

**Board of Directors****Annual General Meeting**Thursday , 28<sup>th</sup> September, 2017**Paresh Ghanshyambhai Patel**

Managing Director

**Bharat Bhushan Goyal**

Executive Director

**Rohini Karekar ( Resigned w.e.f 21.06.2017)**

Independent Director

**Renuka Maunesh Devera**

Independent Director

**Kunal Doshi ( Resigned w.e.f 13.08.2016)**

Independent Director

**At**SCO- 23-24-25, II<sup>nd</sup> Floor

Sector 34- A

Chandigarh – 160022

**At**

11:00 A.M.

**Banker**

Oriental Bank of Commerce

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, since copy of the Report will not be distributed at the meeting.

**Auditors**

S. Kansal &amp; Associates

Chartered Accountants

Ahmedabad

**Registered Office**SCO- 23-24-25, II<sup>nd</sup> Floor

Sector 34- A

Chandigarh – 160022

**Corporate Office**3<sup>rd</sup> Floor- 424,

Ganj Bazar, Opp. Madhupura Temple,

Madhupura, Shahibaug,

Ahmedabad-380004

**Contents**

Notice.....	2
Directors' Report.....	13
Management Discussion And Analysis.....	19
Auditors Report.....	30

Financial Statements.....	37
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Schedule Forming Part Of Financial Statements.....	40
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Attendance and Proxy Form.....	50
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**GEETANJALI CREDIT AND CAPITAL LIMITED**

Regd. Office: SCO 23-24-25, II<sup>nd</sup> Floor, Sector 34-A, Chandigarh-160022

Corporate Office: 3<sup>rd</sup> Floor - 424, Ganj Bazar, Opp. Madhupura Temple, Madhupura,

Shahibag, Ahmedabad – 380004 CIN : L21012CH1990PLC010869, E-mail ID-

gccl@india.com

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**NOTICE**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the members of Geetanjali Credit And Capital Limited will be held at 11.00 A.M. on, Thursday 28<sup>th</sup> day of September, 2017 at SCO 23-24-25, II<sup>nd</sup> Floor, Sector 34-A, Chandigarh - 160022 to transact the following businesses:

**ORDINARY BUSINESS:**

1. To consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2017, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on that date together with reports of the Board of Directors and Auditors thereon.
2. To Re-appoint Mr. Paresh G. Patel, Executive Director of the Company ( DIN: 07049611), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible , himself for Re-appointment.
3. To re-appoint the Auditor and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of M/s. S. Kansal & Associates, Chartered Accountants, Ahmedabad, as Auditors of the Company, by resolution passed at the 24<sup>th</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 27<sup>th</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

**SPECIAL BUSINESS:**

4. **Appointment of Mr. Shanti Lal Sankhla as an Independent Director of the Company.**

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

“RESOLVED THAT, pursuant to Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Shanti Lal Sankhla (DIN : 02925622)**, who was appointed as an

Independent Director of the Company by the Board of Directors with effect from **21<sup>st</sup> June , 2017** and who holds office till the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose **Mr. . Shanti Lal Sankhla** as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) Consecutive years and he is not liable to retire by rotation.”

**5. Shifting of Registered Office from the Union Territory of Chandigarh to State of Gujarat.**

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

“RESOLVED THAT pursuant to the provisions of section 13(4) read with Rule 30 of the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director/Central Government the consent of the members of the Company be and are hereby accorded to shift the registered office of the Company from the Union Territory of Chandigarh to State of Gujarat.

RESOLVED FURTHER THAT the Clause No. II of the Memorandum of Association of the Company be and is hereby substituted by the following: “The Registered Office of the Company shall be situated in the State of Gujarat.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

**6. Re-Classification of Promoter and Promoter Group:**

To consider and in thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other provisions of the Companies Act, 2013 as may be applicable, consent of the Members be and is hereby accorded for re-classification of existing Promoters and Promoter Group of the Company.”

“RESOLVED FURTHER THAT Promoters and Promoter Group who are seeking re-classification shall be subject to following conditions:-

- a. Such Promoters and Promoter group, shall not directly or indirectly, exercise control, over the affairs of the entity;
- b. Increase in the level of public shareholding pursuant to re-classification of Promoter and Promoter Group shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulations) Rules, 1957, and the provisions of the LODR Regulations;

- c. Disclose the event of such re-classification to the stock exchanges as a material event in accordance with the provisions of these LODR Regulations.**

**SEBI may relax any condition for re-classification in specific cases if it is satisfied about non-exercise of control of the outgoing promoter or its persons acting in concert.”**

**“RESOLVED FURTHER THAT the Director and Compliance Officer of the Company be and is hereby authorized to do all such acts, deeds, things and to submit any of the paper in BSE Ltd. or ROC as may be required to give effect to this resolution.”**

**By order of the board of directors**

**Place : Chandigarh**

**Date : 01.09.2017**

**Paresh Patel  
(Managing Director)**

**NOTES:**

- 1. A statement giving the relevant details of the directors seeking re-appointment under Item No. 4-6, of the accompanying Notice, as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) is annexed herewith.**
- 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member of the company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting.**
- 3. A person can act as a proxy on behalf of Members not exceeding fifty in number 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 the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.**
- 4. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution along with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.**
- 5. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 22<sup>rd</sup> September, 2017 to Wednesday, 28<sup>th</sup> September, 2017 (both days inclusive) for the purpose of Annual General Meeting.**

6. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 related to the special business is annexed.
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/Folio No.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their d-mat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Share Transfer Agent or Company.
10. Members are requested to notify the change of address, if any, to the Company.
11. Members are requested to d-materialize their physical shareholding at the earliest. Your Company has d-materialization connectivity with both NSDL & CDSL and the ISIN of the Company is INE263R01010.
12. To prevent fraudulent transaction, Members are advised to exercise due diligence and notify the Company any change in address or demise of any Members as soon as possible. Members are also advised not to leave their d-mat account(s) dormant for a long. Periodic statement of holding should be obtained from the concerned DP and holding should be verified.
13. The route map showing direction to reach the venue of the 27<sup>th</sup> AGM is annexed to the notice.

