GILADA GROUP Reliable Renewable Responsible

GILADA FINANCE & INVESTMENTS LTD

(A BSE Listed NBFC Company)
Regd Office : #105, "RR TAKT",
37, Bhoopasandra Main Road, Sanjaynagar, Bangalore-560094. **India**
Tel : 080-40620000 (30 Lines) **Fax :** 080-40620008
Email : md@giladagroup.com **Website :** www.gfil.co.in

Date: 01/10/2021

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

Sub: Scrutinizer's Report and Voting results on resolutions as per the Notice dated 31st August 2021 of 27th Annual General Meeting.

Ref: Scrip Code- 538788

Dear Sir/Madam,

Pursuing to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed herewith the Scrutinizer Report and the Voting results in respect of the E-voting on the resolutions item no. 1 to 6 as per notice dated 31st August 2021 of 27th Annual General Meeting of the Company held on 30th September 2021.

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

Thanking you,

Yours faithfully

For **Gilada Finance and Investments Limited**

GILADA FINANCE & INVESTMENTS LTD. GILADA GROUP BANGALORE

Iswariya Rajan
Company Secretary and Compliance Officer
M.No.A52673

Encl.: As Above

Branch : Peenya # B-376, 3rd Floor, 9th Cross, Peenya Industrial Estate, Phase-1, Bangalore-560058, Office : 080-43717195 Mob : 9513888640
GSTIN : 29AAACG5272D2ZP **CIN :** L65910KA1994PLC015981

Consolidated Scrutinizer's Report
[Pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and Companies (Management and Administration) Amendment Rules, 2015]

To,
The Chairman of 27th Annual General Meeting of the Equity Shareholders of Gilada Finance And Investments Limited held on Thursday, 30th September, 2021 at 12:00 P.M. through electronic mode [Video Conferencing ("VC") or other audio visual means ("OAVM")]

Dear Sir,

I Varun Nashine Company Secretary in practice, Partner- SAND & Associates have been appointed as the Scrutinizer by the Board of Directors of Gilada Finance And Investments Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rules 20 of the Companies (Management Administration) rules 2014 as amended by Companies (Management & Administration) Amendment Rules, 2015 to conduct Remote E-Voting as well as Electronic System (E-Voting) at the 27th Annual General Meeting(AGM) of Gilada Finance And Investments Limited on Thursday, September 30th, 2021 at 12.00 p.m. IST through two-way video conferencing ("VC") or other audio-visual means ("OAVM").

The Annual General Meeting ("AGM") of the Company was held on Thursday, September 30th, 2021, at 12:00 pm through two-way Video Conferencing (VC) or other audio visual means ('OAVM') and the voting for items had been transacted as per the Notice to this AGM was only through remote electronic voting process and Electronic System (E-Voting) during the AGM, pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the General Circulars No. 20/2020 dated 5th May, 2020, read with circulars dated gth April, 2020 and 13th April, 2020 and General Circular No.02/2021 dated 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 1th May, 2020 read with circular dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI"} commonly referred to as "MCA & SEBI CIRCULARS".

Further, pursuant to the MCA & SEBI Circulars, the Notice of the AGM along with the Annual Report for FY 2020-21 was sent in electronic form only to those members whose email addresses were registered with the Company / Depositories. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited ("BSE") at www.bseindia.com and the AGM Notice is also available on the website of National

Varun

SAND & ASSOCIATES CS UIN:P2017MH060400

Securities Depository Limited ("NSDL") (agency for providing the Remote E-Voting Facility) i.e. www.evoting.nsdl.com.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto for the time being in force) with regard to voting through electronic means (by remote E-Voting) on the resolutions proposed in the Notice of the 27th AGM of the Company is the responsibility of the management.

The Quorum of the AGM was 29 Members. Members attended the Meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

Since the AGM was held pursuant to the MCA Circulars through VC or OAVM, physical attendance of Members had been dispensed with.

My responsibility as a Scrutinizer is to render Scrutinizer's Report of the votes cast "in favour" or "against" or "invalid" votes, in any on the resolutions contained in the Notice of AGM, based on the reports generated from the e voting system provided by National Securities Depositary Limited (NSDL), in tandem with the reconciliation of the records maintained by the Company / NSDL.

DISPATCH OF NOTICE CONVENING THE MEETING:

The Notice dated 31st August, 2021 convening the 27th Annual General Meeting (AGM) along with statement setting out material facts under Section 102 of the Companies Act, 2013 were dispatched to the members of the Company in respect of the below mentioned resolutions to be passed at 27th AGM of the Equity Shareholders of the Company held on the Thursday, 30th September 2021.

