

Gujarat Lease Financing Limited

GLFL

(CIN - L65990GJ1983 PLC006345)

6th Floor, Hasubhai Chambers,
Opp. Town Hall,
Ellisbridge,
Ahmedabad 380 006.
Ph. : 079-2657 5722 / 2657 5180
Fax : 079-2657 5180
E-mail : glfho_ahm@yahoo.co.in

Date: 31st August, 2020

To, Corporate Relationship Department BSE Limited 14 th Floor, P. J. Towers, Dalal Street, Fort, <u>Mumbai-400001</u> SCRIP CODE: 500174	To, Listing Department National Stock Exchange of India Limited "Exchange Plaza", C - 1, Block G, Bandra-Kurla Complex, Bandra (East), <u>Mumbai - 400051</u> SCRIP SYMBOL: GLFL
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Dear Sir/Madam,

Re : Notice of 37th Annual General Meeting ("AGM") alongwith Annual Report of the Company for FY-2019-20

Ref : Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We wish to inform that AGM of the Members of the Company is scheduled to be held on Saturday, 26th September, 2020 at 9:30 a.m. IST through Video Conferencing / Other Audio Visual Means in terms of general circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 issued by the Ministry of Corporate Affairs, to transact the business, as set out in the Notice of AGM.

We enclose herewith Notice of AGM alongwith the Annual Report of the Company for FY 2019-20 for your kind records. The same is also available on Company's website at www.gujaratleasefinancing.co.in.

Further, the Company is pleased to provide e-voting facility to its Members holding shares in physical and dematerialised form, as on the cut-off date i.e. Saturday, 19th September, 2020 to cast their votes by electronic means on the resolutions set forth in the Notice of AGM.

Kindly find the same in order.

Thanking you,

Yours faithfully,

For Gujarat Lease Financing Limited

K. P. Patel
Kamlesh Patel
Company Secretary



Encl. : As above

ANNUAL REPORT
2019-2020

G / L / F / L

GUJARAT LEASE FINANCING LIMITED

(CIN : L65990GJ1983PLC006345)



CORPORATE INFORMATION

DIRECTORS	Shri Surendra M. Shah - Chairperson Shri Vasant A. Shah Shri Harnish J. Patel Director- in-Charge Shri Yogesh K. Vyas (Upto 07.08.2019) Shri Prakash J. Parikh (From 07.08.2019) Smt. Kavita N. Mandan Shri Raghuvveer Parakh (From 13.07.2020)
Audit Committee	Shri Surendra M. Shah - Chairperson Shri Vasant A. Shah Shri Yogesh K. Vyas (Upto 07.08.2019) Shri Prakash J. Parikh (From 07.08.2019) Shri Raghuvveer Parakh (From 13.07.2020)
Stakeholders Relationship Committee	Shri Surendra M. Shah - Chairperson Shri Vasant A. Shah Shri Yogesh K. Vyas (Upto 07.08.2019) Shri Prakash J. Parikh (From 07.08.2019) Shri Raghuvveer Parakh (From 13.07.2020)
Nomination and Remuneration Committee	Shri Vasant A. Shah - Chairperson Shri Surendra M. Shah Shri Yogesh K. Vyas (Upto 07.08.2019) Shri Prakash J. Parikh (From 07.08.2019) Shri Raghuvveer Parakh (From 13.07.2020)
Chief Executive Officer	Shri Anil K. Jhaveri
Chief Financial Officer	Shri Janak J. Mehta
Company Secretary	Shri 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	M/s. MCS Share Transfer Agent Limited 101, 1st Floor, Satdal Complex, Opp. Bata Show Room, Off. Ashram Road, Ahmedabad-380009 Telephone No. : 2658 0461/62/63 Email : mcsstaahmd@gmail.com

37th Annual General Meeting
Date : 26th September, 2020
Day : Saturday
Time : 9.30 A.M.
Venue : Video Conference/Other Audio Visual Means

G/L/F/L

NOTICE

NOTICE is hereby given that the 37th Annual General Meeting of the Members of **Gujarat Lease Financing Limited** (herein after the "Company") will be held on **Saturday, 26th September, 2020 at 09:30 A.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")** to transact the following business:

ORDINARY BUSINESS

1. Adoption of the Financial Statements

To consider and adopt Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, the Auditor's Report and the Board's Report thereon, by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020, the Auditor's Report and the Board's Report thereon be and are hereby considered and adopted."

2. Re-appointment of Smt. Kavita N. Mandan as Director

To appoint a Director in place of Smt. Kavita N. Mandan (**holding DIN: 07419972**) who retires by rotation and being eligible offers herself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Smt. Kavita N. Mandan (holding DIN: 07419972), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

3. Appointment of Shri Prakash J. Parikh as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Prakash J. Parikh (holding DIN:08352876), who was appointed as an Additional Director of the Company, pursuant to the provisions of section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office upto the commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

4. Appointment of Shri Raghuvveer Parakh as Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, **Shri Raghuvveer Parakh (DIN : 03546937)**, be and is hereby appointed as an Independent Director on the Board of the Company, for a period of 5 (five) consecutive years from 13th July, 2020 to 12th July, 2025 (both days inclusive)."

Place : Ahmedabad
Date : 25th July, 2020

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

NOTES:

1. In view of the continuing COVID -19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated 05th May, 2020 read with circulars dated 08th April, 2020 and 13th April, 2020 (collectively referred to as "MCA Circulars") permitted holding of Annual General Meeting ("AGM" or "meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company for FY 2019-20 is being held through VC / OAVM. The detailed procedure for participation in the meeting through VC / OAVM is as per Note No. 20 of the Notice.
2. Since the AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
4. Members of the Company who are Institutional Investors are encouraged to attend and vote at the AGM through VC / OAVM. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at the meeting are requested to send a certified copy of the Board Resolution / authorization letter electronically through their registered e-mail address to the Company.
5. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 Members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting ("AGM") and / or Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed hereto and forms part of this Notice.
7. 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 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.
8. In compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.gujaratleasefinancing.co.in websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL.
9. As mandated by SEBI, effective from April 1, 2019, that securities of listed companies shall be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise share(s) held by them in physical form.
10. Members whose email addresses are not registered can register the same in the following manner:
 - a. Members holding share(s) in physical mode can register their e-mail address, mobile number and bank details by downloading updation of information form from the Company's website i.e. www.gujaratleasefinancing.co.in or from Company's Registrar website i.e. www.mcsregistrars.com. After filling and signing the form and attaching self attested copy of PAN card, address proof, cancelled cheque leaf and send all document to the Company's email address at glflho_ahm@yahoo.co.in/glflinvestors@gmail.com or to the Company's Registrar M/s. MCS Share Transfer Agent Limited's email address at mcsstaahmd@gmail.com.

- b. Members holding share(s) in electronic mode are requested to register/ update their e-mail address, mobile number and bank details alongwith self attested copy of PAN card, address proof, cancelled cheque leaf to their respective Depository Participants for receiving all communications from the Company electronically.
11. Members will be able to attend the AGM through Video Conferencing/ Other Audio Visual Means at CDSL www.evotingindia.com portal by using their remote e-voting login credentials and selecting the 'Event' for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging in to the e-voting system.
 12. Since the AGM will be held through VC / OAVM, the Route Map, Proxy Form and Attendance Slip are not annexed.
 13. Relevant documents referred to in the accompanying Notice calling the AGM alongwith statutory registers maintained by the Company as per the Act are available on the website of the Company for inspection by the Members during the AGM and upto the date of the AGM.
 14. In case of joint holders, the Member whose name appears as first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 15. In terms of section 108 of the Act read with the Companies (Management & Administration) Rules, 2014, Regulation 44 of the Listing Regulations and MCA Circulars, the Company has providing the e-voting facility through dematerialised form, as on the CDSL. This facility is being provided to Members holding shares in physical or dematerialised form, as on the cut-off date to exercise their right to vote by electronic means on any or all of the business specified in the accompanying Notice.
 16. The information and other instructions regarding Remote e-voting are detailed in Note No. 20.
 17. The Board of Directors have appointed Shri Rajesh Parekh, Practising Company Secretary, (Membership No. A8073) Ahmedabad as the Scrutiniser to scrutinise the voting process in a fair and transparent manner.
 18. The Scrutiniser will submit their report to the Chairperson or any person authorised by him after completion of the scrutiny and the results of voting will be announced after the AGM of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM. The result of the voting will be submitted to the Stock Exchanges, where the shares of the Company are listed and posted on the website of the Company at www.gujaratleasefinancing.co.in and also on the website of CDSL and shall also be communicated to the BSE Limited and National Stock Exchange of India Limited.
 19. 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.
 20. **The instructions for shareholders for remote e-voting electronically are as under:**
 - (i) The voting period begins on **Wednesday, 23rd September, 2020 at 09.00 A.M.** and ends on **Friday, 25th September, 2020 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, 19th September, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - (viii) If you are a first time user follow the steps given below:

For Shareholder holding shares in 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"> Shareholders who have not updated their PAN with the Company / DPs are requested to use the sequence number indicated in the PAN Field in the email sent to them. Shareholders who have not registered their email address may obtain the sequence number from the Company after registering their email address as per the process defined in Note No. 10.
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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders 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.
- (xi) For Shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "Gujarat Lease Financing Limited" on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL's Mobile app - "**m - Voting**". The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- (xx) **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" module.
 - 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 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution /Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; gujaratleasefinancing.co.in (designated email address by Gujarat Lease Financing Limited), 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 under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

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

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS 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 scan copy of PAN card), AADHAR(self attested scanned copy of Aadhar Card) by email to **Company /RTA email id.**
2. For Demat Shareholder- Please provide Demat account details (CDSL-16 digital 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 scan copy of Aadhar Card)to **Company/RTA email id.**

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OVAM will be available in shareholders/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / I pads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi –Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views /ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email address gflho_ahm@yahoo.co.in./ gflinvestors@gmail.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days** prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at company's email address gflho_ahm@yahoo.co.in./ gflinvestors@gmail.com These queries will be replied by the Company suitably by email.

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 through VC/OAVM facility 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 e-Voting system available during the AGM.
3. If any votes are casted by shareholders through the e-Voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. 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.

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 ORDINARY AND SPECIAL BUSINESSES

Item No. 2 :

Smt. Kavita N. Mandan (holding DIN: 07419972) retires by rotation at this Annual General Meeting and being eligible, is proposed for reappointment. Smt. Kavita N. Mandan has expressed her intention to act as a Director, if re-appointed .

Smt. Kavita N. Mandan aged 57 holds Master Degree in Statistics. She has nearly 34 years of post-qualification experience and has been associated with Torrent Power Limited since 1989 wherein she has worked in the areas of IT Specific Projects for Business Transformation, Technologies Deliveries with Quality Assurance & Process Improvements. Currently she is Assistant General Manager in Corporate IT ERP Department of Torrent Power Limited.

She is not on the Board of Directors of any other Company or a member of any committee in any Company.

She does not hold any equity shares of the Company. She is not related to any director of the Company.

Smt. Kavita N. Mandan is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the resolution.

The Board recommend the resolution at Item No. 2, as ordinary business in relation to appointment of Smt. Kavita Mandan as a director of the Company, retiring by rotation for your approval as Ordinary Resolution.

Item No. 3

Shri Prakash J. Parikh (holding DIN: 08352876) was appointed as Additional Director by the Board of Directors at their meeting held on 07th August, 2019. As per the provisions of Section 161 of the Companies Act, 2013 read with Article 148 of the Articles of Association of the Company, he holds the office as Director till the commencement of the 37th Annual General Meeting. The Company has received a notice in writing under section 160 of the Companies Act, 2013 from a shareholder proposing the candidature of Shri Prakash J. Parikh for appointment as a Director of the Company.

Shri Prakash J. Parikh aged 59 is holding a B.Com. degree. He has about 35 years rich experience in the following positions /with G.I.I.C. Ltd.

- Holding position of Chief Financial Officer(C.F.O.) of G.I.I.C. Ltd. with rich experience of 25 years in the field of Accounts and Audit.
- 10 Years experiences as Zonal Manager of G.I.I.C. Ltd. handling cases pertaining to Zonal Office Baroda, Surat & Ahmedabad (consists legal cases and cases related to BIFR, Section 29 of SFC Act & SARFASI Act and Official Liquidator.)
- Additional charge of Principal Officer of Government of Gujarat and RBI of G.I.I.C. Ltd.
- Secretary Trustee of G.I.I.C. Ltd. EPF Trust since 10 years.
- At present he is CFO of G.I.I.C. Ltd. since 2016.

Nomination and Remuneration Committee and the Board have considered the above proposal at their respective meetings and recommend to the Shareholders for their approval.

Shri Prakash J. Parikh is currently holding memberships of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.

Details of his Directorship in other Companies and membership in committees of these Companies are given below:

Sr. No.	Directorship in Companies	Names of Committees
1	Gujarat Trans Receivers Limited	-
2	Gujarat Poly Electronics Limited	-

Shri Prakash J. Parikh does not hold any shares of the Company. He is not related to any director of the Company.

Shri Prakash J. Parikh is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel

(KMP) of the Company or their relatives are in any way concerned or interested in the resolution.

The Board recommends the resolution at item No. 3 in relation to appointment of Shri Prakash J. Parikh as a director of the Company, for your approval as an ordinary resolution.

Item No. 4

Shri Raghuvveer Parakh, (holding DIN: 03546937) was appointed as Additional Director (Non-executive Independent) and holds office of director till the commencement of this Annual General Meeting.

Shri Raghuvveer Parakh aged 66 years, is a Chartered Accountant and MBA from IIM Calcutta and possesses more than 31 years of experience in the field of Finance, Accounts, Commercial and Overall Operations and Corporate Management. He is also an insolvency professional accredited by Insolvency & Bankruptcy Board of India. Currently he is a director in the Board of Wind Two Renergy Private Limited. He is a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Board. He does not hold shares of the Company. He is not related to any director of the Company.

In view of the above, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee has recommended appointment of Shri Raghuvveer Parakh as Independent Director for a period of 5 consecutive years from 13th July, 2020 upto 12th July, 2025.

In the opinion of the Board, Shri Raghuvveer Parakh fulfils the conditions as specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Shri Raghuvveer Parakh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours in any working day, excluding Saturday.

Shri Raghuvveer Parakh is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are in any way concerned or interested in the resolution.

Accordingly, the Board recommends the resolution at Item No. 4, in relation to appointment of Shri Raghuvveer Parakh as an Independent Director, for your approval as an ordinary resolution.

Place : Ahmedabad

Date : 25th July, 2020

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**

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 37th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2020.