**VOTING THROUGH ELECTRONIC MEANS:**

- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Geetanjali Credit And Capital Limited (“the Company”) is pleased to offer e- voting facilities to the Members to cast their votes electronically on all the resolutions set forth in the Notice convening the Twenty Seventh General Meeting (“AGM”) scheduled to be held on Friday, September 29<sup>th</sup>, 2017, at 11.00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)
- The voting period begins at 10.00 A.M. IST on September 25<sup>th</sup>, 2017 and ends at 5.00 p.m. IST on September 27<sup>th</sup>, 2017. During this period, Members of the Company, holding shares either in physical form or in dematerialized form (as on the cut-off date which is September 21<sup>st</sup>, 2017), may cast their vote electronically. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. IST on September 27<sup>th</sup>, 2017.

- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 21, 2017.
- A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 21st, 2017 only shall be entitled to avail the facility of remote e- voting
- The Company has appointed Ajit Santoki, Practicing Company Secretary, Ahmedabad, as the scrutinizer for conducting the e-voting process in a fair and transparent manner and he will submit his report to the chairman within 3 day of conclusion of voting.
- The Results shall be declared on or after the Annual General Meeting (AGM). The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.geetanjalicreditcapital.com](http://www.geetanjalicreditcapital.com) and communicated to the Bombay Stock Exchange Limited, on which shares of the Company are listed.

**Specific Instructions and process to be followed for e-voting:**

- Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- Click on the "Shareholders" tab
- Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- Now Enter your UserID  
For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in d-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in D-mat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both d-mat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>

DOB #	Enter the Date of Birth as recorded in your d-mat account or in the company records for the said d-mat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	<p>Enter the Dividend Bank Details as recorded in your d-mat account or in the company records for the said d-mat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in d-mat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the d-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If D-mat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- xix) Note for Institutional Shareholders**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details they have to create a compliance user should be created who would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**By order of the board of directors**

**Place : Chandigarh**

**Date :01.09.2017**

**Paresh Patel  
(Managing Director)**

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**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:****Item no. 4**

Mr. Shanti Lal Sankhla (DIN: 02925622), who was appointed as an Independent Director of the Company w.e.f.21/06/2017 pursuant to the provisions of Section 161 and other applicable provisions, if any of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and is eligible for appointment.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Director as an Independent Director is now being placed before the Members for their approval.

Mr. Shanti Lal Sankhla (DIN: 02925622), has furnished consent / declaration for his appointment as required under Companies Act, 2013 and the Rules there under.

Save and except Mr. Shanti Lal Sankhla (DIN: 02925622), and his relatives, none of other Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the above Resolution

**Item no. 5**

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Presently the Company's Registered Office is situated in the Union Territory of Chandigarh. Further, the Company is in the business of Finance and Investments for which more potential is seen in the Gujarat. Moreover majority of the directors are also based at Gujarat. Therefore, it is very difficult to co-ordinate the matters from the Union Territory of Chandigarh to the State of Gujarat discharge the statutory obligations related to the registered office.

And since the state of Gujarat is a very advance state in the industrialization of business and has a potential market, therefore if the registered office of the Company is shifted to Gujarat, it shall help to carry on the business activities more economically and efficiently and also help to enlarge the area of its business operations.

The Board considered that in terms of the provisions of section 13(4) of the Companies Act, 2013, the registered office of the Company may be shifted from one state to another by way of approval of the members with special resolution and confirmation of the Company Law Board/Central Government.

None of Director and KMPL is interested in above resolution.

**Item no. 6.**

The Company was in receipt of Application dated 30<sup>th</sup> August, 2017 from below mentioned promoter for re-classify them as public shareholders as currently they are not holding any of the equity shares of the Company.

<b>Sr. No.</b>	<b>Name and Address of Applicant</b>	<b>No. of Shares held as on date of Application</b>
<b>1.</b>	<b>Mr. Bharat Bhushan Goyal</b> House No. 395, Sector- 3C, Ward No. 17, Mandi Gobingarh, Dist: Fatehgarh Sahib,	<b>Nil</b>

As per Regulations 31 A(6) of SEBI LODR Regulations, 2015, promoter or promoter group can re-classify them as public shareholder if the Company is professionally managed Company or if there shareholding is below 1 %.

Further, Mr. Bharat Bhushan Goyal, does not have any special rights through formal or informal arrangements with the Company. Thus, Bharat Bhushan Goyal would act as a Non- Executive Director for the period of maximum 3 (Three) years subject to approval of shareholder. Thus, the Board in its meeting held on 6<sup>th</sup> September, 2017 has decided to re- classify them as Public Shareholder subject to approval of shareholders

**By order of the board of directors**

**Place : Chandigarh**  
**Date :01.09.2017**

**Paresh Patel**  
**(Managing Director)**