

ANNUAL REPORT
2017-2018

G/L/F/L

GUJARAT LEASE FINANCING LIMITED

(CIN NO. : L65990GJ1983PLC006345)



CORPORATE INFORMATION

| | | |
|--|---|--------------------------------|
| DIRECTORS | Mr. Surendra M. Shah Mr. Vasant Shah Mr. Harnish Patel Mr. Yogesh K. Vyas Ms. Kavita Mandan | Chairman Director in Charge |
| Audit Committee | Mr. Surendra M. Shah Mr. Vasant A. Shah Mr. Yogesh K. Vyas | |
| Stakeholders Relationship Committee | Mr. Surendra M. Shah Mr. Vasant A. Shah Mr. Yogesh K. Vyas | |
| Nomination and Remuneration Committee | Mr. Surendra M. Shah Mr. Vasant A. Shah Mr. Yogesh K. Vyas | |
| Chief Executive Officer | Mr. Anil K. Jhaveri | |
| Chief Financial Officer | Mr. Janak J. Mehta | |
| Company Secretary | Ms. Preeti Singh | |
| Statutory Auditors | M/s. G. K. Choksi & Co. Chartered Accountants Ahmedabad | |
| Bankers | Bank of India HDFC Bank Limited | |
| Registered Office | 6th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad - 380006. Telephone No. : (079) 2657 5722, 2657 5180 Email: glflho_ahm@yahoo.co.in | |
| CIN | L65990GJ1983PLC006345 | |
| Website | www.gujaratleasefinancing.co.in | |
| Register and Share Transfer Agent | MCS Share Transfer Agent Limited 201, Shatdal Complex, Opp. Bata Show Room, Off. Ashram Road, Ahmedabad - 380 009 Telephone No. : (079) 2658 0461/62/63 Email : mcsahmd@gmail.com | |

35th Annual General Meeting

Date : 7th August, 2018
Day : Tuesday
Time : 10.00 AM
Venue : ATMA Hall, Ahmedabad Textile Mills Association,
Opp. La-Gajjar Chamber, Ashram Road,
Navrangpura, Ahmedabad-380 009.

G/L/F/L

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of Gujarat Lease Financing Limited will be held on Tuesday, 7th August, 2018 at 10.00 am at ATMA Hall, Ahmedabad Textiles Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009 to transact the following business:

ORDINARY BUSINESS

1. Adoption of the Financial Statements

To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018, and the reports of the Board of Directors and the Statutory Auditors thereon.

2. Director retiring by rotation

To appoint a Director in place of Shri Yogesh K. Vyas (holding DIN: 03420201) who retires by rotation and being eligible offers himself for re-appointment.

3. Appointment of Statutory Auditors

To ratify the appointment of M/s. G.K. Choksi & Co., Chartered Accountants, Ahmedabad (Firm Reg. No. 101895W), as Statutory Auditors of the Company to hold office until the conclusion of the Thirty Sixth (36th) Annual General Meeting, on such remuneration as may be agreed by the Board of Directors of the Company from time to time.

Place : Ahmedabad

Date : 25th May, 2018

By Order of the Board of Directors

For Gujarat Lease Financing Limited

Registered Office:

6th Floor, Hasubhai Chambers,
Opp. Town Hall, Ellis bridge,
Ahmedabad-380006
Tel. No. +91-79-26575722
CIN: L65990GJ1983PLC006345
Website: www.gujaratleasefinancing.co.in

Shri Harnish Patel
Director-in-Charge
(DIN: 00114198)

NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 35th ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a member holding more than 10% (ten percent.) of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.
- 2 A proxy form is sent herewith. In case a member wants to appoint a proxy, duly completed and stamped proxy form, must reach the Registered Office of the Company not later than 48 hours before the time for holding the aforesaid meeting.
- 3 Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
- 4 Members/ proxies / authorised representatives are requested to bring the Attendance Slip sent herewith, duly filled in, for attending the meeting.
- 5 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.
- 6 In terms of Section 152 of the Companies Act, 2013, **Shri Yogesh K. Vyas (holding DIN: 03420201) retires by rotation** at this AGM and being eligible, is proposed for re-appointment. Shri Yogesh K. Vyas has expressed his intention to act as a Director, if reappointed. The Board of Directors of the Company recommend his re-appointment. Details of Directors proposed to be re-appointed as required in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") entered with the Stock Exchanges and Secretarial Standards on General Meeting issued by The Institute of Company Secretaries of India, are provided in the Report on Corporate Governance forming part of the Annual Report.
- 7 The Register of Members and Share Transfer Books of the Company will remain closed from 21st July, 2018 to 28th July, 2018 (both days inclusive) for determining the names of members eligible for the purpose of the AGM.
- 8 The Companies Act, 2013 provides nomination facility to the members. As a member of the Company, you have an option to nominate any person as your nominee to whom your shares shall vest in the unfortunate event of your death. It is advisable to avail of this facility especially by the members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to your Depository Participant.
- 9 Trading in equity shares of the Company is compulsorily in dematerialised mode by all the investors. In view of the above, Members are therefore advised to convert their shareholding in dematerialised form.
- 10 Members seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting to enable the management to keep the required information available at venue of the meeting.
- 11 Annual Report of the Company has been uploaded on website of the Company: www.gujaratleasefinancing.co.in.
- 12 All documents referred to in the accompanying notice and the statement shall be open for inspection at the registered office of the Company during normal business hours (10.00 AM to 6.00 PM) on all working days, except Saturday upto and including the date of the Annual General Meeting of the Company and also will be available for inspection by the members at the venue of AGM.
- 13 Electronic copy of the Notice of the 35th Annual General Meeting of the Company along with Annual Report, inter alia, indicating the process and manner of e-voting, Attendance Slip and Proxy Form along with the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has specifically requested for a hard copy of the same. For members, who have not registered their email address, physical copies of the Notice of the 35th Annual General Meeting of the Company, along with Annual Report, inter alia, indicating the process and manner of e-voting, Attendance Slip and Proxy Form is being sent by the permitted mode.

- 14 With a view to conserve natural resources, we request shareholders to update and register their email addresses with their Depository Participants or with the Company, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.
- 15 Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to MCS Share Transfer Agent Limited for consolidation into a single folio.
- 16 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. 20th July, 2018
- 17 In terms of Sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide the e-voting facility through Central Depository Services Limited (CDSL) to its Members holding shares in physical or dematerialized form, as on the cut-off date i.e. 20th July, 2018 to exercise their right to vote by electronic means on any or all of the businesses Specified in the accompanying Notice (the "Remote e-voting"). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility and a member may avail of the facility at his/her discretion, subject to compliance with the instruction for e-voting.
- 18 In case of Members who are entitled to vote amongst members present in person at the meeting but have not exercised their right to vote by electronic means, the Chairman of the Company shall allow voting by way of poll in terms of Rule 20 (4) (xi) of the said Rules for the businesses specified in the accompanying Notice. For abundant clarity, in the event of poll, please note that the Members who have exercised their right to vote by electronic means shall not be eligible to vote by way of poll at the Meeting.
- 19 The information and other instructions regarding Remote e-voting are detailed in Note No. 24
- 20 Shri Rajesh Parekh, Practicing Company Secretary (Membership No. A8073) has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.
- 21 The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the AGM make a Consolidated Scrutinizer's Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting or a person so authorised by him in writing, who shall countersign the same.
- 22 The results shall be declared forthwith by the Chairman or a person so authorised by him in writing on receipt of consolidated report from the Scrutinizer. The Results declared along with Scrutinizer's Report shall be placed on the Company's website www.gujaratleasefinancing.co.in and on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
- 23 The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to the same being passed with requisite majority.
- 24 Information and other instructions regarding Remote e-voting:
 - i. The Remote e-voting period shall commence on, 3rd August 2018 at 9.00 am and end on, 6th August 2018 at 5.00 pm. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their votes electronically. The e-voting module shall be disabled for voting thereafter.