CUT OFF DATE:

The voting rights were reckoned as 22nd September, 2021 being the cutoff date for the purpose of deciding the entitlement of members for remote E-Voting.

REMOTE E-VOTING:

The Company has availed services of National Securities Depositary Limited (NSDL) as the agency for providing the remote E-Voting platform.

The remote E-Voting period was open from Sunday, 26th September, 2021 at 9:00A.M. to Wednesday, 29th September, 2021 at 5:00P.M.

SAND & ASSOCIATES CS UIN:P2017MH060400

The vote cast under remote E-Voting facility was thereafter unblocked in the presence of two witnesses who were not in the employment of the Company. I have scrutinized and reviewed the remote E-Voting and votes tendered therein based on the data downloaded from the NSDL E-Voting system.

I submit herewith my Consolidated Scrutinizer's Report on the results of voting as under:-

Item 1: Ordinary Resolution

Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2021 including Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss for the period ended 31st March, 2021 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.

Total Number of Members Voted			Total Number of votes cast		
42			2109192		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	2109191	99.99995	1	0.00005	Nil

The Resolution as mentioned in item No. 1 of the Notice of the 27th AGM stands passed with requisite majority.

Item 2: Ordinary Resolution

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.

Total Number of Members Voted			Total Number of votes cast		
42			2109192		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	2109191	99.99995	1	0.00005	Nil

SAND & ASSOCIATES CS UIN:P2017MH060400

The Resolution as mentioned in item No. 2 of the Notice of the 27th AGM stands passed with requisite majority.

Item 3: Ordinary Resolution

Appointment of Statutory Auditor

"RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any of the Companies Act, 2013 ('the Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. BENNUR NAGARAJA & CO, Chartered Accountant (Proprietor Membership No. 024163) Bangalore , who have confirmed their eligibility in terms of the provisions of Section 141 of the Act and Rule 4 of Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as statutory auditors of the Company for a period of five (05) years to hold office from the conclusion of the 27th Annual General Meeting until the conclusion of the 32nd Annual General Meeting of the Company at a remuneration as may be decided by the Board of Directors of the Company.

Total Number of Members Voted			Total Number of votes cast		
42			2109192		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	2109191	99.99995	1	0.00005	Nil

The Resolution as mentioned in item No- 3 of the Notice of the 27th AGM stands passed with requisite majority.

Item No. 4 : Special Resolution

To approve the overall limit of Managerial Remuneration exceeding eleven percent

"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 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 2021-22.

SAND & ASSOCIATES CS UIN:P2017MH060400

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.

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."

Total Number of Members Voted			Total Number of votes cast		
42			2109192		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	2108791	99.980988	401	0.019012	Nil

The Resolution as mentioned in item No- 4 of the Notice of the 27th AGM stands passed with requisite majority.

Item No. 5 : Special Resolution

To consider and approve the re-appointment of Mr.Rajgopal Gilada as Managing Director of the Company

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee, and subject to the approval of members and in accordance with the provisions of Sections 196,197,198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any Statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013 and enabling provisions of the Articles of Association of the Company , the Board of Directors of the Company be and is hereby accorded to the re-appointment of Mr.Rajgopal Gilada (DIN: 00307829) , as Managing Director of the Company for a period of 5 years with effect from 01st July 2021 to 30th June 2026, with a consolidated salary of Rs 1,00,000 as well as the payment of Salary, Commission and perquisites if any (hereinafter referred to as "remuneration") upon the terms and conditions as detailed shown below under the terms and conditions hereto, which is hereby approved and sanctioned with authority of the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors and Mr. Rajgopal Gilada.

SAND & ASSOCIATES CS UIN:P2017MH060400

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and is hereby authorised to do all such acts , deeds and things as may be deemed necessary, proper, desirable or expedient to give effect to this resolution including alteration and variation in such terms of remuneration so as to not exceed the limits specified in overall ceiling of the total managerial remuneration as provided under Section 197 read with Schedule- V of the Companies Act, 2013 or such other limits as may be prescribed from time to time".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of Directors or Director(s) to give effect to the aforesaid resolution."

Total Number of Members Voted			Total Number of votes cast		
42			2109192		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	2109191	99.99995	1	0.00005	Nil

The Resolution as mentioned in item No- 5 of the Notice of the 27th AGM stands passed with requisite majority

Item No.6 : Ordinary Resolution

Appointment of Mr. Dodballapur Narasimhamurthy Gopal as an Independent Director

"RESOLVED THAT Mr. Dodballapur Narasimhamurthy Gopal (DIN: 09286830) who was appointed by the Board of Directors as an additional director in the Board Meeting held on 31.08.2021 under section 161(1) of the Companies Act, 2013 and who vacates his office at this Annual General Meeting and in respect of whom a notice in writing pursuant to section 160 of the Companies Act, 2013, as amended, has been received in the prescribed manner, be and is hereby appointed as an Independent Director of the Company pursuant to section 149 of the Companies Act, 2013 and Rules made thereunder, for a period of five years with effect from 01.10.2021, up to 30.09.2026.