1. STATE OF THE AFFAIRS

The highlights of the financial results of the Company for the year under review are given below:

(Rs. in Lacs)

Particulars	Year Ended 31.03.2020	Year Ended 31.03.2019
Other Income	59.85	6.18
Liability/Provision no longer required	5.63	16.35
Profit on sale of Investments	30.58	1.91
Total Revenue	96.06	24.44
Expenses:		
Employees Benefits	10.02	8.45
Professional Fees	21.55	6.95
Merger Expenses	0.00	13.80
Administrative & Other Expenses	24.90	27.74
Total Expenses	56.47	56.94
Profit/(Loss) for the year before Depreciation	39.59	(32.50)
Depreciation	2.46	2.43
Profit/(Loss) Before Taxation	37.13	(34.93)
Tax Expenses Current – Rs. 0.00	(0.07)	3.47
Tax Expenses (Previous)- Rs. (0.07)		
Profit/(Loss) After Taxation	37.20	(38.40)

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 31st March, 2020 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. 96.06 lacs as against total income of Rs. 24.44 lacs for the previous year. Increase in income is due to profit on sale of investments Rs. 30.58 lacs (as against Rs. 1.91 lacs in previous year), Liability/provision no longer required Rs. 5.63 lacs (as against Rs. 16.35 lacs in previous year). Dividend Income of Rs. 8.23 lacs (as against Rs. 5.24 lacs in previous year). Interest Income of Rs. 1.61 lacs (as against Rs. 0.94 lacs in previous year). Miscellaneous Income of Rs. 50.01 lacs (See note 30) (as against Rs. Nil in previous year)

The Company 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 Depositories (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.

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, The Company 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. 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, 2020.

3. TRANSFER TO RESERVES

During the year under review, the Company has not transferred 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

During the year under review, the Company has not made any borrowings from bank or any financial institutions or other parties. It has made repayment of the unsecured loans of Rs. 5.00 Crores to the Promoter Company.

5. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

During the year under review, the Company had no Subsidiary, Joint Venture and Associate Company.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL

As per provisions of the Companies Act, 2013, Smt. Kavita N. Mandan (DIN: 07419972), Director of the Company retires by rotation and being eligible, has offered herself for re-appointment. A brief resume and other relevant details of her are given in the Explanatory Statement to the Notice convening the Annual General Meeting (AGM).

Shri Yogesh K. Vyas (DIN: 03420201) had resigned as Director of the Company w.e.f. 7th August, 2019 due to his retirement from the services of the Gujarat Industrial Investment Corporation Limited (GIIC). The Board places on record its appreciation for the guidance and support provided by him during his tenure as a member of the Board.

GIIC nominated Shri Prakash J. Parikh (DIN: 08352876) on the Board of the Company in place of Shri Yogesh K. Vyas and the Board at its meeting held on 7th August, 2019 appointed him as Additional Director w.e.f. 7th August, 2019 till ensuing AGM. The Board hereby recommends his appointment as Director, liable to retire by rotation, w.e.f. the ensuing AGM. A brief resume and other relevant details of him are given in the Explanatory Statement to the Notice convening the AGM.

Shri Raghuvver Parakh (DIN: 03546937) was appointed as Additional Director (Non-Executive- Independent) w.e.f. 13th July, 2020.

The Company had received notices in writing under Section 160 of the Companies Act, 2013 from Members Directors proposing the candidature of Shri Prakash J. Parikh (DIN: 08352876) for appointment as a Director (Non-Executive Non-Independent) and Shri Raghuvver Parakh for appointment as a Director (Non-Executive Independent) for a period of five consecutive years starting from 13th July, 2020 upto 12th July, 2025. The Board recommends the resolutions to be passed at item No. 3 & 4 as special business in the notice of the Annual General Meeting of the Company with Explanatory Statement for the approval by the members.

A brief resume and other relevant details of Shri Prakash J. Parikh and Shri Raghuvver Parakh for appointment as directors of the Company are provided in the Explanatory Statement to the Notice convening the 37th Annual General Meeting.

7. DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Companies Act, 2013.

8. POLICY ON DIRECTORS' APPOINTMENT AND REMUENERATION

The Nomination and Remuneration Committee (NRC) has approved the criteria and process for identification / appointment of Directors which are as under:

(a) Criteria for Appointment:

- (i) Proposed Director ("Person") shall meet all statutory requirements and should:
 - possess the highest ethics, integrity and values
 - not have direct/indirect conflict with present or potential business/operations of the Company
 - have the balance and maturity of judgment
 - be willing to devote sufficient time and energy
 - have demonstrated high level of leadership and vision and the ability to articulate a clear direction for an organization
 - have relevant experience with respect to Company's business (In exceptional circumstances, specialization/ expertise in unrelated areas may also be considered)
 - have appropriate comprehension to understand or be able to acquire that understanding :
 - o relating to Corporate Functioning
 - o involved in scale, complexity of business and specific market and environment factors affecting the functioning of the Company.

(b) Process for Identification / Appointment of Directors

- (i) Board members may (formally or informally) suggest any potential person to the Chairperson of the Company meeting the above criteria. If the Chairperson deems fit, necessary recommendation shall be made by him.
- (ii) Chairperson of the Company can himself also refer any potential person meeting the above criteria.
- (iii) NRC will process the matter and recommend such proposal to the Board.
- (iv) Board will consider such proposal on merit and decide suitably.

(c) Remuneration Policy

The Company has formulated policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees of the Company. The remuneration policy is available on the website of the Company www.gujaratleasefinancing.co.in.

9. MANNER OF EVALUATION OF BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Evaluation of Board, its Committees and Individual Directors was carried out as per the process and criteria laid down by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee.

The obtaining and consolidation of feedback from all Directors in this regards was co-ordinated by the other Independent Director. Based on this, Chairperson briefed the Board and each of the Individual Directors, as applicable.

10. MEETINGS OF THE BOARD, COMMITTEES & COMPLIANCE TO SECRETARIAL STANDARDS

The Board meets at regular interval with gap between two meetings not exceeding 120 days. During the year under review, the Board met four times.

The Board has three committees namely Audit Committee (AC), Nomination and Remuneration Committee (NRC) and Stakeholders Relationship Committee (SRC). A detailed note on the composition of the Board and its committees (AC,

NRC and SRC) is provided in the Corporate Governance Report included in the Annual Report. The minutes of all the Committee meetings are reviewed at every Board meeting.

During the year, the Company has complied with the provisions of Secretarial Standard 1 (relating to meeting of the Board of Directors) and Secretarial Standard 2 (relating to General meetings).

11. DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134 (3) of the Companies Act, 2013 in relation to the Financial Statements of the Company for the year ended 31st March, 2020, the Board of Directors states that:

- a) in preparation of the Financial Statements, 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 as on 31st March, 2020 and of the loss for the year ended 31st March, 2020;
- 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 have prepared the Financial Statements 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 are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

12. AUDITORS

(i) STATUTORY AUDITORS

The Members at the 34th AGM of the Company had appointed M/s. G.K. Choksi & Co. (FRN: 101895W), Chartered Accountants, Ahmedabad, as Statutory Auditors of the Company to hold office from the close of the 34th AGM till the conclusion of the 39th AGM.

The Auditors' report for FY 2019-20 forms part of this Annual Report and does not contain any qualification, reservation or adverse remark.

(ii) INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board of Directors of the Company had appointed M/s. JMT & Co., Chartered Accountants, (FRN: 126286W), Ahmedabad as an Internal Auditors of the Company for the Financial Year 2020-21.

(iii) SECRETARIAL AUDITORS

Pursuant to Section 204 and Section 134(3) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014, the Board of Directors had appointed M/s. Rajesh Parekh & Co., Company Secretaries, Ahmedabad as Secretarial Auditors of the Company for FY 2019-20. The Secretarial Audit Report for FY 2019-20 is annexed herewith as **Annexure B**.

(iv) COST AUDITORS

The Company was not required to maintain cost records as specified by the Central Government under sub section (1) of Section 148 of the Companies Act, 2013. Accordingly, no such accounts and records were required to be made and maintained and the Company was required to appoint a cost auditor to audit the cost records, hence no details are mentioned in this report.

13. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to Financial Statements. The Statutory Auditors of the Company have audited such controls with reference to Financial Reporting and their Audit Report is annexed as Annexure B to the Independent Auditors' Report under Standalone Financial Statements and Consolidated Financial Statements which forms part of the Annual Report.

14. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORTS

The separate reports on Corporate Governance and Management Discussion and Analysis form part of Annual Report as **Annexure - C & Annexure – D** respectively and the certificate from the Company's Auditors regarding compliance of conditions of Corporate Governance is annexed to the Boards' Report.

15. VIGIL MECHANISM

The Company has established the vigil mechanism through Whistle Blower Policy for all the stakeholders of the Company, which also provides for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases as per the Policy.

The Whistle Blower Policy will be applicable to all the stakeholder of the Company, which is an extension of the Code of Business Conduct through which the Company seeks to provide a mechanism for the Stakeholders to disclose their concerns and grievances on Unethical Behavior and Improper/Illegal Practices and Wrongful Conduct taking place in the Company for appropriate action. The Company shall oversee the vigil mechanism only through the Audit Committee. If any of the members of the Audit Committee have a conflict of interest in a given case, they should rescue themselves and the others in the Committee would deal with the matter on hand.

The Policy provides necessary safeguards to all Whistle Blowers for making Protected Disclosures in Good Faith and any Stakeholder assisting the investigation. It also provides the detailed scope and role of Whistle Blower and the manner in which concern can be raised. Further, the Policy contains provisions relating to investigation of the protected disclosures, protection to the whistle blower, decision by CFO, CEO or Audit Committee and reporting & monitoring by the Company.

The policy has been placed on the website of the Company at the below link:

<http://www.gujaratleasefinancing.co.in/>policy>.

16. RISK MANAGEMENT POLICY

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Company periodically assesses risk in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans.

The Company, through its risk management process, strives to contain impact and likelihood of the risk within the risk appetite as agreed from time to time with the Board of Directors.

There are no risks which in the opinion of Board threaten the existence of the Company.

The Company has adopted a Risk Management Policy for a systematic approach to control risks. The Risk Management Policy of the Company lays down procedures for risk identification, evaluation, monitoring, review and reporting. The Risk Management Policy has been developed and approved by the Senior Management in accordance with the business strategy. The said policy may be referred to, at the Company's official website at the below web link:

<http://www.gujaratleasefinancing.co.in/>policy>.

17. 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>.

18. PARTICULARS OF EMPLOYEES

The information required pursuant to the provisions under section 197 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided below:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: Nil
2. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year: Nil
3. The percentage increase in the median remuneration of employees in the financial year: Nil
4. The number of permanent employees on the rolls of Company: Three employees as on 31st March, 2020.

5. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year: Nil

6. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company has discontinued its business operations since the FY 1999-2000 hence performance evaluation could not be done. The Company does not have any operational income. The Company had paid remuneration to 3 employees (Key Managerial Personnel) during the year in accordance with applicable provisions of the Companies Act, 2013.

The Company does not have employee under the category as specified in Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Thus, the said information is not provided in the Report.

19. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company had no women employee during the year under review, therefore it was not required to constitute Internal Complaints Committee under the Sexual Harassment at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

20. EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-E** to this Report.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company has no activities relating to conservation of energy or technology absorption. There were no foreign exchange earning or outgo during the year under review.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

There were no loans given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013 during the year under review.

23. CORPORATE SOCIAL RESPONSIBILITY

The Company does not fall under the criteria as mentioned in the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibilities) Rules, 2014. Therefore, the Company was not required to form Corporate Social Responsibility (CSR) Policy, CSR Committee and consequently did not spend any amount for the same.

24. FAMILIARISATION PROGRAMME

Familiarization Programme imparted to Independent Directors may be viewed at the following link on the Company's official website:

<http://www.gujaratleasefinancing.co.in/>policy>

25. AUDIT COMMITTEE

The Composition of the Audit Committee is in compliance with the provisions of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013.

During the year under review, the Board met 4(four) times as mention below :

Sr. No	Date of Audit Committee Meeting
1.	28 th May, 2019
2.	7 th August, 2019
3.	24 th October, 2019
4.	30 th January, 2020

The Composition of Committee as on 31st March, 2020 is given below:

Name of the Director	Category of Directorship	No. of Meetings Attended
Shri Surendra M. Shah Chairperson	Independent Director	4
Shri Vasant A. Shah	Independent Director	4
Shri Yogesh K. Vyas(Resigned w.e.f. 07.08.2019)	Non - Executive Non Independent Director	1
Shri Prakash J. Parikh(Appointed w.e.f. 07.08.2019)	Non – Executive Non Independent Director	2

During the year, the Board has accepted all the recommendations made by the Audit Committee.

26. NOMINATION AND REMUNERATION COMMITTEE

The Board has on recommendation of Nomination and Remuneration Committee, framed a policy for selection of appointment of Director, Senior Management and their remuneration. The said policy may be referred to, at the Company's official website at the below web link:

<http://www.gujaratleasefinancing.co.in/>policy>

A detailed note on the composition of the Nomination and Remuneration Committee and attendance of members are provided in the Corporate Governance Report included in the Annual Report.

27. OTHER DISCLOSURES:

- During the year under review, the Company has neither accepted nor renewed any fixed deposits.
- During the year under review, there are no changes in the nature of business.
- There are no material changes and commitments, affecting the financial position of the Company which has occurred between end of financial year of the Company i.e. 31st March, 2020 and the date of Directors' Report.
- No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and your Company's operation in future.

28. ACKNOWLEDGEMENTS

Your Directors are grateful to GIIC Limited, the Government of Gujarat and Torrent Group for their continued guidance and support to the Company. The Directors are pleased to place on record their appreciation for the excellent support extended by the banks.

The Board would also like to express great appreciation for the understanding and support extended by the employees and Shareholders of the Company in the difficult period.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 25th July, 2020

Shri Harnish Patel
Director-in-Charge
DIN: 00114198

Smt. Kavita Mandan
Director
DIN: 07419972

FORM NO. AOC – 2

(Pursuant to clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto								
1. Details of contracts or arrangements or transactions not at arm's length basis								
Sr. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date(s) of approval by the Board	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	
NIL								
2. Details of material contracts or arrangement or transactions at arm's length basis								
Sr. No	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board and Audit Committee, if any:	Amount paid as advances, if any:	Date on which the special resolution was passed in general meeting u/s 188 (1)	
(a)	(b)	(c)	(d)	(e)	(f)	(g)		
NIL								

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 25th July, 2020

Shri Harnish Patel
Director-in-Charge
DIN: 00114198

Smt. Kavita Mandan
Director
DIN: 07419972

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2020

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
GUJARAT LEASE FINANCING LIMITED
CIN: L65990GJ1983PLC006345
6th Floor, Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad - 380006

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **GUJARAT LEASE FINANCING LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the **Company's** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on **31st March, 2020** complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2020, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder ;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder ;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - **Not Applicable during the Reporting Period**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - **Not Applicable during the Reporting Period**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - **Not Applicable during the Reporting Period**
 - (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable during the Reporting Period** and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **Not Applicable during the Reporting Period**

(vi) During the period under report, no specific law is applicable to the Company.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India.

I further report, that compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by Tax Auditor / Other designated professionals.

I further report that, during the year under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Committee(s) that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all the directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairperson, the majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all the applicable laws, rules, regulations and guidelines, standards etc.

