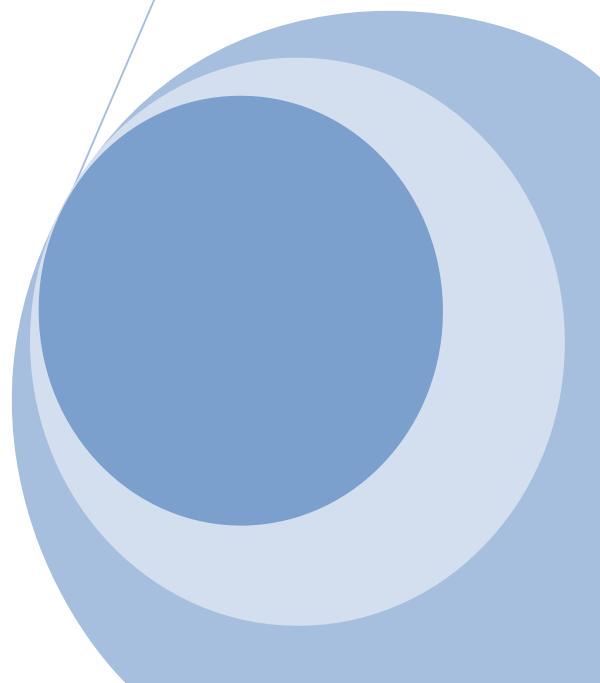
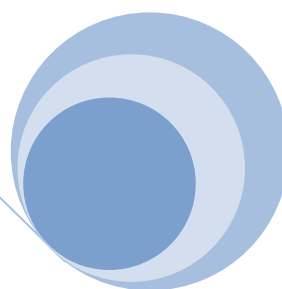
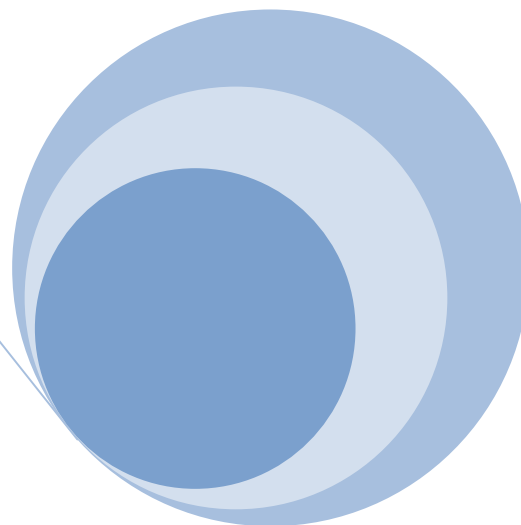


**Minolta Finance Limited**

***29<sup>th</sup>***  
***Annual***  
**Report**  
**2020 - 2021**



# Minolta Finance Limited

## Board of Directors

Mr. Dinesh Kumar Patnia	Managing Director
Mr. Vikash Bansal	Independent Director ( <i>Resigned w.e.f. 29/09/2021</i> )
Mr. Tanuj Kumar Sharma	Independent Director, Additional ( <i>Appointed w.e.f. 29/09/2021</i> )
Mr. Pankaj Kumar	Independent Director
Ms. Papiya Nandy	Non-Executive Director

## Chief Financial Officer

Ms. Prachi Bajaj

## Company Secretary & Compliance Officer

Mr. Swarup Sarkar (*Resigned w.e.f. 08/03/2021*)

Ms. Puja Tebriwal (*Appointed w.e.f. 29/09/2021*)

## Statutory Auditors

M/s. Khandelwal Prem & Associates  
Chartered Accountants

## Secretarial Auditor

M/s Jaiswal A & Co.,  
Practising Company Secretary

## BANKERS

Axis Bank Ltd.

## Registered Office

37, A & B, Stephen House,  
4, B.B.D. Bagh (East)  
Kolkata-700 001

## Registrar & Share Transfer Agent

Niche Technologies Pvt. Ltd.  
3A, Auckland Place 7th Floor,  
Room No. 7A & 7B  
Kolkata- 700017 WB

## Annual General Meeting

Date : 30<sup>th</sup> December, 2021  
Time : 11.30 A.M.  
Venue : 37 A & B, Stephen House  
4, B.B.D. Bagh (East)  
Kolkata-700 001  
CIN : L65921WB1993PLC057502