Section A: Voting Process

The shareholders should follow the following steps to cast their votes electronically:

- Step 1 : Open your web browser during the voting period and log on to the e-voting Website: www.evotingindia.com
- Step 2 : Click on "Shareholders" to cast your vote(s)
- Step 3 : Please enter User ID –
 - a. For account holders in CDSL: 16 digits beneficiary ID
 - b. For account holders in NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. For Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Step 4 : Enter the Image Verification as displayed and Click on Login.

- Step 5 : If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
If you have forgotten the password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Step 6 : If you are a first time user, follow the steps given below:
For member's holding shares in Demat Form and Physical Form.
- Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
 - Members who have not updated their PAN with the Company/ Depository participant are requested to enter the first two characters of the first name registered with the company followed by serial number printed in the address slip. In case the serial no is less than 8 digits enter the applicable number of 0's before the serial number.
 - Examples :
If your registered name is A. B. Mehta and serial no. is – 50111, then enter PAN value as AB0050111 in the PAN Field.
If your registered name is Anil B. Mehta and serial no. is -50111, then enter PAN value as AN0050111 in the PAN Field.
 - Enter the Date of Birth (DOB) as recorded in your demat account or registered with the Company for the said demat account or folio in dd/mm/yyyy format.#
 - Enter the Dividend Bank Details (account number) as recorded in your demat account or registered with the Company for the said demat account or folio. #
Please enter either 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 as mentioned in instruction (c).
- Step 7 : After entering these details appropriately, click on "SUBMIT" tab.
- Step 8 : **For Demat holding**
- Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to create their login password in the new password field. Kindly note that this password is to be also used by the demat 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.
- For Physical holding**
- Members holding shares in physical form will then directly reach the Company selection screen.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Step 9 : Click on the EVSN of the Company i.e. 180622004 to vote.
- Step 10 : 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 for casting your vote.
- Step 11 : Click on Resolution File link to if you wish to view the Notice.
- Step 12 : 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.
- Step 13 : Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Section B: Other E-voting instructions

- i. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are additionally requested to note and follow the instructions mentioned below if they have not already done so.
 - Institutional Shareholders and Custodian are required to log on to 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.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which user wish to vote on.
 - The list of accounts linked in the login should be mailed to 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- ii. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
- iii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
- iv. You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used in case the Member forgets the password and the same needs to be reset.
- v. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

BOARD'S REPORT

Your Directors have pleasure in presenting the 35th Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March, 2018.

1. STATE OF THE AFFAIRS

FINANCIAL RESULTS

The highlights of the financial results are given below:

(Rs. in lacs)

| Particulars | Year Ended 31.03.2018 | Year Ended 31.03.2017 |
|--|--------------------------|--------------------------|
| Other Income | 1.17 | 1.34 |
| Profit on Sale of Mutual Fund Units | 0.00 | 1.24 |
| Total Revenue | 1.17 | 2.58 |
| Expenses: | | |
| Administrative & Other Expenses | 27.86 | 27.41 |
| Profit/(Loss) for the year before Depreciation | (26.69) | (24.83) |
| Depreciation | 2.35 | 2.35 |
| Profit/(Loss) Before Taxation | (29.04) | (27.18) |
| Tax Expenses | 0.00 | 0.00 |
| Profit/(Loss) After Taxation | (29.04) | (27.18) |

These standalone financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP'). These are the Company's first Ind AS financial statements. The date of transition to Ind AS is April 1, 2016. The comparative figures in the Balance Sheet as at March 31, 2017 and April 1, 2016 and Statement of Profit and Loss and Cash Flow Statement for the year ended March 31, 2017 have been restated accordingly. Accounting Policies have been consistently applied except where newly issued accounting standard is initially adopted or revision to the existing standards requires a change in the accounting policy in use. Management evaluates all recently issued or revised accounting standards on an on-going basis.