I further report that during the audit period the Company has not conducted any actions / events which could have a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date: 25-07-2020
Place: Ahmedabad

For RAJESH PAREKH & CO.
Company Secretary

Rajesh Parekh
(Proprietor)

Mem. No.: 8073

C.P No. : 2939

UDIN: A008073B000515294

To,
The Members,
GUJARAT LEASE FINANCING LIMITED
CIN: L65990GJ1983PLC006345
6th Floor, Hasubhai Chambers,
Opp. Town Hall, Ellisbridge,
Ahmedabad - 380006

Our report of even date provided in Form MR-3 is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I follow provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis, for the purpose of issuing Secretarial Audit Report.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. I have conducted my audit in the manner specified under Section 204 of the Companies Act, 2013 and Rules made there under, which seeks an opinion and reasonable assurance about the compliance status of various applicable acts and rules to the Company.

For RAJESH PAREKH & CO.
Company Secretary

Date: 25.07.2020
Place: Ahmedabad

Rajesh Parekh
(Proprietor)
Mem. No.: 8073
C.P No. : 2939

This report sets forth the disclosures for FY 2019-20, pertaining to Corporate Governance of Gujarat Lease Financing Limited ("the Company"), as required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Philosophy on Corporate Governance aims at attainment of the highest levels of transparency, accountability and equity in the functioning of the Company vis-à-vis interactions with employees, shareholders, creditors and customers. Good Corporate Governance is intrinsic to the Management of the affairs of the Company. The objective of the Company is not only to meet the statutory requirements of the code but also go beyond it by instituting such systems and procedures as required in accordance with the latest global trends of making management completely transparent and institutionally sound.

For the FY 2019-20, the Company is in compliance with the Corporate Governance norms stipulated in Listing Regulations:

2. BOARD OF DIRECTORS

2.1 COMPOSITION OF THE BOARD

The Board comprises of experts drawn from various fields/profession. The Board of Directors as on the date of this report comprises of 5 (Five) Directors out of which 4 (Four) are Non-Executive Directors (80% of Board Strength) including 2 (Two) Independent Directors and 1 (One) Woman Director. The Chairperson of the Board is an Independent Director. Composition of the Board is in conformity with the applicable law and regulations.

2.2 SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

The Board has identified following skills/expertise/competence required by the Board of Directors in the context of the businesses and sectors of the Company to function effectively and those available with it :

Skills/Expertise/Competence	Status
Commercial	Available
Finance	Available
General Management	Available
Legal including laws related to Corporate Governance	Available

The Non-Executive Directors are qualified professionals drawn from the above areas.

2.3 BOARD MEETINGS

The Board meets at least once in every quarter and time elapsed between any two consecutive meetings did not exceed 120 days.

The Board of Directors met Four times during the FY 2019-20 on 28th May, 2019, 7th August, 2019, 24th October, 2019 and 30th January, 2020. The requisite quorum was present in all the meetings.

The agenda for the Board meetings were circulated to all the Directors at least 7 days prior to the date of the meeting, except for table agenda items which were placed before the Board with the approval of Independent Directors. The agenda for the Board meetings included detailed notes on the matters to be considered at the meeting to facilitate the Directors to take informed decisions. Minimum information to be placed before the Board under Regulation 17(7) read with Schedule II of the Listing Regulations was placed before the Board for its consideration.

2.4 COMPOSITION / CATEGORY OF DIRECTORS / ATTENDANCE AT MEETINGS / DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS IN OTHER COMPANIES AS ON 31ST MARCH, 2020

Relevant details about the Board of Directors are as under:

Name of the Director & Designation	Category	No. of other Directorships *	No. of other Board Committees of which Member (M) / Chairperson(C)*	Board Meetings Attended	Attendance at the Last AGM	No. of Shares Held of the Company	Directorship in other listed entities	
							Name of Entity	Category
Shri Surendra M. Shah, Chairperson	Non-Executive, Independent Director	1	1(M)	4	Yes	-	-	-
Shri Vasant A. Shah, Director	Non-Executive, Independent Director	2	2 (C)	4	Yes	-	-	-
Shri Harnish J. Patel, Director-in-charge	Executive Director	2	-	4	Yes	10	-	-
Shri Yogesh K. Vyas, Director (Resigned w.e.f. 07.08.2019)	Non-Executive, Non-Independent Director	4	-	1	N.A.	-	1. Gujarat Poly Electronics Limited 2. Gujarat Sidhee Cement Limited	1. Non-Executive Director (Nominee) 2. Non-Executive Non-Independent (Nominee)
Smt. Kavita N. Mandan, Director	Non-Executive, Non-Independent Director	-	-	4	Yes	-	-	-
Shri Prakash J. Parikh, Director (Appointed as Additional Director w.e.f. 07.08.2019)	Non-Executive, Non-Independent Director	2	-	2	No	-	Gujarat Poly Electronics Limited	Nominee Director

- For the purpose of considering the number of directorships and committee membership/chairpersonship in Audit and Stakeholders Relationship Committee, all public limited companies other than the Company, whether listed or not, are included and all other companies including private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 ("Act") are excluded.
- Details of committee membership comprise only membership/chairpersonship of Audit Committee and Stakeholders Relationship Committee.

None of the Directors are related inter-se.

2.5 FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Familiarization Programme imparted to Independent Directors may be referred to at the Company's official website: <http://www.gujaratleasefinancing.co.in/>Policy>.

3. BOARD COMMITTEES:

The Board constituted the following committees:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

3.1 AUDIT COMMITTEE

3.1.1 THE ROLE AND TERMS OF REFERENCE OF THE AUDIT COMMITTEE ARE AS UNDER:

- (i) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- (ii) Recommending appointment/re-appointment and remuneration of the auditors to the Board of Directors and review of adequacy and performance of auditors, internal control systems and internal audit function.
- (iii) Review the annual and quarterly financial statement.
- (iv) Review changes in the accounting policies and practices of major accounting entries,
- (v) Ensuring compliance with the regulatory guidelines.
- (vi) Review and approve related party transactions or any subsequent modification of transactions with related parties.
- (vii) Review the functioning of the Whistle Blower (Vigil) mechanism.
- (viii) Review of Financial Statements of Subsidiaries, significant findings (if any) apart from the other mandatory requirements specified under Listing Regulations.
- (ix) Approval of appointment of the Chief Financial Officer.
- (x) Conducting pre-audit work discussions with auditors specifying scope and nature of the audit and post audit discussions for any area of concern.
- (xi) Conducting valuation of undertaking or assets, wherever necessary.
- (xii) Deciding the scope, functioning periodicity and methodology for conducting Internal Audit after consulting Internal Auditor.
- (xiii) Code of Conduct and related matters.
- (xiv) Reviewing the compliances with the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and its operation and internal control system.
- (xv) Significant transactions and arrangements made with unlisted subsidiary companies.
- (xvi) Reviewing the Auditors' Independence, performance and effectiveness of the audit process.
- (xvii) Reviewing with Internal Auditors major findings of any investigations matters and suspected fraud, irregularity and failure of internal control system of material and to report to the Board.
- (xviii) Review compliance reports of all applicable laws and steps taken to rectify non compliances periodically.
- (xix) Reviewing Management Discussion and Analysis of financial matters and results of operation.
- (xx) Reviewing internal control weakness reported to management by the Statutory Auditors.
- (xxi) Statement of Use of funds raised through Public/Right/Preferential Issue) and statement of funds utilized for purposes other than those mentioned.
- (xxii) Scrutinizing inter corporate loans and investments.

During the year under review, 4 (Four) meetings were held on 28th May, 2019, 7th August, 2019, 24th October, 2019 and 30th January, 2020. Time elapsed between two meetings did not exceed 120 days.

3.1.2 COMPOSITION AND MEETINGS

Name of the Committee Member	Category of Directorship	Qualification / Competence	No. of Meetings Held	No. of Meetings Attended
Shri Surendra M. Shah Chairperson	Non - Executive Independent Director	B.Sc. (Eco.) London	4	4
Shri Vasant A. Shah	Non - Executive Independent Director	B.Com , FCA	4	4
Shri Yogesh K. Vyas (Resigned w.e.f. 07.08.2019)	Non-Executive Non Independent Director	B.E. (Chemical)	2	1
Shri Prakash J. Parikh (Appointed w.e.f. 07.08.2019)	Non-Executive Non Independent Director	B.Com	2	2

Composition of the Committee was in compliance with provisions of the Act and Listing Regulations.

The Statutory Auditors, Chairperson, CEO, CFO and the Company Secretary are permanent invitees to the meetings. All the recommendations / submissions made by the Committee during the year were accepted by the Board.

3.2 STAKEHOLDERS RELATIONSHIP COMMITTEE

3.2.1 THE ROLE AND TERMS OF REFERENCE OF THE STAKEHOLDERS RELATIONSHIP COMMITTEE BROADLY INCLUDES

- (i) The Stakeholders Relationship Committee (SRC) has to mainly focus on the redressal of complaints/queries relating to Transfer / Transmission / Dematerialization of Shares, Issue of Duplicate Share Certificates, Non-receipt of Annual Report, Dividend Warrants, Repayment of principal and/or interest on Fixed Deposits / Debentures, etc.
- (ii) Resolving the complaints/grievances of the security holders in respect of the above matters.
- (iii) Reviewing any other related matter which the Committee may deem fit and proper and in the circumstances of the case including the following
 - a) Adherence to the service standards in respect of various services being rendered by the Registrar and Share Transfer Agent.
 - b) Change of name(s) of the Members on share certificate.
 - c) Consolidation of share certificates
 - d) Deletion of name(s) of guardian(s)
 - e) Deletion of name(s) from share certificate
 - f) Dematerialized of shares.
 - g) Issue of Duplicate Shares.
 - h) Measures taken for effective exercise of voting rights by the shareholders.
 - i) Measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholder(s) of the Company.
 - j) Re-materialization of Shares.
 - k) Replacement of Shares.
 - l) Splitting up of shares.
 - m) Transfer of shares.
 - n) Transmission of shares.
 - o) Transposition of shares.

The Terms of Reference were in full compliance with provisions of the Act and Listing Regulations.

During the year under, review, the Committee met 4 (Four) times on 28th May, 2019, 7th August, 2019, 24th October, 2019 and 30th January, 2020.

3.2.2 COMPOSITION AND MEETINGS

Name of the Committee Member	Category of Directorship	No. of Meetings Held	No. of Meetings Attended
Shri Surendra M. Shah Chairperson	Non - Executive Independent Director	4	4
Shri Vasant A. Shah	Non - Executive Independent Director	4	4
Shri Yogesh K.Vyas (Resigned w.e.f. 07.08.2019)	Non-Executive Non Independent Director	2	1
Shri Prakash J. Parikh (Appointed w.e.f. 07.08.2019)	Non-Executive Non Independent Director	2	2

All the recommendations / submissions made by the Committee during the year were accepted by the Board. Shri Kamlesh Patel was the Company Secretary & Compliance Officer of the Company.

3.2.3 INVESTORS' GRIEVANCE REDRESSAL

The Company has not received any complaints during the year. No complaint was pending as on 31st March 2020. The Company has no transfers pending at the closure of the FY 2019-20.

3.3 NOMINATION AND REMUNERATION COMMITTEE

3.3.1 THE ROLE AND THE TERMS OF REFERENCE OF THE NOMINATION & REMUNERATION COMMITTEE BROADLY INCLUDES

- (i) evaluating and recommending the composition of the Board of Directors and Committees thereof ;
- (ii) formulating the criteria for determining qualification, positive attributes and independence of a director and formulating criteria for appointment of KMPs and senior management ;
- (iii) performance evaluation of independent directors, considering and recommending the appointment of Directors, KMP and Senior Management in accordance with the criteria formulated ;
- (iv) to recommend and monitor the levels of remuneration of senior management of the Company ;
- (v) formulating criteria for evaluation of the Independent directors and the Board ; and
- (vi) recommending to the Board a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees ;

During the year under review, 2 (Two) meetings of the Nomination and Remuneration Committee were held on 28th May, 2019 and 7th August, 2019.

3.3.2 COMPOSITION AND MEETINGS

Name of the Committee Member	Category of Directorship	No. of Meetings Held	No. of Meetings Attended
Shri Vasant A. Shah Chairperson	Non - Executive Independent Director	2	2
Shri Surendra M. Shah	Non - Executive Independent Director	2	2
Shri Yogesh K. Vyas (Resigned w.e.f. 07.08.2019)	Non-Executive Non Independent Director	2	1
Shri Prakash J. Parikh (Appointed w.e.f. 07.08.2019)	Non-Executive Non Independent Director	0	0

Composition of the Committee was in compliance with provisions of the Act and Listing Regulations. All the recommendations / submissions made by the Committee during the year were accepted by the Board.

3.3.3 PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The Criteria as well as process for evaluation of Independent Directors are given below:

CRITERIA

1. Fulfillment of functions
2. Attendance
3. Contribution at Meetings
4. Guidance/Support to management outside Board/Committee Meetings
5. Participation in Board in terms of adequacy (time & content)
6. Independent views and judgment (only for IDs)

PROCESS

1. The Chairperson of the Board to discuss self and peer evaluation on a One-on-One basis with each Director.
2. The Chairperson to consolidate the comments and give the feedback to Individual Directors.

(Evaluation by IDs in this context as per Schedule IV of the Companies Act, 2013 and the Listing Regulations. Role of IDs shall be fulfilled by Chairperson of board summarizing the IDs feedback.)

4. REMUNERATION

None of the Directors is drawing any remuneration from the Company. However, the Board had approved the payment of sitting fees to Independent Directors of the Company pursuant to Section 197(5) of the Companies Act, 2013.

None of the Non-Executive Directors holds any shares of the Company.

Detail of sitting fees paid during the year is specified in the below table. The Company does not pay any severance fee to its Directors.

Name of the Independent Directors	Sitting Fees
Shri Surendra M. Shah	Rs. 70,000/-
Shri Vasant A. Shah	Rs. 70,000/-
Total	Rs. 1,40,000/-

5. GENERAL BODY MEETINGS

Details of the AGM held during the last three years are as under:

AGM	Year	Venue of AGM	Date	Time	No. of Special Resolution passed
34 th AGM	2016-17	ATMA Hall Ahmedabad Textile Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009	27 th July, 2017	10.00 A.M.	2
35 th AGM	2017-18	ATMA Hall Ahmedabad Textile Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009	7 th August, 2018	10.00 A.M.	Nil
36 th AGM	2018-19	ATMA Hall Ahmedabad Textile Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad-380009	7 th August, 2019	10.00 A.M.	2

No Postal Ballot was conducted during the year under review and as of the date of this Report there is no proposal to pass any special resolution through Postal Ballot.

6. MEANS OF COMMUNICATION

During the year, quarterly unaudited financial results with Limited Review Report and annual audited financial results of the Company with Auditor's Report thereon were submitted to the Stock Exchanges upon their approval by the Board of Directors. The Company publishes its financial results in two newspapers, Western Times (English) and Western Times (Gujarati). These results are also put on the Company's website: <http://www.gujaratleasefinancing.co.in/>>Others.