## Contents

- ☞ Notice
- ☞ Directors' Report
- ☞ Management Discussion & Analysis
- ☞ Annexures
- ☞ Secretarial Compliance Report
- ☞ Auditors' Report
- ☞ Balance Sheet
- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ Notes on Financial Statements

Members are requested to bring their copy of Annual Report at the time of Meeting

## Notice

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of **MINOLTA FINANCE LIMITED** will be held on Thursday, 30<sup>th</sup> December, 2021 at 11.30 A.M., Indian Standard Time ("IST"), at 37 A & B, Stephen House, 4, B.B.D. Bagh (East), Kolkata-700 001, to transact following business as:

### Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Dinesh Kumar Patnia (DIN: 01709741), who retires by rotation and being eligible, seeks re-appointment.

### Special Business:

3. **Appointment of Mr. Tanuj Kumar Sharma (DIN- 06501960) as an Independent Director for a term of five consecutive years, w.e.f. 29 September, 2021**

**"RESOLVED THAT** pursuant to provisions of sections 149, 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the 'Act'), including the rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Mr. Tanuj Kumar Sharma [DIN- 06501960] who was appointed by the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, as an Additional Director in the capacity of an Independent Director of the Company w.e.f. September 29, 2021 who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom a notice in writing pursuant to section 160 of the Act, has been received in the prescribed manner, and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of five consecutive years, effective from 29 September, 2021 up to 28 September, 2026."

### NOTES:

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY - EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE AGM. BLANK PROXY FORM OF THE AGM IS ENCLOSED HERewith.**

The Proxy-holder shall carry his/ her identity proof at the time of attending the Meeting

A person can act as proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percentage of the total share capital of the Company carrying voting rights. However, a Member holding more than ten percentage of the total share

capital of the Company carrying voting right, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.

- ii) Corporate Members are required to send to the Company, a certified copy of the Board Resolution (together with the respective specimen signatures), pursuant to Section 113 of the Companies Act, 2013 ("the Act"), authorizing their representative to attend and vote at the AGM. An authorised representative of a Body Corporate Member may also appoint a Proxy under his signature in the manner provided in para 1 above.
- iii) Requisition for inspection of proxies shall have to be made in writing by Members entitled to vote on any resolution three days before the commencement of the Meeting. Proxies shall be made available for inspection during twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the Meeting.
- iv) Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Businesses to be transacted at the ensuing AGM, is annexed herewith.
- v) The Register of Members and the Share Transfer Books of the Company will remain closed from 24<sup>th</sup> December, 2021 to 30<sup>th</sup> December, 2021 (both days inclusive).
- vi) Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company on [minoltafinance@gmail.com](mailto:minoltafinance@gmail.com) at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
- vii) In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
- viii) Register of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013 read with the allied Rules and other relevant documents referred to in this Notice/ Explanatory Statement are available for inspection by the Members, at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. and the same shall be open for inspection by the Members at the AGM.
- ix) In all the cases relating to the re-appointment of Directors at the ensuing AGM, the requisite details of Director, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standard-2, are given in '**Annexure-A**' to the enclosed Explanatory Statement.
- x) Register of Directors and key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
- xi) Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
- xii) In terms of the provisions of Section 72 of the Companies Act, 2013, nomination facility is available to individual Shareholders. Shareholders holding Shares in physical form and desirous of availing the above facility are advised to submit their Nominations in Form SH.13 prescribed under Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014. Shareholders holding Shares in the dematerialised form are advised to contact their Depository Participant in this behalf.

- xii) Shareholders, who hold Shares in dematerialised form, are requested to bring their Client ID and DPID Nos. for easier identification of attendance at the Meeting.
- xiii) The Company is concerned about the environment. The Ministry of Corporate Affairs, Government of India, through its Circular Nos.17/2011 and 18/2011, dated 21<sup>st</sup> April, 2011 and 29<sup>th</sup> April, 2011 respectively, have allowed companies to send official documents to their shareholders electronically as part of its Green Initiative.

Accordingly, we propose to send the Electronic copy of the Annual Report 2020-21, Notice of the 29<sup>th</sup> AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent through email to all the Members whose e-mail IDs are registered with the Company's RTA/ Depository Participants.

We request you to update your email address with your depository participant/ Registrar to ensure that the annual report and other documents reach you on your preferred email IDs.