The standalone financial statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement, together with notes for the year ended March 31, 2018 have been prepared in accordance with Ind AS as notified.

The standalone financial statements of the Company have been prepared and presented in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention on accrual basis of accounting, except for financial instruments classified as Fair Value through profit or loss or Fair Value through OCI are measured at Fair Value.

YEAR UNDER REVIEW

It may be observed from the Statement of Profit and Loss that total Income during the year is Rs 1.17 lacs as against total income of Rs.2.58 lacs for the previous year due to reduction in the interest income.

GLFL has no source of income other than interest on Bank deposits, while it has to meet the administrative expenses to run the company. Major expenses include Securities Listing Fees to stock exchanges and custodian fees to CDSL & NSDL, remuneration to Key Managerial Personnel appointed in accordance with the applicable provisions of the Companies Act, 2013, Printing & Postage of Annual Reports and professional and legal expenses.

After meeting the expenses, the Company incurred loss of Rs. 29.04 lacs against the loss of Rs. 27.18 lacs for the previous year.

RBI has issued public notice on 26th March, 2017 in the Newspaper advising that the Certificate of Registration issued to the Company under category "B" as NBFC has been cancelled with effect from 08th March, 2017.

During the year 2004-05, the Hon'ble High Court of Gujarat had sanctioned the scheme of Compromise and Arrangement under section 391 of the Companies Act to discharge the liability of the Banks. Your company had released payment as per the court order. Approval in respect of deed of assignment of receivables is still awaited from the banks.

As per the Court's order, the income received pertaining to assigned assets after July, 2004 is transferred to the Consortium of Banks. Subsequent to the court's order, GLFL has recovered Rs.475 lacs till date from the charged assets and deposited with the member banks.

The company has incurred no external debt at the end of the year.

2. FINANCE

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of contracts or arrangements with related parties are given in the prescribed Form AOC-2, appended herewith as Annexure - A. The said policy may be referred to, at the Company's official website at the below web link: <http://www.gujaratleasefinancing.co.in/>policies> During the year under review there have been no related party transactions.

FIXED DEPOSITS

The company has discontinued accepting fixed deposits since September, 2000. There was no outstanding liability of fixed deposit as on 31st March, 2018.

3. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

The company does not have any liability towards unclaimed Fixed Deposits, Debentures and other liabilities. The liability have been discharged / transferred on completion of prescribed period to the Investor Education and Protection Fund.

4. SUBSIDIARIES

The Company has three subsidiary companies viz. GLFL Housing Finance Limited, GLFL Securities Limited and GLFL International Limited.

GLFL Housing Finance Limited

After disinvestments of the major Housing Loan Portfolio, along with liabilities, in favour of LIC Housing Finance Ltd., recovery from balance accounts has been the main thrust area. The company has incurred the loss of Rs 3.74lacs against the loss of Rs 2.51 lacs, due to the decrease in the income during the year under review.

GLFL Securities Limited

The company has earned the profit of Rs.0.55 lacs for the year 2017-18 against the profit of Rs. 0.17 lacs for the previous year. However there was an income of Rs. 186.27 lacs for the year 2017-18 as compared to Rs. 145.48 lacs for the previous year due to Fair Value through Other Comprehensive Income as the Company has adopted first time Ind AS.

GLFL International Limited

The Company has yet not commenced business.