RESOLVED FURTHER THAT pursuant to the provisions of section 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Mr Dodballapur Narasimhamurthy Gopal (DIN: 09286830) be paid such fees and remuneration

SAND & ASSOCIATES UIN:P2017MH060400

and profit-related commission as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.'

Total Number of Members Voted			Total Number of votes cast		
42			2109192		
Particulars of Voting	Votes in favour of Resolution		Votes Against the Resolution		Invalid Votes
	No.	%	No.	%	
E-Voting	2109191	99.99995	1	0.00005	Nil

The Resolution as mentioned in item No- 6 of the Notice of the 27th AGM stands passed with requisite majority

I hereby confirm based on results made available to me, 42 members have casted there vote through E-Voting platform.

Thanking you,
Yours Faithfully

For SAND & Associates
(Company Secretaries)

Varun

CS Varun Nashine
ACS No. 49574
CP No. 17975
UDIN: Date: A049574C001065787

SAND & ASSOCIATES CS UIN: P2017MH060400

Place: Pune
01/10/2021

General information about company	
Scrip code	538788
NSE Symbol	
MSEI Symbol	
ISIN	INE918C01011
Name of the company	GILADA FINANCE AND INVESTMENTS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2021
Start time of the meeting	12:00 PM
End time of the meeting	01:30 PM

Scrutinizer Details	
Name of the Scrutinizer	VARUN NASHINE
Firms Name	SAND & ASSOCIATES
Qualification	CS
Membership Number	49574
Date of Board Meeting in which appointed	29-08-2020
Date of Issuance of Report to the company	01-10-2021

Voting results	
Record date	27-08-2021
Total number of shareholders on record date	1096
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	8
b) Public	21
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPROVAL OF ACCOUNTS				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2064300	2064300	100	2064300	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2064300	2064300	100	2064300	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	1448000	44892	3.1003	44891	1	99.9978	0.0022
	Poll							
	Postal Ballot (if applicable)							
	Total	1448000	44892	3.1003	44891	1	99.9978	0.0022
Total		3512300	2109192	60.0516	2109191	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				RE-APPOINTMENT OF RETIRING DIRECTOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2064300	2064300	100	2064300	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2064300	2064300	100	2064300	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	1448000	44892	3.1003	44891	1	99.9978	0.0022
	Poll							
	Postal Ballot (if applicable)							
	Total	1448000	44892	3.1003	44891	1	99.9978	0.0022
Total		3512300	2109192	60.0516	2109191	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF STATUTORY AUDITOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2064300	2064300	100	2064300	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2064300	2064300	100	2064300	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	1448000	44892	3.1003	44891	1	99.9978	0.0022
	Poll							
	Postal Ballot (if applicable)							
	Total	1448000	44892	3.1003	44891	1	99.9978	0.0022
Total		3512300	2109192	60.0516	2109191	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				APPROVAL OF PAYMENT OF MANAGERIAL REMUNERATION EXCEEDING 11 %				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2064300	2064300	100	2064300	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2064300	2064300	100	2064300	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	1448000	44892	3.1003	44491	401	99.1067	0.8933
	Poll							
	Postal Ballot (if applicable)							
	Total	1448000	44892	3.1003	44491	401	99.1067	0.8933
Total		3512300	2109192	60.0516	2108791	401	99.981	0.019
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				RE-APPOINTMENT OF MANAGING DIRECTOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2064300	2064300	100	2064300	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2064300	2064300	100	2064300	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	1448000	44892	3.1003	44891	1	99.9978	0.0022
	Poll							
	Postal Ballot (if applicable)							
	Total	1448000	44892	3.1003	44891	1	99.9978	0.0022
Total		3512300	2109192	60.0516	2109191	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				APPOINTMENT OF MR.D.N. GOPAL AS AN INDEPENDENT DIRECTOR				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	E-Voting	2064300	2064300	100	2064300	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2064300	2064300	100	2064300	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	1448000	44892	3.1003	44891	1	99.9978	0.0022
	Poll							
	Postal Ballot (if applicable)							
	Total	1448000	44892	3.1003	44891	1	99.9978	0.0022
Total		3512300	2109192	60.0516	2109191	1	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	