



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**25TH ANNUAL GENERAL MEETING
GILADA FINANCE AND INVESTMENTS LIMITED**

*Venue: Hotel Kanishka 2, 2nd Main Rd, Near Freedom Park, Gandhi Nagar, Bengaluru -560009, Karnataka
Timing: 11:00 A.M.*

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 for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the Hotel Kanishka 2, 2nd Main Rd, Near Freedom Park, Gandhi Nagar, Bengaluru, Karnataka and at any adjournment thereof in respect of such resolutions as are indicated below:



Reliable
Renewable
Responsible

GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981

80

25th
Annual Report
2018-2019

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 2019, report of Director's and Auditor's for the financial year March 31, 2019		
2.	To appoint a director in place Mr. Sampathkumar Gilada (DIN: 02144736) who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To approve the overall limit of Managerial Remuneration exceeding eleven percent		

* Applicable for investors holding shares in Electronic form.

Affix
Revenue
Stamps

Signed this _____ day of _____ 2019

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.

Gilada Finance and Investments Limited

CIN: L65910KA1994PLCO15981

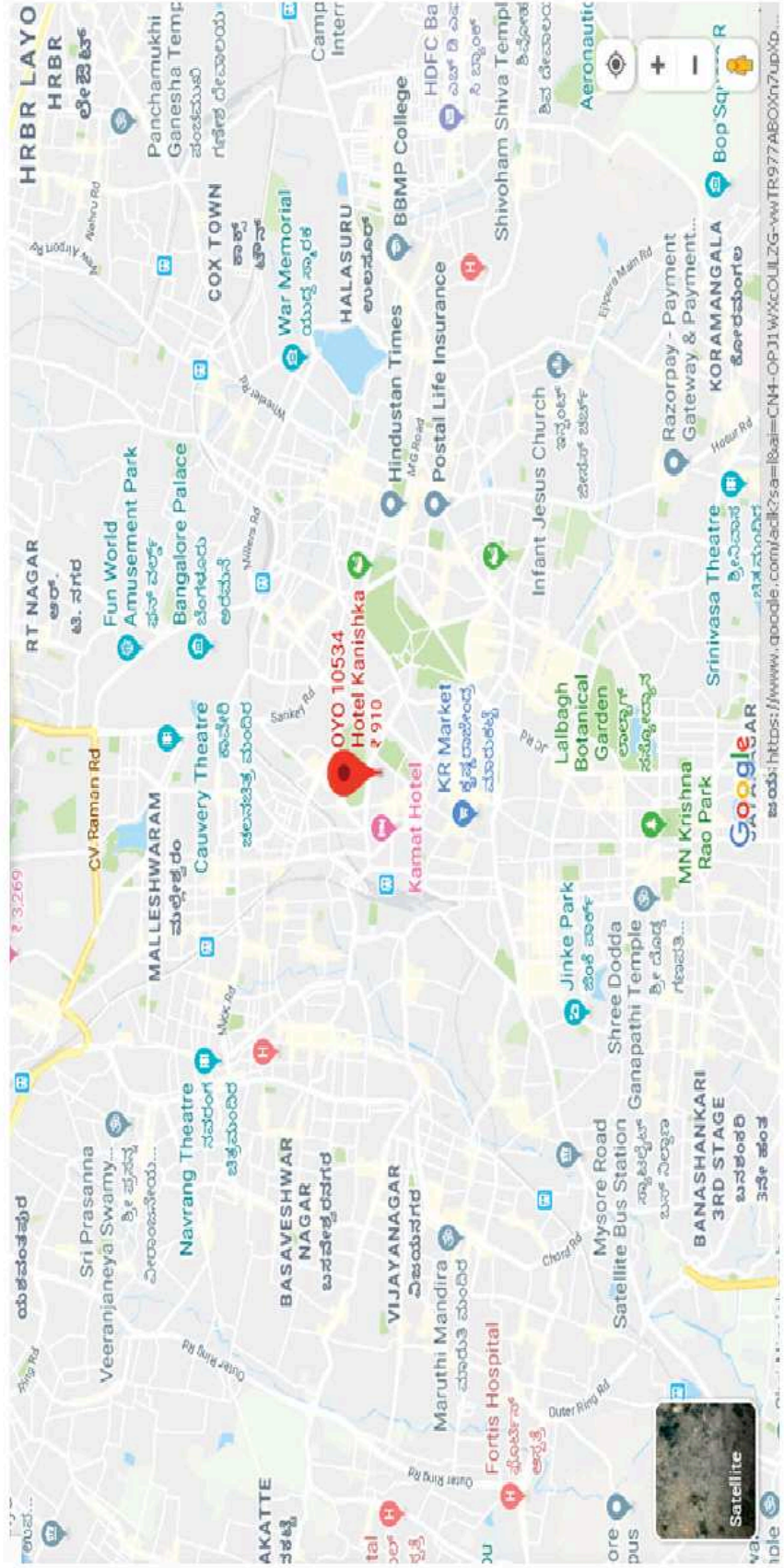
Registered Office: # 105, R RTakt,

37 Bhoopasandra Main Road, Sanjaynagar, Bangalore- 560094

Route Map for the 25th Annual General Meeting Venue

Hotel Kanishka, 2, 2nd Main Rd, Gandhi Nagar,

Bengaluru – 560009, Karnataka





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Renewable
Responsible

GILADA FINANCE & INVESTMENTS LIMITED
CIN: L65910KA1994PLC015981



Reliable
Renewable
Responsible

Gilada

FINANCE & INVESTMENTS LIMITED

25th *Annual Report* 2018-2019

Registered Office:

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

Ph: 080-40620000(30 Lines), Fax: 080-40620008,

Email: p.banerjee@giladagroup.com, Website: www.gfil.co.in



Reliable
Renewable
Responsible

Gilada

FINANCE & INVESTMENTS LIMITED

Registered Office :

#105, "R.R. Takt"

37, Bhoopsandra Main Road, Sanjaynagar
Bangalore - 560 094, Karnataka, India.

Tel : +91.80.4062 0000 (30 Lines)

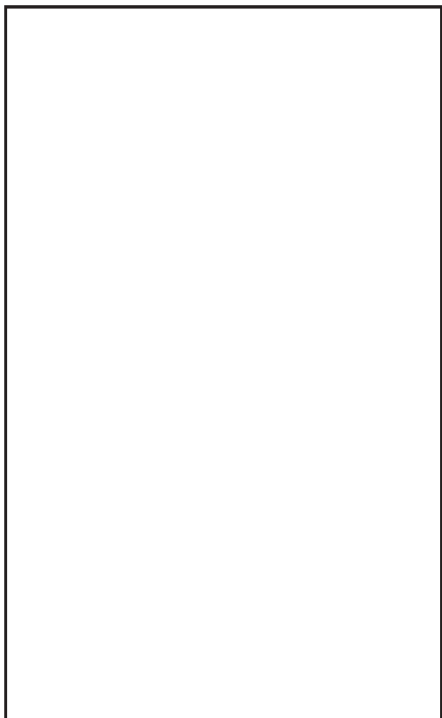
Fax : +91.80.4062 0008

p.banerjee@giladagroup.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

K V Prabhakar

Independent Director

A Ramanathan

Independent Director

Key Managerial Personnel

Prashant Banerjee

Chief Executive Officer

Sangeeta Gilada

Chief Financial Officer

Monica Geeta Gandhi

Company Secretary & Compliance Officer

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

p.banerjee@giladagroup.com

cs@giladagroup.com

www.gfil.co.in

Bankers :

State Bank of India

Auditors :

M/s Gnanoba & Bhat

Chartered Accountants

No. 45, Annamalai Arcade, 1st Floor, 1st Cross

Wilson Garden, Hosur Main Road, Bengaluru – 560027

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

Branches:

Gulbarga

No. 18, Chember Complex, Super Market, Gulbarga - 585101

Peenya

B-376, 3rd Floor, 9th Cross, Peenya Industrial Estate, Phase I,
Bangalore - 560058

Bidar

Shop No. 19, KHB Complex, Near RTO Office

Pratap Nagar, Noubad, Bidar, Karnataka

COVER



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Responsible

If Undelivered, Please return to :

GILADA FINANCE & INVESTMENTS LIMITED

Registered Office : #105, "R.R. Takt" 37,
Bhoopsandra Main Road, Sanjaynagar, Bengaluru - 560 094

Tel. : +91-80-4062 0000 (30 Lines), **Fax :** +91.80.4062 0008

Email : md@giladagroup.com, rggilada@gmail.com,
cs@giladagroup.com

Website : www.gfil.co.in