Considering the impact of COVID-19 and consequent restrictions including that on large gatherings and social distancing, SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 provided relaxation from sending physical copies of Annual Report for FY 2019-20 to those Members whose email IDs are not registered with the Depository Participants (DPs) and / or with the Company's Registrar and Share Transfer Agent (RTA) and who have opted for physical copies. In view of the same, the Company will send soft copies of Annual Report to those Members whose

email IDs are registered with the DPs and / or with the Company's RTA. Also, the same will be available on the Company's website: www.gujaratleasefinancing.co.in.

7. OTHER DISCLOSURES

7.1 RELATED PARTY TRANSACTIONS

The Company has formed related party transactions policy pursuant to the requirements of the Act and Regulation 23 of the Listing Regulations. The same is also placed at the website of the Company <http://www.gujaratleasefinancing.co.in/>policy>

During the year, the Company has not entered into any transaction with the related parties which are material in nature. Adequate care was taken to ensure that there is no potential conflict of interest in related party transactions.

For details about related parties transactions, see Note No. 29 of the Standalone Financial Statement for the financial year 2019-20.

7.2 WHISTLE BLOWER POLICY

The Company had adopted a "Whistle Blower Policy" through which the Company has institutionalized a mechanism to disclose any unethical behavior, improper practice and wrongful conduct taking place in the Company for suitable action. The Policy, by design, provides access to the Chairperson of the Audit Committee. Confidentiality of Whistle Blower is maintained without any discrimination. The same is also placed at the website of the Company <http://www.gujaratleasefinancing.co.in/>policy>.

None of the personnel of the Company has been denied access to the Audit Committee.

No complaint has been received during the financial year 2019-20.

7.3 LEGAL COMPLIANCES

The Compliance Certificates confirming due compliances with statutory requirements are placed at the Board Meeting for review by the Directors. The Company follows a formal management policy and system of legal compliance & reporting to facilitate periodical review by the Board of compliance status of laws applicable to the Company and steps taken to rectify non-compliances, if any.

There was an instance of non-compliance during the period from 1st October, 2018 to 31st October, 2018 during the financial year 2018-19, as a result of appointment of Board Chairperson as the Chairperson of the Nomination and Remuneration Committee upto 31st October, 2018. The Company ratified the same in November-2018. For such non-compliance penalty was imposed on the Company by the NSE as per their letter dated 08.09.2019 and the Company had paid the said penalty of Rs. 73,160/- on 10.09.2019.

No penalties were imposed either by SEBI or any statutory authorities on any matter related to Capital Markets during the last three years except as mentioned above.

7.4 MATERIAL SUBSIDIARY POLICY

The Company has formulated a Policy for determining 'Material' Subsidiary in accordance with Listing Regulations and the Act, which is uploaded on the website of the Company at <http://www.gujaratleasefinancing.co.in/>policy>.

7.5 CEO / CFO CERTIFICATE

Shri Anil Jhaveri, Chief Executive Officer (CEO) and Shri Janak Mehta, Chief Financial Officer (CFO) of the Company has given an annual certificate on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The CEO and CFO also has given quarterly certificate on financial results while placing the financial results before the Board in terms of Regulation 33(2)(a) of the Listing Regulations.

7.6 DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE

The Company has complied with the Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub – regulation (2) of Regulation 46 of Listing Regulations.

7.7 COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

- i) The Company has not been trading in commodities including through hedging, accordingly, the Company has not devised a policy on Risk management for trading in commodities through hedging.
- ii) Foreign exchange risks are not affecting the Company as the Company is not having any Short-term foreign currency asset - liability involving Foreign Exchange Risk.

7.8 CREDIT RATING

The Company has not borrowed any Short Term / Long Term Debt including Debentures and Fixed Deposit Scheme or Money from Public and Outside Agencies, Commercial Papers, accordingly, it was not required to obtain Credit Ratings from the Credit Rating Agencies for Short Term / Long Term debt.

7.9 DETAILS OF UNCLAIMED SHARES AS PER LISTING REGULATIONS

In terms of Regulation 39(4) of the Listing Regulations the Company Reports the following details in respect of equity shares transferred from the "Gujarat Lease Financing Limited-Unclaimed Suspense Account" during the year and the balance in the same at the beginning and at the end of the year :

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the beginning of the year i.e. 1 st April, 2019	11	1,661
Number of shareholders who approached the Company /Registrars and Transfer Agents (RTA) for transfer of shares from unclaimed suspense account during the year ended 31 st March, 2020	0	0
Number of shareholders to whom shares were transferred from Unclaimed Suspense Account during the year ended 31 st March, 2020	0	0
Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the end of the year i.e. as on 31 st March, 2020	11	1,661

The Voting rights on such shares shall remain frozen till the rightful owner claims the shares.

7.10 INDEPENDENT DIRECTORS

Based on the declaration of independence and other disclosures made by Independent Directors, the Board has noted that they fulfil the conditions of independence specified in the Act and Listing Regulations.

8. GENERAL SHAREHOLDERS' INFORMATRION

8.1 GENERAL BODY MEETING - 2020

8.1.1 37TH ANNUAL GENERAL MEETING DETAILS ARE AS UNDER:

Date	Saturday, 26 th September, 2020
Time	09.30 A.M.
Venue	Video Conference /Other Audio Video Means
Financial year	1 st April, 2019 to 31 st March, 2020
Cut-Off date for e-voting	Saturday, 19 th September, 2020
Remote E-voting period	Start Date and Time - Wednesday, 23 rd September, 2020 at 09.00 AM End Date and Time - Friday, 25 th September, 2020 at 05.00 PM.
Dividend Payment Date	Not Applicable

8.1.2 TENTATIVE FINANCIAL CALENDAR FOR THE YEAR 2020-21

Financial Year	01st April, 2020 to 31st March, 2021
First Quarter Results	End of July / First Week of August, 2020
Second Quarter Results	End of October / First Week of November, 2020
Third Quarter Results	End of January / First Week of February, 2021
Results for the Year End	End of May, 2021

8.1.3 LISTING ON STOCK EXCHANGES AND SECURITY CODES

Name of Stock Exchange	Security Code
Equity Shares	
BSE Limited (BSE)	500174
National Stock Exchange of India Limited (NSE)	GLFLEQ
ISIN	INE540A01017

The Company has paid the annual listing fees for the year 2020-21 to the above stock exchanges.

8.1.4 SHARE PRICE AND COMPARISON WITH THE BSE SENSEX AND NSE NIFTY

The monthly movement of equity share prices during the year ended 31st March, 2020 at BSE & NSE is summarized below:

Month	BSE					NSE		
	High (Rs.)	Low (Rs.)	Volume (Nos.)	BSE Sensex (High)	BSE Sensex (Low)	High (Rs.)	Low (Rs.)	Volume (Nos.)
April '19	--	--	--	39487	38460	1.65	1.60	700
May '19	2.16	2.16	200	40125	36956	--	--	--
June '19	2.06	1.96	157	40312	38871	1.60	1.60	500
July '19	--	--	--	40032	37128	1.60	1.55	800
Aug '19	--	--	--	37808	36102	1.55	1.45	9,901
Sept '19	2.00	1.81	93	39441	35988	1.50	1.50	2
Oct '19	1.80	1.06	992	40392	37416	1.45	1.00	8,533
Nov '19	1.56	1.15	19,358	41164	40014	1.00	0.60	11,607
*Dec'19	1.71	1.56	440	41810	40135	0.95	0.65	33,464
*Jan '20	1.63	1.49	5,600	42274	40477	0.85	0.50	13,007
*Feb '20	1.60	1.24	9,348	41709	38220	0.60	0.40	3,958
*Mar '20	1.41	1.08	15,598	39083	25639	1.45	1.25	73,350

*Scrip of GLFL has been put under Category from GSM Stage -2 to Stage - 1 by both the stock exchanges (NSE & BSE Limited) i.e under Graded Surveillance Measure. According to the SEBI Circular dated 23rd Feb, 2017, the details of this framework are given in Annexure I of SEBI circular. It means that trading is permitted on daily basis with the required margins as against trading once a week. Stage of GSM could be improved with the improvement in the working results and other parameters of the Company.

PERFORMANCE OF EQUITY SHARE PRICE vis-à-vis Nifty 50 is as under:

Month	GLFL Share Price at NSE (Rs.)*	NIFTY 50 during the Month* (Rs.)	Relative Index for comparison purpose	
			GLFL share price	NIFTY 50
March, 2019	1.65	11623.90	100.00	100.00
April, 2019	1.60	11748.15	98.33	101.07
May, 2019	0.00	11922.80	95.51	102.57
June, 2019	1.60	11788.85	109.24	101.42
July, 2019	1.55	11118.00	118.56	95.65
August, 2019	1.50	11023.25	107.96	94.83
September, 2019	1.50	11474.45	111.65	98.71
October, 2019	1.00	11877.45	108.80	102.18
November, 2019	0.75	12056.05	108.78	103.72
December, 2019	0.65	12168.45	110.29	104.68
January, 2020	0.55	11962.10	120.31	102.91
February, 2020	0.45	11201.75	117.65	96.37
March, 2020	1.40	8597.75	108.37	73.97

* Closing data on the last traded / trading day of the month. Closing share price at NSE and NIFTY 50 of 25th March, 2019 and 29th March, 2019 respectively have been taken as the base for calculating relative index for comparison purpose.

8.1.5 SHARE TRANSFER AGENT

Name MCS Share Transfer Agent Limited
Address 201, Shatdal Complex, Opp. Bata Show Room, Off. Ashram Road, Ahmedabad – 380009.
Landline No. 079-26580461/62/63
Fax No. 079-26581296
E – Mail mcsahmd@gmail.com

8.1.6 SHARE TRANSFER SYSTEM

In terms of Regulation 40(1) of Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. 1st April, 2019, except in case of transmission of securities or transposition of names. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Transfers of equity shares in electronic form are effected through the depositories with no involvement of the Company.

To expedite the transfer of shares held in physical mode, the powers to authorize transfers have been delegated to specified officials of the RTA and Company. Share transfers are taken up for approval at least once in a fortnight and the transferred securities are dispatched to the transferees within the stipulated time. Details of transfer/ transmission approved by the delegates are noted by the Stakeholders Relationship Committee at its meeting once in a quarter. Also, the same were noted by the Board of Directors on quarterly basis.

8.1.7 DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2020

8.1.7.1 ON THE BASIS OF SHARES HELD

No. of Equity Shares Held (Range)	No. of Share-holders	Percentage to Total Share-holders (%)	No. of Shares Held	Percentage to Total Shares Held
Upto 5000	28689	98.87	9257470	34.13
5001 - 10000	176	0.60	1307127	4.81
10001 - 50000	132	0.46	2736711	10.09
50001 - 100000	9	0.03	621220	2.29
Above 100000	10	0.04	13203239	48.68
T O T A L	29016	100	27125767	100.00

8.1.7. 2 ON THE BASIS OF CATEGORY:

Category	No. of Shares Held	Percentage to Total Shares Held
Promoters	12387222	45.67
Individuals	13938189	51.38
Bodies Corporate	450739	1.66
Financial Institutions / Mutual Funds / Banks	14827	0.06
Central Govt. / State Govt. Companies	250000	0.92
Others	84790	0.31
TOTAL	27125767	100.00

8.1.8 DETAILS OF SHARES

Types of Shares : Equity Shares
No. of paid up Shares : 27125767
Market lot of Shares : 1 Share

8.1.9 DEMATERIALIZATION OF SHARES AND LIQUIDITY

Consequent upon the compulsory Demat of the Equity Shares of the Company as notified by SEBI, about 90.03% (2,44,22,554) shares have been dematerialized as on 31st March, 2020 and the balance 09.97% (27,03,213) shares are in physical mode. The shares are traded on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

8.1.10 OUTSTANDING AMERICAN DEPOSITORY RECEIPTS/GLOBAL DEPOSITORY RECEIPTS / WARRANTS OR ANY OTHER CONVERTIBLE INSTRUMENTS, CONVERSION AND LIKELY IMPACT ON EQUITY

The Company has not issued any GDRs / ADRs / warrants or any convertible instruments as on date.

8.1.11 LOCATION OF PLANT /REGISTERED OFFICE

The Company has not been engaged in any manufacturing activities. The Company is having only Registered Office, from where it operates its functions and the address of the Registered Office is as under:

Registered Office: 6th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad – 380006.
Tele No. (079) 2657 5722, E-mail Id: gflho_ahm@yahoo.co.in

8.1.12 ADDRESS FOR CORRESPONDENCE

Registered Office & Shareholders Correspondence Address

Gujarat Lease Financing Limited
6th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge,
Ahmedabad – 380006.
Tele No. (079) 2657 5722
E-mail Id: gflho_ahm@yahoo.co.in

Compliance Officer

Shri Kamlesh Patel (Company Secretary)

Redressal of Investor Grievances

gfl.invcomplaints@yahoo.co.in

8.1.13 DETAILS OF COMPLIANCE WITH THE MANDATORY REQUIREMENTS AND EXTENT OF COMPLIANCE WITH NON-MANDATORY REQUIREMENTS

8.1.13.1 COMPLIANCE WITH MANDATORY REQUIREMENTS

The Company has complied with the mandatory requirements of Corporate Governance as specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Listing Regulations.

8.1.13.2 EXTENT OF COMPLIANCE WITH NON-MANDATORY REQUIREMENTS - Nil

8.1.14 PAYMENT TO STATUTORY AUDITORS

During the year under review, Rs. 50,000/- were paid as Statutory Auditors fees for the financial year 2018-19 by the Company.

8.1.15 EVALUATION BY INDEPENDENT DIRECTORS

The Independent directors at their meeting held on 28th May, 2019 carried out annual evaluation in accordance with the Regulation 25(4) of Listing Regulations.

8.1.16 CERTIFICATION BY THE STATUTORY AUDITORS

Certificate from M/s. G. K. Choksi & Co., Practising Chartered Accountants firm, regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Listing Regulations forms a part of the Annual Report.

8.1.17 DECLARATION BY THE CHIEF EXECUTIVE OFFICER

In accordance with Schedule V of Listing Regulations, all the directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as approved and adopted by the Board and forms part of this report.

8.1.18 CERTIFICATION BY THE PRACTISING COMPANY SECRETARY

The Company has obtained a certificate from M/s. Rajesh Parekh & Co., Practising Company Secretary, Ahmedabad, stating that none of the Directors on the Board of the Company have been debarred / disqualified from being appointed / continuing as Directors of any Company, by the SEBI and Ministry of Corporate Affairs or any such Statutory authority.

8.1.19 PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company had no woman employee during the year under review, therefore it was not required to constitute Internal Complaints Committee under the Sexual Harassment at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

For and on behalf of the Board of Directors

Place: Ahmedabad
Date: 25th July, 2020

Shri Harnish Patel
Director-in-Charge
DIN: 00114198

Smt. Kavita Mandan
Director
DIN: 07419972

DECLARATION OF COMPLIANCE OF THE COMPANY'S CODE

All the members of the Board and Senior Management Personnel of the Company have affirmed due observance of the Code of Conduct framed pursuant to Regulation 26(3) and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in so far as it is applicable to them and there is no non-compliance thereof during the year ended 31st March, 2020.

