

ANNUAL REPORT
2018-2019

G/L/F/L

GUJARAT LEASE FINANCING LIMITED

(CIN NO. : L65990GJ1983PLC006345)



CORPORATE INFORMATION

DIRECTORS	Mr. Surendra M. Shah Chairman Mr. Vasant Shah Mr. Harnish Patel Director-in-Charge Mr. Yogesh K. Vyas Ms. Kavita Mandan
Audit Committee	Mr. Surendra M. Shah (C) Mr. Vasant A. Shah Mr. Yogesh K. Vyas
Stakeholders Relationship Committee	Mr. Surendra M. Shah (C) Mr. Vasant A. Shah Mr. Yogesh K. Vyas
Nomination and Remuneration Committee	Mr. Vasant A. Shah (C) Mr. Surendra M. Shah Mr. Yogesh K. Vyas
Chief Executive Officer	Mr. Anil K. Jhaveri
Chief Financial Officer	Mr. Janak J. Mehta
Company Secretary	Mr. Kamlesh Patel
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 101, 2nd Floor, Shatdal Complex, Opp. Bata Show Room, Off. Ashram Road, Ahmedabad - 380 009 Telephone No. : (079) 2658 0461/62/63 Email : mcsstaahmd@gmail.com

36th Annual General Meeting

Date : 7th August, 2019
Day : Wednesday
Time : 10.00 A.M.
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 Sixth Annual General Meeting of the Members of **Gujarat Lease Financing Limited** will be held on **Wednesday, 7th August, 2019 at 10:00 A.M. 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, 2019, 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 **Ms. Kavita N. Mandan (holding DIN: 07419972)** who retires by rotation and being eligible offers herself for re-appointment.

3. Appointment of Statutory Auditors

"RESOLVED THAT pursuant to the amendment to Section 139 of the Companies Act, 2013 effective from 7th May, 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors M/s. G.K. Choksi & Co. Chartered Accountants, Ahmedabad (FRN:101895W) at every Annual General Meeting.

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

Approval for continuance of Directorship of Shri Surendra M. Shah as Non-Executive & Independent Director of the Company despite having attained the age of 75 years or more

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri Surendra M. Shah, the Non-Executive & Independent Director of the Company, who has attained the age of 75 years and is aged around 83 years at present as long as he continues in the office of Director of the Company on the existing terms and conditions, subject to the provisions, rules and regulations of the Companies Act, 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard."

5. To consider and, if thought fit, to pass the following resolution as a SPECIAL RESOLUTION :

Approval for continuance of Directorship of Shri Vasant A. Shah as Non-Executive & Independent Director of the Company despite having attained the age of 75 years or more

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, as amended from time to time and subject to such approvals, consents, permissions, terms and conditions, if any, as may be considered necessary from the appropriate authorities, consent of the Members be and is hereby accorded for continuance of the Directorship of Shri Vasant A. Shah, (DIN : 00011596), the Non-Executive & Independent Director of the Company, who has attained the age of 75 years and is aged around 76 years at present as long as he continues in the office of Director of the Company on the existing terms and conditions, subject to the provisions, rules and regulations of the Companies Act, 2013 and/or Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or of any other appropriate authorities as may be applicable, and as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to undertake all other activities as may be incidental or expedient in this regard."

Place : Ahmedabad

Date : 28th May, 2019

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

**By Order of the Board,
For Gujarat Lease Financing Limited**

**Kamlesh Patel
Company Secretary**

NOTES

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 36th 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, **Ms. Kavita N. Mandan (holding DIN: 07419972) retires by rotation** at this AGM and being eligible, is proposed for re-appointment. Ms.Kavita N. Mandan has expressed her intention to act as a Director, if re-appointed. The Board of Directors of the Company recommend her 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 **Monday 22nd July, 2019 to Saturday 27th July, 2019** (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, atleast 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 36th Annual General Meeting of the Company alongwith 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 36th Annual General Meeting of the Company, alongwith 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. **Saturday, 20th July, 2019.**
- 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. **Saturday, 20th July, 2019,** 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.

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.

The information and other instructions regarding Remote e-voting are detailed in Note No. 23

- 18 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.
- 19 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.
- 20 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.
- 21 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.
- 22 The statements pursuant to Section 102 of the Companies Act, 2013 and / or Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed hereto and forms part of this Notice.

23. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, 3rd August, 2019 at 09.00 A.M. and ends on Tuesday, 06th August, 2019 at 05.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, 20th July, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding share in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

	For Members holding share sin Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (iv).