FINANCIAL PERFORMANCE OF SUBSIDIARIES:

| | GLFL Housing Finance Limited | | GLFL Securities Limited | | GLFL International Limited | |
|---|--|--|--|--|--|--|
| Particulars | For the year ended on 31 st March, 2018 | For the year ended on 31 st March, 2017 | For the year ended on 31 st March, 2018 | For the year ended on 31 st March, 2017 | For the year ended on 31 st March, 2018 | For the year ended on 31 st March, 2017 |
| Total Income | 1.22 | 3.01 | 191.09 | 150.10 | 0.00 | 0.00 |
| Profit/(Loss) before Depreciation, Interest and Tax | (3.74) | (2.39) | 0.55 | 0.17 | (0.22) | (0.22) |
| Depreciation | 0.00 | 0.12 | 0.00 | 0.00 | 0.00 | 0.00 |
| Interest | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| Profit/(Loss) before Tax | (3.74) | (2.51) | 0.55 | 0.17 | (0.22) | (0.22) |
| Current Tax | - | - | - | - | - | - |
| Other Comprehensive income | - | - | 186.27 | 145.48 | - | - |
| Total Income for the year after tax | (3.74) | (2.51) | 186.82 | 145.65 | (0.22) | (0.22) |

CONSOLIDATED FINANCIAL STATEMENTS

The Board reviews the affairs of the Company's subsidiaries during the year at regular intervals. In accordance with section 129(3) of the Companies Act, 2013, the Company has prepared Consolidated Financial Statements of the Company and all its subsidiaries, which form part of this Annual Report. Further a statement containing salient features of the

Financial Statements of each subsidiary in Form AOC-1 forms part of the Consolidated Financial Statements. The statement also provides the details of performance and financial position of each subsidiary.

In accordance with section 136 of the Companies Act, 2013, the audited Financial Statements, including the Consolidated Financial Statements and related information of the Company and audited accounts of each of its subsidiaries, are available on our website. These Documents will also be available for inspection at our registered office during normal business hours (10.00 AM to 6.00 PM) on week days, except Saturday and Sunday upto and including the date of Annual General Meeting of the Company.

5. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 134 (3) (c) of the Companies Act, 2013 in relation to the financial statements of the Company for the year ended 31st March, 2018, the Board of Directors states that:

- a) in preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- b) the directors have 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 for the financial year ended on 31st March, 2018 and of the loss for the year ended 31st March, 2018;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 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, have 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

6. INTERNAL FINANCIAL CONTROLS

The Company has its internal financial control systems commensurate with operations of the company, However as the operations of the Company has been discontinued since long no internal financial control framework in place. The managements regularly monitors and controls to address safeguarding of its assets, prevention and detection of frauds and errors, controls to monitor accuracy and completeness of the accounting records including timely preparation of reliable financial information.

7. AUDITORS

STATUTORY AUDITORS

M/s. G.K. Choksi & Co. (FRN: 101895W), Chartered Accountants, Ahmedabad, Statutory Auditors of the Company were appointed as the Statutory Auditors of the Company in the FY – 2017 -18 for a period of Five years. The Board of Directors of the Company recommends the ratification of their appointment as Statutory Auditors of the Company for the FY – 2018 -19 by the Shareholders of the Company. They have confirmed their eligibility under section 139 and 141 of the Companies Act, 2013 and willingness for re-appointment as Statutory Auditors of the Company.

The report given by the Statutory Auditors on the financial statements of the Company is a part of the Annual Report. There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their report.

SECRETARIAL AUDIT REPORT

Pursuant to Section 204 of the Companies Act, 2013 read with rules thereof, The Board of Directors has appointed M/s. Rajesh Parekh & Co., Company Secretaries, Ahmedabad as Secretarial Auditors of the Company for FY 2017-18. The Secretarial Audit Report for FY 2017-18 is annexed herewith as **Annexure – B**

There were no adverse observations in the Secretarial Audit Report.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

APPOINTMENT AND RESIGNATION

At the 34th Annual General Meeting held on 27th July, 2017, Members approved re-appointment of Shri Harnish Patel (00114198), as Director-in-Charge of the Company to hold office for the terms of five Consecutive years with effect from 19th May, 2017.

At the 34th Annual General Meeting held on 27th July, 2017, Members approved re-appointment of Shri Surendra M. Shah (00016578), as Independent Director of the Company and Shri Vasant A. Shah (00011596), as Independent Director of the Company to hold office for the terms of five Consecutive years with effect from 01st April, 2017.