Place : Ahmedabad
Date : 25th July, 2020

Anil Jhaveri
Chief Executive Officer

CORPORATE GOVERNANCE CERTIFICATE

To the Members of the **GUJARAT LEASE FINANCING LIMITED**

We have examined the compliance of conditions of Corporate Governance by Gujarat Lease Financing Limited (the Company) for the year ended on 31st March 2020, as stipulated in Regulations 17 to 27 and clause (b) to (i) of sub-regulation 46 and para C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as SEBI Listing Regulations, 2015).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adapted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015 and that none of the Directors on the Board of the Company have been declared debarred or disqualified from being appointed or continuing as directors of companies by the SEBI, the Ministry of Corporate Affairs or any other statutory authority.

We state that such compliance is neither an assurance as to future viability nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

This Report is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Report for events and circumstances occurring after the date of this Report.

FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants

ROHIT K. CHOKSI
Partner

Mem. No. 31103

UDIN : 20031103AAAACQ6923

Place : Ahmedabad

Date : 25th July, 2020

MANAGEMENT DISCUSSION AND ANALYSIS REPORT Annexure - D

Industry structure and developments

The Company had discontinued its business operation a very long back and as such not carried on any new business during the year under review. However due to Covid-19 Virus Pandemic from March, 25, 2020 onwards, the activities of the Company closed due to lockdown imposed by the Government affected to some extent. However, there is no major impact of Industry structure and developments on a Company.

Opportunities and Threats

As the business of the Company had been stopped since 2000, the management is not looking for suitable business opportunities to restart any operation right now. Considering the present condition of the Company there is no threats to the Company.

Segment-wise or product-wise performance

At present, the Company does not have any product manufacturing activities or provide any services and hence it was not required to provide segment wise or product wise performance of the Company.

Outlook

The Company do not envisage any new business opportunity in the near future.

Risks and concerns

The Company does not have any operational activities and income, however the Company has income from other sources viz. interest on investments which may attract interest rate risk. The Company has made diversified investment in fixed deposit to mitigate risks posed by external environment.

Internal control systems and their adequacy

During the year under review, the Company has appointed external independent person to carry out internal audit of the Company. The Internal Audit Reports are reviewed by the Audit Committee of the Board from time to time and no weakness was found in the existing internal control system. The present internal control mechanism is adequate looking to the size and the nature of the business of the Company. The Company has also laid down adequate internal financial controls.

Discussion on financial performance with respect to operational performance

The Company does not have any operational activities, as such the financial performance of the Company are not comparable with the operational performance during the year under review.

Material developments in Human Resources

The Company has duly appointed Key Managerial Personnel in compliance of the Companies Act, 2013 and Rules made there under as well as SEBI (LODR) Regulations, 2015 during the year under review..

Cautionary statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking' within the meaning of applicable laws and regulations. Actual results may differ from those expressed or implied.

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2020
[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i) CIN	L65990GJ1983PLC006345
ii) Registration Date	13/07/1983
iii) Name of the Company	Gujarat Lease Financing Limited
iv) Category / Sub-Category of the Company	
Category	Company limited by Shares
Sub-Category	Indian Non-Govt. Company
v) Address of the Registered Office and contact details	6 th Floor, Hasubhai Chambers Opp. Town Hall, Ellisbridge, Ahmedabad-380 006
vi) Whether listed Company Yes / No	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited 201, Shatdal Complex, Opp. Bata Show Room, Off Ashram Road, Ahmedabad-380 009 Telephone No.: 079-26580461/62/63 E-mail : mcsstaahmd@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
NOT APPLICABLE			

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company has no holding, subsidiary and associate companies as on the financial year ended on 31st March, 2020.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

CATEGORY OF SHAREHOLDER(S)	No. of Shares held at the beginning of the year 01-04-2019				No. of Shares held at the end of the year 31-03-2020				% change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
PROMOTER AND PROMOTER GROUP									
INDIAN									
Individual /HUF	0	0	0	0	0	0	0	0	0
Central Government	0	0	0	0	0	0	0	0	0
State Government(s)	0	0	0	0	0	0	0	0	0
Bodies Corporate	12387222	0	12387222	45.67	12387222	0	12387222	45.67	0
Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
Others	0	0	0	0	0	0	0	0	0
Sub-Total A(1) :	12387222	0	12387222	45.67	12387222	0	12387222	45.67	0
FOREIGN									
Individuals (NRIs/Foreign Individuals)	0	0	0	0	0	0	0	0	0
Bodies Corporate	0	0	0	0	0	0	0	0	0
Institutions	0	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
Others	0	0	0	0	0	0	0	0	0
Sub-Total A(2) :	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=A(1)+A(2)	12387222	0	12387222	45.67	12387222	0	12387222	45.67	0
PUBLIC SHAREHOLDING									
INSTITUTIONS									
Mutual Funds	262	0	262	0	262	0	262	0	0
Financial Institutions /Banks	12715	1850	14565	0.05	12715	1850	14565	0.05	0.00
Central Government	0	0	0	0	0	0	0	0	0
State Government(s)	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
Foreign Institutional Investors	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
Others	0	0	0	0	0	0	0	0	0
Sub-Total B(1) :	12977	1850	14827	0.05	12977	1850	14827	0.05	0.00
NON-INSTITUTIONS									
Bodies Corporate	459524	24558	484082	1.78	427181	23558	450739	1.66	(0.12)
Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.2 lakh	8533073	2715107	11248180	41.46	8746065	2677056	11423121	42.11	0.65
(ii) Individual shareholders holding nominal share capital in excess of Rs2 lakh	2560054	0	2560054	9.44	2515068	0	2515068	9.27	(0.17)
Others	398175	912	399087	1.47	298904	312	299216	1.10	(0.37)
Foreign Bodies	0	0	0	0	0	0	0	0	0
NRI	31878	437	32315	0.12	35137	437	35574	0.13	0.01
Foreign Portfolio - Corp	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Sub-Total B(2) :	11982704	2741014	14723718	54.28	12022355	2701363	14723718	54.28	0
Total Public Shareholding (B)=B(1)+B(2) :	11995681	2742864	14738545	54.33	12035332	2703213	14738545	54.33	0
Shares held by Custodians for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A+B+C) :	24382903	2742864	27125767	100	24422554	2703213	27125767	100	0

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2019)			Shareholding at the end of the year (31-03-2020)			% change in Share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total Shares	
1	Torrent Private Limited	8015525	29.55	NIL	8015525	29.55	NIL	NIL
2	Gujarat Industrial Investment Corporation Limited	1793572	6.61	NIL	1793572	6.61	NIL	NIL
3	Gujarat State Investments Limited	1328125	4.90	NIL	1328125	4.90	NIL	NIL
4	Gujarat Industrial Development Corporation	625000	2.30	NIL	625000	2.30	NIL	NIL
5	Gujarat Maritime Board	625000	2.30	NIL	625000	2.30	NIL	NIL

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year (01-04-2019)		Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
During the year under review there was no change in promoters' shareholding					

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding		Date	Increase / Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01-04-2019 to 31-03-2020)	
		No. of Shares at the beginning / end of the year	% of Shares of the Company				No. of Shares	% of total Shares of the Company
1	Gujarat Alkalies And Chemicals Limited	250000	0.922	01-04-2019	-	-	250000	0.922
		250000	0.922	31-03-2020				
2	Anjanaben Himanshubhai Patel	180107	0.664	01-04-2019	-	-	180107	0.664
		180107	0.664	31-03-2020				
3	Arat Kantilal Shah	160000	0.590	01-04-2019	-	-	160000	0.590
		160000	0.590	31-03-2020				
4	Varsha Sagar Navegi	120000	0.442	01-04-2019	-	-	120000	0.442
		120000	0.442	31-03-2020				
5	Nailesh Vinod Gandhi	105910	0.391	01-04-2019	-	-	105910	0.391
		105910	0.391	31-03-2020				
6	Puneet Jain	90000	0.332	01-04-2019	-	-	90000	0.332
		90000	0.332	31-03-2020				
7	Virsen Vithaldas Thakaar	84274	0.311	01-04-2019	-	-	84274	0.311
		84274	0.311	31-03-2020				
8	Preeti Nailesh Kamerkar	82937	0.306	01-04-2019	-	-	82937	0.306
		82937	0.306	31-03-2020				
9	Premji Bhuralal Gala	77890	0.287	01-04-2019	-	-	77890	0.287
		77890	0.287	31-03-2020				
10	Chhotalal Ramjibhai Bhandari	63000	0.232	01-04-2019	-	-	63000	0.232
		63000	0.232	31-03-2020				

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01-04-2019)		Shareholding at the end of the year (31-03-2020)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
	DIRECTORS:				
1	Shri Surendra M. Shah	0	0	0	0
2	Shri Vasant A. Shah	0	0	0	0
3	Shri Hamish J. Patel	10	0	10	0
4	Shri Yogesh K. Vyas (upto 07.08.2019)	0	0	0	0
5	Smt. Kavita Mandan	0	0	0	0
6	Shri Prakash J. Parikh (from 07.08.2019)	0	0	0	0
	KMP:				
1	Shri Anil K. Jhaveri	10	0	10	0
2	Shri Janak J.Mehta	10	0	10	0
3	Shri Kamlesh P. Patel	10	0	10	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lacs)

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness as on 01-04-2019				
(i) Principal Amount	-	1500.00	-	1500.00
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1500.00	-	1500.00
Change in Indebtedness during the financial year 2019-20				
Addition	-	-	-	-
Reduction	-	500.00	-	500.00
Net Change	-	(500.00)	-	(500.00)
Indebtedness as on 31-03-2020				
i) Principal Amount	-	1000.00	-	1000.00
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1000.00	-	1000.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

No remuneration is paid.

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration Name	Name of MD/WTD/Manager	Total Amount
		Shri Harnish Patel	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others specify	NIL	NIL
	Others, please specify	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	5% of the Net Profit of the Company	

B. Remuneration to other Directors

(Rs. In Lacs)

Sr. No	Particulars of Remuneration	Name of Directors				Total Amounts
		Shri Surendra M. Shah	Shri Vasant A. Shah	Shri Yogesh K. Vyas	Smt. Kavita Mandan	
	Independent Directors					
	Fee for attending board / committee meetings	0.70	0.70	0.00	0.00	1.40
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.70	0.70	0.00	0.00	1.40
	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	0.00	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	0.70	0.70	0.00	0.00	1.40
	Total Managerial Remuneration	Rs.1.40 Lacs				
	Overall Ceiling as per the Act	1% of the Net Profit of the Company				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD

(Rs. in Lacs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO (Shri Anil Jhaveri)	CFO (Shri Janak Mehta)	CS (Shri Kamlesh Patel)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3.60	3.00	2.04	8.64
	(b) Value of perquisites u/s 17(2) of the Income Tax, Act 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	3.60	3.00	2.04	8.64

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of Companies Act	Brief description	Details of penalty/punishment/ Compounding fees imposed	Authority [RD/ NCLT/ Court]	Appeal made, if any give details
A. COMPANY					
Penalty			Nil		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			Nil		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			Nil		
Punishment					
Compounding					

INDEPENDENT AUDITOR'S REPORT

To the Members of
GUJARAT LEASE FINANCING LIMITED
 Ahmedabad.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **GUJARAT LEASE FINANCING LIMITED** ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (The Act) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profits, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that although company has earned a net profit after tax of ₹ 37.20 Lacs during the year ended 31st March, 2020, as on that date the accumulated losses exceeded its net worth by ₹ 669.98 Lacs and the Company's current liabilities exceeded its current assets by ₹ 20.03 Lacs. These events or conditions, along with other matters set forth in note 2 indicates that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit Matter	How our audit addressed the Key Audit Matters
<p>Certain Investment in Shares and Securities traced recognized at its fair value during the year</p> <p>During the year, As per PR No. 12/2019 dated 27th March, 2019 by SEBI has mandated to undertake process of transfer of all shares in dematerialized form to effect sale of shares in future, the company have made extensive efforts to trace the physical share certificates for some of the shares which were not traceable on account of huge volume of transactions carried out by company in earlier years. The company has traced some of the share certificate and converted it into DEMAT form after completion of requisite procedures and recognized such shares as investments at its fair value by corresponding recognition as other income in statement of profit and loss.</p>	<p>Our audit procedures in respect of recognition of Investment in Shares and Securities at its fair value in the books of accounts of the company include :</p> <ol style="list-style-type: none"> 1. Inspection of Minutes Books of Meetings of Board of Directors to ascertain that Board has passed a valid resolution containing procedure laid down to trace the shares and securities and its conversion in to DEMAT form from physical share certificate. 2. Verification of copy of physical share certificates and application made to share registry companies. 3. Verification of DEMAT statement containing number of shares credited and fair value of shares as on 31st march, 2020. 4. Performed a review and evaluated the Accounting Treatment given by the company.

The Key Audit Matter	How our audit addressed the Key Audit Matters
In terms of provision of para 9(c) of Standard on Auditing (SA) 701 we have identified such event as significant event having effect on audit for the current financial year.	5. Ensured the compliance of provisions with respect to recognition, measurement and disclosures requirement of relevant Ind AS.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Board's report including Annexure to Board's Report but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also :

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements

or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure - A - a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the company has not paid managerial remuneration during the year, hence provisions of Section 197 of the Act is not applicable to company.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations on its financial position in its financial statements.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants

ROHIT K. CHOKSI
Partner

Place : Ahmedabad
Date : 25th July, 2020

Mem. No. 31103
UDIN : 20031103AAAACM8391

**Annexure - A to the Independent Auditors' Report of even date on
financial statements of Gujarat Lease Financing Limited**

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets have been physically verified by the management at reasonable intervals having regard to size of company and nature of its assets. According to information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) The Company doesn't have any inventory and hence reporting under clause (ii) of CARO, 2016 is not applicable.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the Register maintained u/s.189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, in respect of making investments, as applicable. The Company has not granted any loans or provided guarantees and securities.
- (v) According to information and explanations given to us, the Company has not accepted any deposits as defined in The Companies (Acceptance of Deposits) Rules 2014. Accordingly, the provisions of Clause 3(v) of the Order are not applicable to the Company.
- (vi) Maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 for the class of companies to which the Company belongs.
- (vii) (a) According to the information given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues and Company had no arrears of such outstanding statutory dues as at 31st March, 2020 for a period more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the company has no disputed outstanding statutory dues as at 31st March, 2020.
- (viii) According to the information and explanations given to us, the Company has not taken any loans or borrowings from financial institutions, bank and government and has not issued any debentures. Hence reporting under clause (viii) of CARO 2016 is not applicable to the Company.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year or term loans and hence reporting under clause (ix) of CARO 2016 is not applicable.
- (x) According to the information and explanations given to us, no fraud by company or any fraud on the company by its officers and employees have been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the company has not paid managerial remuneration during the year. Hence reporting under clause (xi) of CARO 2016 is not applicable to the Company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause (xii) of CARO 2016 is not applicable.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of CARO 2016 is not applicable.
- (xvi) The company is not required to obtain registration under section 45IA of Reserve Bank of India, 1934 in view of matters described in note 31 to the financial statements.

FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants

ROHIT K. CHOKSI
Partner

Mem. No. 31103

UDIN : 20031103AAAACM8391

Place : Ahmedabad
Date : 25th July, 2020

“Annexure B” to the Auditors’ Report

(Referred to in our Report of even date to the members of **GUJARAT LEASE FINANCING LIMITED**)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting **GUJARAT LEASE FINANCING LIMITED** (“the Company”) as of 31 March 2020 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants

ROHIT K. CHOKSI
Partner

Mem. No. 31103

UDIN : 20031103AAAACM8391

Place : Ahmedabad
Date : 25th July, 2020

GUJARAT LEASE FINANCING LIMITED
BALANCE SHEET AS AT MARCH 31, 2020

[₹ in Lacs]

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
ASSETS			
Non-current assets			
Property, Plant and Equipment	5	6.99	9.94
Financial Assets			
Investments	6	332.91	904.81
Other financial assets	7	10.15	11.00
		<u>350.05</u>	<u>925.75</u>
Current assets			
Financial assets			
Cash and Cash Equivalents	8	11.83	6.17
Current Tax Assets (Net)	9	3.42	3.56
Other Current Assets	10	0.05	0.05
		<u>15.30</u>	<u>9.78</u>
Total Assets:		<u><u>365.35</u></u>	<u><u>935.53</u></u>
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	11	2 716.05	2 716.05
Other Equity	12	(3 386.03)	(3 338.09)
		<u>(669.98)</u>	<u>(622.04)</u>
Liabilities			
Non-current Liabilities			
Financial Liabilities			
Borrowings	13	1 000.00	1 500.00
Deferred Tax Liabilities	14	0.00	12.58
		<u>1 000.00</u>	<u>1 512.58</u>
Current liabilities			
Financial Liabilities			
Trade Payables	15		
Total outstanding dues of Micro Enterprise and Small Enterprise		0.00	0.00
Total outstanding dues of creditors other than Micro Enterprise and Small Enterprise		6.64	13.14
Other Financial Liabilities	16	25.33	28.98
Other Current liabilities	17	0.64	1.16
Provisions	18	2.72	1.71
		<u>35.33</u>	<u>44.99</u>
Total Equity and Liabilities:		<u><u>365.35</u></u>	<u><u>935.53</u></u>

The accompanying notes are an integral part of the financial statements.

As per our report of even date
FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants
ROHIT K. CHOKSI
Partner
Mem. No. 31103

FOR AND ON BEHALF OF THE BOARD

S. M. SHAH <i>Chairperson</i> DIN: 00016578	HARNISH PATEL <i>Director-in-charge</i> DIN:00114198
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JANAK MEHTA <i>Chief Financial Officer</i>	KAMLESH PATEL <i>Company Secretary</i>
--	--

Place : Ahmedabad
Date : 25th July, 2020

Place : Ahmedabad
Date : 25th July, 2020

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

[₹ in Lacs]

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME			
Other Income	19	96.06	24.44
Total Income:		96.06	24.44
EXPENSES			
Employee benefits expense	20	10.02	8.45
Depreciation and Amortization	21	2.46	2.43
Other Expenses	22	46.45	48.49
Total Expenses:		58.93	59.37
Profit / (Loss) before tax		37.13	(34.93)
Tax expense			
Current tax	23	0.00	0.07
Tax in respect of earlier years		(0.07)	3.40
Deferred tax		0.00	0.00
Total tax expense:		(0.07)	3.47
Profit / (Loss) for the year operations		37.20	(38.40)
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Gain / (Loss) on measurement of equity instruments at FVTOCI		(97.72)	165.91
Reversal / (Recognition) of Tax relating to measurement of equity instruments at FVTOCI		12.58	(12.58)
		(85.14)	153.33
Total comprehensive income for the year, net of tax		(47.94)	114.93
Earning per Equity Share	24	0.14	(0.14)
Basic		0.14	(0.14)
Diluted			

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR G. K. CHOKSI & CO.

[Firm Registration No. 101895W]

Chartered Accountants

ROHIT K. CHOKSI

Partner

Mem. No. 31103

FOR AND ON BEHALF OF THE BOARD

S. M. SHAH

Chairperson

DIN: 00016578

HARNISH PATEL

Director-in-charge

DIN:00114198

JANAK MEHTA

Chief Financial Officer

KAMLESH PATEL

Company Secretary

Place : Ahmedabad

Date : 25th July, 2020

Place : Ahmedabad

Date : 25th July, 2020

Statement of Cash Flows for the year ended March 31, 2020

[₹ in Lacs]

Particulars	2019-2020	2018-2019
A. Cash flow from operating activities		
Profit/(Loss) for the year before taxation	37.13	(34.93)
Adjustments for		
Depreciation and amortisation	2.46	2.43
Miscellaneous Income (Refer note 30 and below note no 4)	(50.01)	0.00
Loss on Assets Discarded	0.49	0.00
Interest Income from Bank Deposit	(1.61)	(0.94)
Liability /Provision no longer required	(5.63)	(16.35)
Profit on sale of investmens	(30.58)	(1.91)
Dividend Income	(8.23)	(5.24)
Operating profit before working capital changes	<u>(55.98)</u>	<u>(56.94)</u>
Adjustment for		
Decrease / (Increase) in Other current assets	0.00	(0.01)
Decrease / (Increase) in Other non current financial assets	1.00	0.00
Increase / (Decrease) in Other current financial liabilities	1.98	2.11
Increase / (Decrease) in Other current liabilities	(0.52)	0.52
Increase / (Decrease) in Trade Payables	(6.49)	2.22
Increase / (Decrease) in Provisions	1.01	0.30
	<u>(59.00)</u>	<u>(51.80)</u>
Direct taxes Refund/(paid)	0.21	(0.12)
Net Cash from Operating Activities	[A] (58.79)	(51.92)
B. Cash flow from investing activities		
Purchase of fixed property,plant and equip ment	0.00	(0.40)
Investment in fixed deposits (net)	0.00	6.75
Proceeds for sale of Shares	554.76	26.50
Interest received	1.46	1.22
Dividend received	8.23	5.24
Net Cash from / (used in) investing activities	[B] 564.45	39.31
C. Cash flow from financing activities		
Repayment of Borrowings	(500.00)	0.00
	[C] (500.00)	0.00
Net cash flow from financial activities		
Net Increase/(Decrease) in cash & cash equivalents	[A+B+C] 5.66	(12.61)
Cash and cash equivalents opening	6.17	18.78
Cash and cash equivalents closing	<u>11.83</u>	<u>6.17</u>
Components of Cash and cash equivalent		
Balances with scheduled banks	11.69	5.91
Cash in hand	0.10	0.22
Imprest with employees	0.04	0.04
	<u>11.83</u>	<u>6.17</u>

Explanatory Notes to Cash Flow Statement

- 1 The Cash Flow Statement has been prepared under the Indirect method as set out in IND As- 7 on Statement of Cash Flows notified under section 133 of the Companies Act,2013 (the Act Companies Indian Accounting Standards Rules,2015 as amended.
- 2 Figures in brackets indicate cash outflow.The above statement of cash flow should be read in conjunction with the accompanying notes.
- 3 Figures of the previous year have been regrouped wherever necessary, to confirm to current years presentation.
- 4 Miscellaneous Income is excuded from operating activity being non cash adjustments

5 Disclosure of debt reconciliation statement in accordance with IND AS 7

Particulars	As at 1st April, 2019	Net Cash flow	Non-cash changes	As at 31st March, 2020
Borrowings	1 500.00	(500.00)	0.00	1000.00

As per our report of even date
FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants
ROHIT K. CHOKSI
Partner
Mem. No. 31103

Place : Ahmedabad
Date : 25th July, 2020

FOR AND ON BEHALF OF THE BOARD

S. M. SHAH
Chairperson
DIN: 00016578

HARNISH PATEL
Director-in-charge
DIN:00114198

JANAK MEHTA
Chief Financial Officer

KAMLESH PATEL
Company Secretary

Place : Ahmedabad
Date : 25th July, 2020

Statement of changes in Equity for the year ended March 31, 2020

A. Equity share capital

₹ in Lacs]

As at April 1, 2018	2,716.05
Issue of Equity Share capital	0.00
As at March 31, 2019	2,716.05
Issue of Equity Share capital	0.00
As at March 31, 2020	2,716.05

B. Other equity

Particulars	Reserves and Surplus						Other Comprehensive Income		Total equity
	Securities Premium	Capital Reserve	Retained Earnings	Special Reserve	Reserve Fund	General Reserve	Equity Instruments through OCI	Other Items of comprehensive Income	
Balance as at April 1, 2018	6,759.39	2,358.77	(16,416.36)	678.10	0.80	2,834.53	331.75	0.00	(3,453.02)
Profit / (Loss) for the year	0.00	0.00	(38.40)	0.00	0.00	0.00	0.00	0.00	(38.40)
Addition during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Prior period adjustment	0.00	0.00	(3.75)	0.00	0.00	0.00	0.00	0.00	0.00
Deduction during the year	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other comprehensive income for the year	0.00	0.00	0.00	0.00	0.00	0.00	153.33	0.00	153.33
Balance as at March 31, 2019	6,759.39	2,358.77	(16,458.51)	678.10	0.80	2,834.53	485.08	0.00	(3,338.09)
Profit / (Loss) for the year	0.00	0.00	37.20	0.00	0.00	0.00	0.00	0.00	37.20
Addition during the year	0.00	0.00	0.00	0.00	0.00	0.80	0.00	0.00	0.80
Deduction during the year	0.00	0.00	0.00	0.00	0.80	0.00	0.00	0.00	0.80
Other comprehensive income for the year	0.00	0.00	0.00	0.00	0.00	0.00	(85.14)	0.00	(85.14)
Balance as at March 31, 2020	6,759.39	2,358.77	(16,421.31)	678.10	0.00	2,835.33	399.94	0.00	(3,386.03)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR G. K. CHOKSI & CO.

FOR AND ON BEHALF OF THE BOARD

[Firm Registration No. 101895W]
Chartered AccountantsROHIT K. CHOKSI
Partner
Mem. No. 31103S. M. SHAH
Chairperson
DIN: 00016578HARNISH PATEL
Director-in-charge
DIN:00114198JANAK MEHTA
Chief Financial OfficerKAMLESH PATEL
Company SecretaryPlace : Ahmedabad
Date : 25th July, 2020Place: Ahmedabad
Date : 25th July, 2020

G/L/F/L

Notes to the Financial Statements

Note 1: Company Overview

Hitherto the Company was a registered Non-Banking Finance Company ("NBFC"). The Company has ceased to carry on business as NBFC since 1999-2000 due to precarious financial condition and negative net worth. The Board of Directors at its meeting held on 23rd June, 2016 had decided to surrender voluntarily a Certificate of Registration (CoR) under category "B" as Non-Banking Finance Company (NBFC) issued by Reserve Bank of India as the Company at present, was not in a position to comply the requirements of NBFCs Regulations. Based on the Company's request RBI has issued order cancelling Certificate of Registration (CoR) under category "B" with effect from 8th March, 2017 vide its letter no. DNBS (AHO) No. 1315/01.10.234/2016-17 dated 22nd March, 2017.

Currently, the company does not have any business activity but in the process of exploring avenues for restructuring of its capital and operations.

The financial statements for the year ended March 31, 2020 were approved by the Board of Directors and authorised for issue on 25th July, 2020.

Note 2: Basis of Preparation

These financial statements have been prepared in accordance with Indian Accounting Standards ("IndAS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, as applicable. Management evaluates all recently issued or revised accounting standards on an on-going basis.

The financial statements are prepared in INR and all the values are rounded to the nearest lakhs except when otherwise indicated.

During the year, the Company continued to not having any significant business operations. The Company has also surrendered its license as stated above. Although It has earned profit amounting to ₹ 37.20 Lacs as at 31st March, 2020 (corresponding previous year ended on 31st March, 2019 : Loss of ₹ 38.40 Lacs) and, its accumulated losses exceeds its paid-up capital and reserves by ₹ 669.98 Lacs (March 31, 2019: ₹ 622.04 Lacs) and also its current liabilities exceeds current assets by ₹ 20.03 Lacs (P.Y. ₹ 35.21 Lacs). These conditions may cast a doubt on the Company's ability to continue as a going concern.

The Company is however exploring avenues for restructuring of its capital and operations. In terms of the Scheme of Compromise and Arrangement sanctioned by High Court of Gujarat in 2004 borrowings from a promoter group company of ₹ 1000.00 Lacs (March 31, 2019: ₹ 1500.00 Lacs), would not be repaid before repayment of all other liabilities. Further, the said promoter group company continues to provide support to the Company. The financial assets of the Company continue to be stated at-least at their fair values and the Company would continue its current activities at least till such time it realises its financial assets and settles its obligations.

In view of the above, the financial statements have been prepared on going concern basis and do not include any adjustments relating to recorded amounts and the classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern.

Further, pursuant to scheme of amalgamation of company's subsidiary companies within the company, the investments appeared in the books of such subsidiary companies stands transferred to and rested in to the company and therefore the company, at present is in the process of liquidating such investment since the company has already surrendered CoR as NBFC and has also resolved not to undertake any activity related to NBFI.

2.1 Statement of Compliance

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 31st March, 2020 have been prepared in accordance with Ind AS as notified above duly approved by the Board of Directors at its meeting.

2.2 Basis of Measurement

The 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 certain Assets and Liabilities as stated below:

- (a) Financial instruments (assets / liabilities) classified as Fair Value through profit or loss or Fair Value through OCI are measured at Fair Value.
- (b) The defined benefit asset/liability is recognised as the present value of defined benefit obligation less fair value of plan assets.

The above items have been measured at Fair Value and the methods used to measure Fair Values are discussed further in Note 4.11.

2.3 Functional and Presentation Currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the Company operates ("the functional currency"). Indian Rupee is the functional currency of the Company.

The financial statements are presented in Indian Rupees (₹) which is the company's presentation currency.

2.4 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification which would have been applicable from April 1, 2020.

Note 3: Significant accounting judgments, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, the disclosures of contingent assets and contingent liabilities at the date of financial statements, income and expense during the period. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the periods in which the estimates are revised and in future periods which are affected.

In the process of applying the Company's accounting policies, management has made the following judgements and estimates, which have the most significant effect on the amounts recognised in the financial statements.

3.1 Impairment of investments in subsidiaries

The Company reviews its carrying value of investments in subsidiaries at cost, annually, or more frequently when there is an indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for.

3.2 Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This assessment may result in change in the depreciation expense in future periods.

3.3 Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the Balance Sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

3.4 Litigations

The amount recognized as a provision shall be the best estimate of the expenditure required to settle the present obligation arising at the reporting period.

4: Significant Accounting Policies

4.1 Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

(a) Financial Assets

Financial Assets comprises of investments in equity instruments, cash and cash equivalents and other financial assets.

Initial Recognition:

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at Fair Value through Profit or Loss, transaction costs that are attributable to the acquisition of financial assets. Purchases or sales of financial assets that requires delivery of assets within a period of time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the company committed to purchase or sell the asset.