- (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 demat 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 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.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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 use Mobile app - "m - Voting" for e voting. Shareholders may log in to m - Voting using their e-voting credentials to vote for the Company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) 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, user 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 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.

(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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING SPECIAL BUSINESSES.

Item No. 4

Shri Surendra M. Shah (holding DIN: 00016578) Non-Executive Independent Director was re-appointed by the shareholders at the 34th Annual General Meeting held on July 27, 2017 for second term to hold office from 01st April, 2017 till the conclusion of Annual General Meeting to be held in the year 2022.

Shri Surendra M. Shah, 83 years old. In view of the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director who has attained the age of 75 years.

In order to continue the directorship of Shri Surendra M. Shah, Non-Executive Independent Director with effect from April 1, 2019, the Board of Directors at their meeting held on May 28, 2019 recommended to obtain approval of Shareholders by way of special resolution at the ensuing 36th Annual General Meeting.

All the existing terms and conditions of re-appointment of Shri Surendra M. Shah as Non-Executive Independent Director, shall remain unchanged.

Shri Surendra M. Shah is a graduate in Science with nearly 59 years' experience. He has studied with London School of Economics. He has vast experience in banking, finance, accounts and general management. He has held senior positions in various reputed Companies including our Company. In view of the above and looking to the rich experience in the various fields as mentioned above and having long association with the Company on the board of Directors of the Company, in the opinion of the Board, Shri Surendra M. Shah fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder as well as the requirement of the SEBI (LODR) Regulations, 2015 and any amendments thereof. The Board considers that his continued association as Non-Executive & Independent Director on the board of the Company would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Surendra M. Shah as a Non Executive Independent Director. Accordingly, the board recommend the special resolution at item no. 4 for his continuance as Non-executive Independent Director for the approval of the members at the ensuing 36th Annual General Meeting of the Company.

The terms and conditions of continuous of Shri Surendra M. Shah as Non-executive Independent Director on the board of the Company shall be open for inspection by members at the Registered Office of the Company during business hours on any working day. Shri Surendra M. Shah does not hold any shares of the Company.

Shri Surendra M. Shah is deemed to be interested in the proposed resolution. None of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is in any way concerned or interested in the said resolution.

This explanatory statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard – 2 ("SS – 2") issued by the Institute of Company Secretaries of India.

The Board recommends the resolution at item No. 4, for your approval as Special Resolution.

Item No.5

Shri Vasant A. Shah (holding DIN: 00011596) Non-Executive Independent Director was re-appointed by the shareholders at the 34th Annual General Meeting held on July 27, 2017 for second term to hold office from 01st April, 2017 till the conclusion of Annual General Meeting to be held in the year 2022.

Shri Vasant A. Shah, 76 years old. In view of the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, a listed entity is required to obtain the approval of Members by way of Special Resolution to appoint or continue the directorship of any non-executive director who has attained the age of 75 years. In order to continue the directorship of Shri Vasant A. Shah, Non-Executive Independent Director with effect from April 1, 2019, the Board of Directors at their meeting held on May 28, 2019 recommended to obtain approval of Shareholders by way of special resolution at the ensuing 36th Annual General Meeting.

All the existing terms and conditions of re-appointment of Shri Vasant A. Shah as Non-Executive Independent Director, shall remain unchanged.

Shri Vasant A. Shah is a graduate in commerce and Fellow member of the Institute of Chartered Accountant of India with nearly 47 Years of Experience. He possesses in depth knowledge in finance, accounts, corporate management and Business Restructuring. He has held senior positions in various reputed Companies including our Company. In view of the above and looking to the rich experience in the various fields as mentioned above and having long association with the Company on the board of Directors of the Company, in the opinion of the Board, Shri Vasant A. Shah fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder as well as the requirement of the SEBI (LODR) Regulations, 2015 and any amendments thereof. The Board considers that his continued association as Non-Executive & Independent Director on the board of the Company would be of immense benefit to the Company and it is desirable to continue to avail services of Shri Vasant A. Shah as a Non Executive Independent Director, Accordingly, the board recommend the special resolution at item no. 5 for his continuance as Non -executive Independent Director for the approval of the members at the ensuing 36th Annual General Meeting of the Company.

The terms and conditions of continuous of Shri Vasant A. Shah as Non-executive Independent Director on the board of the Company shall be open for inspection by members at the Registered Office of the Company during business hours on any working day. Shri Vasant A. Shah does not hold any shares of the Company.

Shri Vasant A. Shah is deemed to be interested in the proposed resolution. None of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives is in any way concerned or interested in the resolution.

This explanatory statement may also be regarded as a disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard – 2 ("SS – 2") issued by the Institute of Company Secretaries of India.