- xiv) The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their respective Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN Card to the Company/ RTA.
- xv) Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
- xvi) Members holding shares in physical form are advised to submit particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, **M/s Niche Technologies Pvt. Ltd.**, 3A, Auckland Place 7<sup>th</sup> Floor, Room No- 7A & 7B, Kolkata-700017
- xvii) Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
  - a. The change in the residential status on return to India for permanent settlement.
  - b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
- xviii) With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on June 8, 2018 to permit transfer of listed securities only in the dematerialized form with a depository. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
- xix) The Company is concerned about the environment and utilizes natural resources in a sustainable way. To receive members' communication through electronic means, including Annual Reports and notices, members are requested to kindly register/update their email address with their respective Depository Participants, where shares are held in electronic form. If, however shares are held in physical form, members are advised to register their

email address with Niche Technologies Pvt. Ltd. [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com) to enable us to send you the Annual Reports and other communication via email.

- xx) Copies of Annual Report 2021 are being sent by electronic mode only to all the members whose email address are registered with the Company Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report.
- xxi) At the 28<sup>th</sup> AGM of the Company held on December 30, 2020, the members approved appointment of M/s Khandelwal Prem & Associates, Chartered Accountants (Firm Registration No. 317092E) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 33<sup>rd</sup> AGM, subject to ratification of their appointment by members at every AGM, if so required by the Companies Act 2013. Vide notification dated May 7, 2018 the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every AGM. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 29<sup>th</sup> Annual General Meeting.
- xxii) The Company has provided a facility to Members to exercise their right to vote by electronic means. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but they could not participate in the Remote E-voting to record their votes.
- xxiii) In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. 23<sup>rd</sup> December, 2021.**
- xxiv) The Company's Shares are available for dematerialisation both on National Securities Depository Limited and Central Depository Services (India) Ltd. and its ISIN No. is INE514C01018.
- xxv) **Route map to the venue of the AGM is provided along with this Notice.**
- xxvi). **Voting through electronic means.**
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**III. The process and manner for remote e-voting are as under:**

- 1) The remote e-voting period commences on Monday, 27<sup>th</sup> December, 2021 (09:00 A.M. IST) and ends on Wednesday, 29<sup>th</sup> December, 2021 (5:00 P.M. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., Tuesday 23<sup>rd</sup> December, 2021, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 2) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- 3) Click on “Shareholders” tab.
- 4) 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 shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) If you are holding shares in demat 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.
- 7) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot /Attendance Slip indicated in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>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(4).</li></ul>

- 8) After entering these details appropriately, click on “SUBMIT” tab.
- 9) Members holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- 10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for “MINOLTA FINANCE LIMITED” on which you choose to vote.
- 12) 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.
- 13) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- 17) If Demat 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.
- 18) Shareholders can also cast their vote using CDSL’s mobile app “**m-Voting**”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTION PROPOSED IN THIS NOTICE:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to RTA emailid.: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
2. For Demat shareholders, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to RTA email id.: [nichetechpl@nichetechpl.com](mailto:nichetechpl@nichetechpl.com).
3. The RTA shall co-ordinate with CDSL and provides the login credentials to the above mentioned shareholders.

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.



2. Only those shareholders, who are present in the AGM and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through ballot paper available during the AGM.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**19) 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](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 which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer by email to [jaiswalarun82@gmail.com](mailto:jaiswalarun82@gmail.com) with a copy marked to the Company at [minoltafinance@gmail.com](mailto:minoltafinance@gmail.com) and to the CDSL at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.

- xxvii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> December, 2021. A person who is not a member as on cut off date should treat this notice for information purpose only.
- xxviii) Notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on 02<sup>nd</sup> November, 2021.
- xxix) The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> December, 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- xxx) Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or

in dematerialized form, as on the cut-off date of 23<sup>rd</sup> December 2021 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

- xxxi) Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Registrar/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- xxxii) Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 23<sup>rd</sup> December, 2021 are requested to send the written / email communication to the Company at [minoltafinance@gmail.com](mailto:minoltafinance@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
- xxxiii) Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- xxxiv) Mr. Arun Kumar Jaiswal, Practising Company Secretary (Certificate of Practice Number: 12281) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer shall not later than 48 hours of conclusion of the AGM, will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxxv) The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.minolta.co.in](http://www.minolta.co.in) and on the website of CDSL. The same will be communicated to the Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited.

By order of the Board  
**For Minolta Finance Limited**

Place: Kolkata,

Date: December 6, 2021

**Sd/-**  
**Dinesh Kumar Patnia**  
Managing Director  
DIN- 01709741