Subsequent Measurement:

(i) Financial assets measured at Amortized Cost:

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and contractual terms of financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at Fair Value through Other Comprehensive Income (FVTOCI):

Financial Assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding are subsequently measured at FVTOCI. Fair Value movements in financial assets at FVTOCI are recognized in Other Comprehensive Income.

Equity instruments held for trading are classified as at fair value through profit or loss (FVTPL). For other equity instruments the company classifies the same as FVTOCI. The classification is made on initial recognition and is irrevocable. Fair Value changes on equity instruments at FVTOCI, excluding dividends are recognized in Other Comprehensive Income (OCI).

(iii) Fair Value through Profit or Loss (FVTPL):

Financial Assets are measured at FVTPL if it does not meet the criteria for classification as measured at amortized cost or at FVTOCI. All fair value changes are recognized in the Statement of Profit and Loss.

De-recognition of Financial Assets:

Financial Assets are derecognized when the contractual rights to cash flows from the financial assets expire or the financial asset is transferred and the transfer qualifies for derecognition. On derecognition of the financial assets in its entirety, the difference between the carrying amount (measured at the date of derecognition) and the consideration received (including any new asset obtained less any new liability assumed) shall be recognized in the Statement of Profit and Loss.

(b) Financial Liabilities

Initial Recognition and Measurement

Financial Liabilities are initially recognized at Fair value plus any transaction costs that are attributable to acquisition of the financial liabilities except financial liabilities through profit or loss which are initially measured at Fair Value.

Subsequent Measurement:

Financial Liabilities are classified for subsequent measurement into following categories:

(i) Financial liabilities at Amortized Cost:

The Company is classifying the following under amortized cost:

- Borrowing from Banks
- Borrowing from Others
- Trade Payables
- Other Financial Liabilities

Amortized cost for financial liabilities represents amount at which financial liability is measured at initial recognition minus the principal repayments, plus or minus cumulative amortization using the effective Interest Method of any differences between the initial amount and maturity amount.

(ii) Financial liabilities at Fair Value through Profit or Loss:

Financial liabilities held for trading are measured at FVTPL.

De-recognition of Financial Liabilities:

Financial liabilities shall be derecognized when, and only when, it is extinguished i.e. when the obligation specified in the contract is discharged or cancelled or expires.

(c) Offsetting of Financial assets and Financial Liabilities

Financial assets and Financial Liabilities are offset and the net amount is presented in Balance Sheet when, and only when, the Company has legal right to offset the recognized amounts and intends either to settle on the net basis or to realize the assets and liabilities simultaneously.

(d) Reclassification of Financial Assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are categorized as equity instruments at FVTOCI, and financial assets or liabilities that are specifically designated as FVTPL. For financial assets which are debt instruments, a reclassification is made only if there is a change in business model for managing those assets. Changes to the business model are expected to be very infrequent. The management determines the change in a business model as a result of external or internal changes which are significant to the Company's Operations. A Change in business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

4.2 Share Capital

Ordinary Shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or share options are recognized as a deduction from equity, net of any tax effects.

4.3 Property, Plant and Equipment

Property, plant and equipment held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost less accumulated depreciation and accumulated impairment losses. All repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives as prescribed under Part C of Schedule II to the Companies Act 2013, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Depreciation for assets purchased/sold during a period is proportionately charged for the period of use.

Estimated useful lives of the assets are as follows:

Type of Asset	Useful Life
Buildings (Freehold)	30 years
Data Processing Equipment / Computers	3 years
Electrical Installations	10 years
Furniture and fixtures	10 years
Office equipment	5 years

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and are recognized net within "other income / other expenses" in the Statement of profit and loss.

4.4 Intangible assets

Intangible Assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses.

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the

net disposal proceeds and the carrying amount of the asset, and are recognised in statement of profit and loss when the asset is derecognised.

4.5 Impairment

I Financial assets (other than at fair value)

The Company assesses at each date of balance sheet, whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for all contract assets and / or all trade receivables that do not constitute financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to the twelve-month expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly, since initial recognition.

II Non-financial assets

Tangible and Intangible assets

Property, Plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is an indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

Reversal of impairment loss

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized directly in other comprehensive income and presented within equity.

4.6 Provisions

Provisions are recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre tax rates that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contract is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with the contract.

4.7 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Dividend and Interest Income

Dividend income from investments is recognised when the right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

4.8 Employee benefits

(a) Short-term obligations

Liabilities for salaries, including other monetary and non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b) Post-employment obligations

The Company does not operate any post-employment schemes except defined contribution plan i.e. provident fund.

(i) Defined contribution plans

The Company has defined contribution plan for the post-employment benefits namely Provident Fund which is administered through the Regional Provident Fund Commissioner and the contributions towards such fund are recognised as employee benefits expense and charged to the Statement of Profit and Loss when they are due. The Company does not carry any further obligations with respect to this, apart from contributions made on a monthly basis.

4.9 Income Taxes

Income tax expense represents the sum of the tax currently payable and deferred tax

(i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

(ii) Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set-off against future tax liability. Accordingly, MAT is recognised as deferred tax asset in the Balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

(iii) Current and deferred tax for the year

Current and deferred tax are recognised in the Statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

4.10 Earnings per share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to the ordinary shareholders of the company by the weighted average number of ordinary shares outstanding during the period. Where ordinary shares are issued but not fully paid, they are treated in the calculation of basic earnings per share as a fraction of an ordinary share to the extent that they were entitled to participate in dividends during the period relative to a fully paid ordinary share. Diluted earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares considered for deriving basic EPS and also weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

4.11 Fair Value Measurement

A number of Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal market or the most advantageous market must be accessible to the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as below:

- (a) Level 1 - unadjusted quoted prices in active markets for identical assets and liabilities.
- (b) Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- (c) Level 3- unobservable inputs for the asset or liability.

For assets and liabilities that are recognized in the financial statements at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of fair value hierarchy.

Fair values have been determined for measurement and / or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

- (a) Investment in equity and debt securities
The fair value is determined by reference to their quoted price at the reporting date. In the absence of quoted price, the fair value of the financial asset is measured using valuation techniques. In respect of non-significant investments in equity and debt securities where fair values could not be ascertained, the fair values are considered as ₹ NIL and therefore such investment are stated at ₹ NIL only.
- (b) Trade and other receivables
The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date. However in respect of such financial instruments, fair value generally approximates the carrying amount due to short term nature of such assets.
- (c) Non derivative financial liabilities
Fair Value is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

4.12 Current / non- current classification

An asset is classified as current if:

- (a) It is expected to be realized or sold or consumed in the Company's normal operating cycle;
- (b) It is held primarily for the purpose of trading;
- (c) It is expected to be realized within twelve months after the reporting period; or
- (d) It is cash or cash equivalent unless it is restricted from being exchanged or used to settle liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current if:

- (a) It is expected to be settled in normal operating cycle;
- (b) It is held primarily for the purpose of trading;
- (c) It is expected to be settled within twelve months after the reporting period;
- (d) It has no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between acquisition of assets for processing / trading / assembling and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

4.13 Cash and cash equivalent

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consists of balances with banks which are unrestricted for withdrawal and usage.

Notes to the Financial Statements

Note 5 : Property, Plant and Equipment

Note 5.1 : As at March 31, 2020

[₹ in Lacs]

Particulars	Gross carrying amount				Accumulated Depreciation			Net carrying amount	
	As at 01/04/2019	Additions	Deductions	As at 31/03/2020	Upto 31/03/2019	For the year	Adjustments	Upto 31/03/2020	As at 31/03/2020
Owned Assets									
Computer Equipments	0.40	0.00	0.07	0.33	0.08	0.09	0.00	0.17	0.16
Building	16.03	0.00	0.00	16.03	7.04	2.35	0.00	9.39	6.64
Office Equipments	0.55	0.00	0.33	0.22	0.12	0.02	0.00	0.14	0.08
Office Furniture	0.11	0.00	0.00	0.11	0.00	0.00	0.00	0.00	0.11
Electrical Installation	0.09	0.00	0.09	0.00	0.00	0.00	0.00	0.00	0.00
	17.18	0.00	0.49	16.69	7.24	2.46	0.00	9.70	6.99

Note 5.2 : As at March 31, 2019

[₹ in Lacs]

Particulars	Gross carrying amount				Accumulated Depreciation			Net carrying amount	
	As at 01/04/2018	Additions	Deductions	As at 31/03/2019	Upto 31/03/2018	For the year	Adjustments	Upto 31/03/2019	As at 31/03/2019
Owned Assets									
Computer Equipments	0.10	0.30	0.00	0.40	0.00	0.08	0.00	0.08	0.32
Building	16.03	0.00	0.00	16.03	4.69	2.35	0.00	7.04	8.99
Office Equipments	0.45	0.10	0.00	0.55	0.12	0.00	0.00	0.12	0.43
Office Furniture	0.11	0.00	0.00	0.11	0.00	0.00	0.00	0.00	0.11
Electrical Installation	0.09	0.00	0.00	0.09	0.00	0.00	0.00	0.00	0.09
	16.78	0.40	0.00	17.18	4.81	2.43	0.00	7.24	9.94

Notes to the Financial Statements

Note 6 : Investments

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Non current		
Financial instruments at FVTOCI		
Investment in equity Instruments of other entities	332.91	904.81
Total (A)	332.91	904.81
Aggregate amount of quoted investments and market value thereof	332.91	904.81
Aggregate amount of unquoted investments	0.00	0.00

Note 6.1 : Details of investments in equity instruments – other than subsidiaries (fully paid up) – classified as FVTOCI

Name of the entity	Currency	Face Value (₹)	Number of units at		Balances as at (₹ in Lacs)	
			March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Equity Instrument						
Quoted						
Adarsh Chemicals & Fertilisers Ltd	INR	10	34,000	34,000	0.00	0.00
Amethi Textiles Ltd.	INR	10	200	200	0.00	0.00
Asahi India Glass Ltd.(*)	INR	1	750	0	1.17	0.00
Bluechip Stockspin Ltd.	INR	10	100	100	0.00	0.00
Chemo Pharma Ltd.	INR	10	3,000	3,000	0.20	0.32
Cure Septcs(*)	INR	10	300	0	0.01	0.00
D.R.Softech & Ind. Ltd.(*)	INR	10	700	0	0.07	0.00
Energy Products (India) Ltd.	INR	10	39 800	39 800	0.00	0.00
Excel Glasses Ltd.	INR	10	100	100	0.00	0.00
Galaxy Appliances Ltd.	INR	10	500	500	0.00	0.00
Golkonda Aluminium Exr. Ltd.(*)	INR	10	548	0	0.05	0.00
Gujarat Credit Corporation (*)	INR	10	200	0	0.02	0.00
Gujarat Himalaya Cement Ltd	INR	10	42,796	42,796	0.00	0.00
HDFC Bank Limited (Splitted during the year)	INR	1	32,800	39,005	282.70	904.49
Jayaswal Neco Ind. Ltd.(*)	INR	10	200	0	0.00	0.00
Jolly Plastics Ind. Ltd.	INR	10	1,500	1,500	0.00	0.00
K.J.International Ltd	INR	10	20,300	20,300	0.00	0.00
Kec International Ltd.(*)	INR	2	25	0	0.05	0.00
Nath Biogenes (India) Ltd.(*)	INR	10	22	0	0.03	0.00
Pan Auto Ltd.	INR	10	3,50 000	3,50 000	0.00	0.00
Rahi Chemicals Ltd.	INR	10	200	200	0.00	0.00
Rahul Dairy & Allied Prod. Ltd.	INR	10	100	100	0.00	0.00
Reil Products Ltd.	INR	10	500	500	0.00	0.00
Reliance Capital Ltd.(*)	INR	10	68	0	0.00	0.00
Reliance Communication Ltd.(*)	INR	5	1 372	0	0.01	0.00
Reliance Home Finance Ltd.(*)	INR	10	68	0	0.00	0.00
Reliance Industries Ltd.(*)	INR	10	4 116	0	45.84	0.00
Reliance Power Ltd.(*)	INR	10	343	0	0.01	0.00
Samrat Ashoka Exports Ltd	INR	10	7,900	7,900	0.00	0.00
Sarthak Securities Ltd.	INR	10	500	500	0.00	0.00
Savita Oil Technologies Ltd.(*)	INR	10	266	0	1.62	0.00

...Continued..

Note 6 : Investments ...Continued..**Note 6.1 : Details of investments in equity instruments – other than subsidiaries (fully paid up) – classified as FVTOCI ...Continued..**

Name of the entity	Currency	Face Value (₹)	Number of units at		Balances as at (₹ in Lacs)	
			March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Shree Araveli Finlease Ltd.	INR	10	100	100	0.00	0.00
SIEL Financial Services Ltd.	INR	10	25	25	0.00	0.00
Silver Oak (India) Ltd.	INR	10	1,000	1,000	0.00	0.00
Somani Cement Company Ltd.	INR	10	100	100	0.00	0.00
Torrent Power Ltd.(*)	INR	10	405	0	1.13	0.00
Vikram Projects Ltd	INR	10	26,600	26,600	0.00	0.00
Total (A):			5,71,504	5,68,326	332.91	904.81

Note 6.1 : Details of investments in equity instruments – other than subsidiaries (fully paid up) – classified as FVTOCI

Name of the entity	Currency	Face Value (₹)	Number of units at		Balances as at (₹ in Lacs)	
			March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019
Equity Instrument Unquoted						
Harvic Management Serv. (I) Ltd.	INR	10	200	200	0.00	0.00
Indo Deutche Metallo Chemique Ltd	INR	10	1 71 400	1 71 400	0.00	0.00
Jayant Paper Mills Ltd (Rs 5/- paid up)	INR	10	1 00 000	1 00 000	0.00	0.00
Liverpool Finance Ltd.	INR	10	100	100	0.00	0.00
Malvika Steel Ltd (Rs 5/- paid up)	INR	10	1 53 900	1 53 900	0.00	0.00
Malhotra Steel Ltd.	INR	10	1 500	1 500	0.00	0.00
Merry Sherefin Ltd.	INR	10	900	900	0.00	0.00
Preyanshu Exports Ltd.	INR	10	800	800	0.00	0.00
Somani Iron & Steel Co Ltd	INR	10	13 100	13 100	0.00	0.00
Somani Iron & Steel Ltd.	INR	10	26 200	26 200	0.00	0.00
Somani Strips Ltd.	INR	10	500	500	0.00	0.00
Sonal Sil-Chem Ltd.	INR	10	400	400	0.00	0.00
Sonell Clocks & Gift Ltd.	INR	10	100	100	0.00	0.00
SSP Polymer Industries Ltd.	INR	10	400	400	0.00	0.00
Total (B):			4 69 500	4 69 500	0.00	0.00
Total (A+B):			10 41 004	10 37 826	332.91	904.81

Note (*): Refer note 30

Notes to the Financial Statements

Note 7 : Other financial assets (Non-current)