The Board recommends the resolution at item No. 5, for your approval as Special Resolution.

Place : Ahmedabad
Date : 28th May, 2019

**By Order of the Board,
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

**Kamlesh Patel
Company Secretary**

BOARD'S REPORT

Your Directors have pleasure in presenting the 36th Annual Report of your Company together with the Audited Financial Statements for the year ended 31st March, 2019.

1. STATE OF THE AFFAIRS

During the year under review, the scheme of merger of its subsidiary Companies viz ; (1) GLFL Hosing Finance Limited (2) GLFL Securities Limited and (3) GLFL International Limited have been approved by the National Company Law Tribunal (NCLT) on 04.02.2019. The Company completed its required formalities with the Registrar of Companies alongwith Form No. INC-28 which was filed on 28th February, 2019. Accordingly, the accounts of subsidiary Companies have been audited by the auditors upto 28th February, 2019. Therefore, the Company has given consolidated results for the year 2018-19 including that of the subsidiary Companies.

The highlights of the financial results are given below:

(Rs. in lacs)

Particulars	Year Ended 31.03.2019	Year Ended 31.03.2018
Other Income	6.18	7.21
Provision no longer required	16.35	0.00
Profit on sale of Investments	1.91	0.00
Total Revenue	24.44	7.21
Expenses:		
Employees Benefits	8.45	8.93
Professional Fees	7.13	13.48
Merger Expenses	13.80	0.00
Administrative & Other Expenses	27.57	19.43
Total Expenses	56.95	41.84
Profit/(Loss) for the year before Depreciation	(32.51)	(34.63)
Depreciation	2.42	2.35
Profit/(Loss) Before Taxation	(34.93)	(36.98)
Tax Expenses Current – Rs. 0.07		
Tax Expenses (Previous)- Rs. 3.40	3.47	0.00
Profit/(Loss) After Taxation	(38.40)	(36.98)

These 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. 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 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, 2019 have been prepared in accordance with Ind AS as notified.

The financial statements of the Company have been prepared and presented in accordance with the IND AS 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 24.44 lacs as against total income of Rs.7.21 lacs for the previous year. Increase in income is due to reversal of sales tax provisions (Rs. 16.35 lacs), profit on sale of current investment (Rs. 1.91 lacs).

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 for the merger scheme.

After meeting the expenses, the Company incurred loss of Rs. 38.40 lacs against the loss of Rs. 36.98 lacs for the previous year.

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 no external debt at the end of the year.

2. DIVIDEND

In view of loss incurred during the year under review, your directors do not recommend any dividend for the year ended on 31st March, 2019.

3. AMOUNTS PROPOSED TO CARRY TO ANY RESERVE

During the year under review, the Company does not propose to transfer any sum to reserve, in view of loss incurred during the year as well as carry forward losses incurred in the previous years.

4. 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/-policy>

During the year under review there have been no related party transactions.

5. FIXED DEPOSITS

The Company has discontinued accepting fixed deposits since September, 2000. There was no outstanding liability of fixed deposit as on 31st March, 2019.

6. TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

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

7. SUBSIDIARIES/JOINT VENTURES/ASSOCIATE COMPANIES

During the year under review, three wholly owned subsidiary Companies viz. GLFL Housing Finance Limited, GLFL Securities Limited and GLFL International Limited have been amalgamated with the Company (GLFL). NCLT has issued the final order of merger on 4th February, 2019. During the year under review, the Company does not have any Joint Venture/Associate Company.

8. SHARE CAPITAL:

The Company has Authorised Share Capital of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 50000000 Equity Shares of Rs. 10/- (Rupees Ten Only) each and Issued Share Capital of Rs. 28,01,51,170 (Rupees Twenty Eight Crores One Lakh Fifty One Thousands One Hundred Seventy Only) divided into 28015117 Equity Shares of Rs. 10/- (Rupees Ten Only) each, Subscribed Share Capital of Rs. 27,19,90,170/- (Rupees Twenty Seven Crores Nineteen Lakhs Ninety Thousands One Hundred Seventy Only) divided into 27199017 Equity Shares of Rs. 10/- (Rupees Ten Only) each, & Paid up Share Capital is Rs. 27,12,57,670/- (Rupees Twenty Seven Crores Twelve Lakhs Fifty Seven Thousands Six Hundred Seventy Only) divided into 27125767 Equity Shares of Rs. 10/- (Rupees Ten Only) each. The Company has not issued shares with different voting rights nor granted stock options nor sweat equity. The Company has also not purchased of its own shares by employees or by trustees for the benefit of the employees.

9. 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, 2019, 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;