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Security Deposit with Ahmedabad Stock Exchange	0.00	1.00
Fixed Deposits with bank	10.00	10.00
Interest accrued but not due on Fixed Deposits	0.15	0.00
	10.15	11.00

Note 8 : Cash and cash equivalents

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Balance with Bank in Current Accounts	11.69	5.91
Cash on hand	0.10	0.22
Imprest with Employee	0.04	0.04
	11.83	6.17

Note 9 : Current tax assets

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Advance tax (Net of Provisions)	3.42	3.56
	3.42	3.56

Note 10 : Other Current Assets

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Pre-paid expenses	0.05	0.05
Total:	0.05	0.05

Notes to the Financial Statements

Note 11 : Equity share capital

[₹ in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Authorised share capital 5,00,00,000 (March 31, 2019: 5,00,00,000) Equity Shares of ₹10/ each fully paid up	5,000.00	5,000.00
Issued share capital 2,80,15,117(March 31, 2019: 2,80,15,117) Equity Shares of ₹10/ each fully paid up	2,801.51	2,801.51
Subscribed share capital 2,71,99,017(March 31, 2019: 2,71,99,017;)Equity Shares of ₹10/ each fully paid up	2,719.90	2,719.90
Fully Paid up share capital 2,71,25,767(March 31, 2019: 2,71,25,767;) Equity Shares of ₹10/ each fully paid up	2,712.58	2,712.58
Forfeited Shares	3.47	3.47
	2,716.05	2,716.05

Reconciliation of number of shares outstanding at the beginning and at the end of the Reporting Year

Particulars	As at March 31, 2020	As at March 31, 2019
At the beginning of the year	2,71,25,767	2,71,25,767
Add: Shares issued for Cash or Right Issue	0	0
	2,71,25,767	2,71,25,767
Less: Shares bought back / Redemption	0	0
At the end of the year	2,71,25,767	2,71,25,767

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each Shareholder is entitled to one vote per share. The dividend proposed by the Board of Directors, if any, is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

Details of shareholders holding more than 5% Shares in the company

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% of holding	No. of Shares	% of holding
Torrent Investments Private Limited (Formerly known as Torrent Private Limited)	80,15,525	29.55	80,15,525	29.55
Gujarat Industrial Investment Corporation Ltd.	17,93,572	6.61	17,93,572	6.61

Notes to the Financial Statements

Note 12 : Other Equity

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
General Reserve	2,835.33	2,834.53
Securities Premium	6,759.39	6,759.39
Capital Redemption Reserve	2,358.77	2,358.77
Special Reserve	678.10	678.10
Reserve Fund	0.00	0.80
Retained Earnings	(16,017.62)	(15,969.68)
	(3,386.03)	(3,338.09)

Note 12.1 : Other Equity

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
General Reserve		
Balance as per previous financial statements	2,834.53	2,834.53
Add : Additions during the year	0.80	0.00
Balance at the end of the year	2,835.33	2,834.53
Securities Premium		
Balance as per previous financial statements	6,759.39	6,759.39
Add : Additions during the year	0.00	0.00
Balance at the end of the year	6,759.39	6,759.39
Capital Redemption Reserve		
Balance as per previous financial statements	2,358.77	2,358.77
Add : Additions during the year	0.00	0.00
Balance at the end of the year	2,358.77	2,358.77
Special Reserve		
Balance as per previous financial statements	678.10	678.10
Add : Additions during the year	0.00	0.00
Balance at the end of the year	678.10	678.10
Reserve Fund		
Balance as per previous financial statements	0.80	0.80
Add : Additions during the year	0.00	0.00
Less: Transfer to General Reserve	(0.80)	0.00
Balance at the end of the year	0.00	0.80
Retained Earnings / Surplus / (Deficit) in Statement of Profit & Loss		
Balance as per previous financial statements	(15,969.68)	(16,084.61)
Add : Profit / (Loss) for the year	37.20	(38.40)
Add / (Less): OCI for the year	(85.14)	153.33
Balance available for appropriation	(16,017.62)	(15,969.68)
Less: Appropriation	0.00	0.00
	(16,017.62)	(15,969.68)
Net Surplus / (Deficit)	(3,386.03)	(3,338.09)

Notes to the Financial Statements

Note 13 : Borrowings (Non- Current)

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Unsecured (Refer note below)		
From related parties		
Associate Entity (Refer note below)	1 000.00	1 500.00
	1 000.00	1 500.00

Note

Terms of Repayment of Loans

Due to precarious financial condition of the company, the Company had decided to settle outside liabilities of Banks and Debenture holders through a Scheme of Compromise and Arrangement. Hon'ble High Court of Gujarat vide its order dated February 19, 2002 approved the said Scheme. As per the aforesaid Scheme, one of the promoter company i.e. Torrent Investments Private Limited was to fund the amount to enable the Company to settle the liabilities of Banks and Debenture holders as approved by the Hon'ble High Court of Gujarat. In view of the same, Torrent Investments Private Limited had not stipulated any terms and conditions so far as interest and its repayment are concerned and gave amount interest free against which 0% unsecured debentures or instrument of like nature to be issued. Therefore, the Company does not intend to pay any interest or repay such borrowings within next 12 months period and it continue to classify such borrowings as "Non-Current Borrowings" and is not able to work out the amortised cost of such borrowings. Accordingly, the Company considers its' carrying amount as amortised cost.

Note 14 : Deferred tax liabilities (net)

The Company estimates deferred tax/(charge) using the applicable rate of taxation based on the impact of timing difference between financial statements and estimated taxable income for the current year.

[₹ in Lacs]

Particulars	As at	As at
	March 31, 2020	March 31, 2019
Deferred Tax Liabilities		
Fair Value of Investments in Equity Instruments	0.00	12.58
	0.00	12.58
Deferred Tax Assets		
	0.00	0.00
	0.00	0.00
Net Deferred Tax Liability / (Asset)	0.00	12.58

Movement of Deferred Tax Liabilities / (Assets) during the year

Particulars	Opening Balance as at April 1, 2019	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income	Closing Balance as at March 31, 2020
Deferred Tax liabilities/(assets) in relation to				
Fair value of investment in Equity Instruments	12.58		(12.58)	0.00
	12.58	0.00	(12.58)	0.00

Notes to the Financial Statements**Note 15 : Trade Payables**

[₹ in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Micro, Small and Medium Enterprise (Refer note 37)	0.00	0.00
Others	6.64	13.14
	6.64	13.14

Note 16 : Other Financial liabilities (Current)

[₹ in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Payable for Dividend and other expenses	24.83	28.48
Other Liability	0.50	0.50
	25.33	28.98

Note 17 : Other current liabilities

[₹ in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory Liabilities	0.64	1.16
	0.64	1.16

Note 18 : Provisions (Current)

[₹ in Lacs]

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits		
Leave obligation	2.72	1.71
	2.72	1.71

Notes to the Financial Statements

Note 19 : Other Income [₹ in Lacs]		
Particulars	2019-2020	2018-2019
Interest Income		
From Banks	1.59	0.94
On Income Tax Refund	0.02	0.00
	<u>1.61</u>	<u>0.94</u>
Liability / Provision no longer required	5.63	16.35
Profit on sale of Investments	30.58	1.91
Dividend Income	8.23	5.24
Miscellaneous Income (See note 30)	50.01	0.00
	<u>94.45</u>	<u>23.50</u>
	<u>96.06</u>	<u>24.44</u>
Note 20 : Employee benefits expense [₹ in Lacs]		
Particulars	2019-2020	2018-2019
Salary, Allowances & Bonus	9.48	7.98
Contribution to Provident & other funds	0.23	0.12
Staff Welfare expenses	0.31	0.35
	<u>10.02</u>	<u>8.45</u>
Note 21 : Depreciation and Amortization [₹ in Lacs]		
Particulars	2019-2020	2018-2019
Depreciation expense on property, plant and equipment	2.46	2.43
	<u>2.46</u>	<u>2.43</u>
Note 22 : Other expenses [₹ in Lacs]		
Particulars	2019-2020	2018-2019
Electricity Expenses	0.42	0.36
Advertisement Expenses	0.54	0.63
Auditors' Remuneration	0.59	0.59
Postage Expense	2.19	4.90
Telephone Expenses	0.40	0.38
Rates and Taxes	1.02	0.93
Professional and legal expenses	20.96	6.36
Merger Expenses	0.00	13.80
Insurance	0.03	0.03
Printing and Stationery	3.91	4.89
Repairs and Maintenance	0.82	0.80
Conveyance expenses	0.61	0.82
Bank charges	0.71	0.10
Listing and Custodian Fees	8.46	8.47
Sitting Fees	1.40	2.10
Loss on Assets discarded	0.49	0.00
Miscellaneous Expenses	3.90	3.33
	<u>46.45</u>	<u>48.49</u>
As Statutory Auditors	<u>0.59</u>	<u>0.59</u>

Notes to the Financial Statements

Note 23 : Income Tax Expense [₹ in Lacs]

Particulars	2019-2020	2018-2019
Current tax		
Current tax on profits for the year / period	0.00	0.07
Adjustment for current tax of prior periods	(0.07)	3.40
	(0.07)	3.47
Deferred tax (other than disclosed under OCI)		
Decrease / (increase) in deferred tax assets	0.00	0.00
(Decrease) / increase in deferred tax liabilities	0.00	0.00
	0.00	0.00
Income tax expense attributable to continuing operations	(0.07)	3.47

Note 23.1 : Reconciliation of income tax expense [₹ in Lacs]

Particulars	2019-2020	2018-2019
Long Tern Capital Gain on sale of Investment	0.00	0.62
Tax Effect on LTCG @10.3%	0.00	0.07

Note 24 : Earning per Share

Particulars	2019-2020	2018-2019
Profit /(Loss) attributable to Equity shareholders (₹ in Lacs)	37.20	(38.40)
Number of equity shares	2,71,25,767	2,71,25,767
Weighted Average number of Equity Shares	2,71,25,767	2,71,25,767
Basic earning per Share (₹)	0.14	(0.14)
Diluted earning per Share (₹)	0.14	(0.14)

Note : The Company has not issued any equity shares during the year.

Note 25 : Contingent Liabilities and Commitments [₹ in Lacs]

Particulars	As at 31 st March, 2020	As at 31 st March, 2019
Contingent Liabilities not provided for in respect of:		
Liability with respect to Demand raised from NSE	-	2.91

Note 26 : Tax expense

- (a) In view of unabsorbed losses and in the absence of taxable income under the provisions of the Income Tax Act, 1961 in the current year, the company believes that there will be no tax liability. Accordingly, no provision for income tax for the year has been made in the accounts.
- (b) The Company has unabsorbed depreciation and carry forward losses under the Income Tax Act, 1961. In the absence of virtual certainty supported by convincing evidence of sufficient future taxable income, deferred tax assets are not recognized in the accounts.

Notes to the Financial Statements

Note 27 : Employee Benefits

Note 27.1 Defined contribution plan

The Company has defined contribution plan in form of Provident Fund for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The total expense recognised in the Statement of profit and loss under employee benefit expenses in respect of such schemes are given below:

[₹ in Lacs]

Particulars	For the year 2019-2020	For the year 2018-2019
Contribution to Provident Fund	0.23	0.12

Note 28 : Segment Information

As the Company has ceased operations, the disclosure requirements under the Ind AS 108 "Operating Segments" are not applicable.

Note 29 : Related Party Disclosures for the year ended 31st March, 2020

(a) Details of Related Parties

Description of Relationship	Sr. No.	Names of Related Parties
Controlling Company	1	Torrent Investments Private Limited (Formerly known as Torrent Private Limited)
Enterprises controlled by the entity exercising significant influence over the company	2	Torrent Power Limited
	3	Torrent Pharmaceuticals Limited
	4	Torrent Power Services Private Limited
	5	Tomascent Care Institute
	6	UNM Foundation
	7	Torrent Gas Private Limited
	8	Mahesh Gas Limited
Key Management Personnel (KMP)	9	Shri Harnish Patel
	10	Shri Anil Javeri

(b) Transactions with Related Parties

[₹ in Lacs]

Sr. No.	Nature of Relationship / Transaction	Key management personnel compensation	Controlling Company	Total
1	Loan Taken / (Repaid)			
	Torrent Investments Private Limited	--	(500.00)	(500.00)
2	Short-term employee benefits			
	Shri Anil Jhaveri	3.60	--	3.60

(c) Amount due to / from related parties as at 31st March, 2020

[₹ in Lacs]

Sr. No.	Nature of Relationship / Transaction	Controlling Company	KMP & Relatives	Total
1	Amount Payable			
	Torrent Investments Private Limited	1000.00	--	1000.00

Notes to the Financial Statements

Note 29 : Related Party Disclosures for the year ended 31st March, 2019

(a) Details of Related Parties

Description of Relationship	Sr. No.	Names of Related Parties
Controlling Company	1	Torrent Investments Private Limited (Formerly known as Torrent Private Limited)
Enterprises controlled by the entity exercising significant influence over the company	2	Torrent Power Limited
	3	Torrent Pharmaceuticals Limited
	4	Torrent Power Services Private Limited
	5	Tornascent Care Institute
	6	UNM Foundation
	7	Torrent Gas Private Limited
	8	Mahesh Gas Limited
Key Management Personnel (KMP)	9	Shri Harnish Patel
	10	Shri Anil Javeri

(b) Transactions with Related Parties [₹ in Lacs]

Sr. No.	Nature of Relationship / Transaction	Key management personnel compensation	Controlling Company	Total
1	Short-term employee benefits Shri Anil Jhaveri	3.60	--	3.60

(c) Amount due to / from related parties as at 31st March, 2019 [₹ in Lacs]

Sr. No.	Nature of Relationship / Transaction	Controlling Company	KMP & Relatives	Total
1	Amount Payable			
	Torrent Investments Private Limited	1500.00	--	1500.00

Note 30 :

The Company and its erstwhile wholly owned subsidiary company GLFL Securities Limited, were inter-alia engaged in investment / trading of shares and securities with huge volume in earlier years. Because of voluminous transactions certain shares and securities in physical form, though in the name of company, were not traceable. However, the company continue to receive dividend on some of such shares. Security Exchange Board of India, vide its PR no.12/2019 dated 27 March, 2019 mandated to undertake process of transfer of all shares in dematerialized form to effect sale of shares in future and therefore the company laid its extensive efforts to trace the physical certificates of aforesaid shares. The company, having able to trace physical certificates for some of the shares, initiated the procedure to convert the same in DEMAT forms. Upon completion of requisite procedures, the company could get such shares credited in its DEMAT account which necessitates the company to record such shares in the books of accounts. The company therefore has recognised such shares at its fair value by debiting Investment accounts with corresponding credit to Other Income in statement of profit and loss.

Note 31 :

Pursuant to amalgamation of subsidiaries companies in to the company, the investment in equity shares of certain companies showing in the books of subsidiary companies were transferred to the company along with other assets and liabilities and therefore the company, upon distribution of dividend, receive the income in the form of dividend which is recognized in the statement of profit and loss. Further, since the ownership of such investment has been vested into the company, the company has dealt with such investments during the current financial year, although the company has surrendered Certificate of Registration as NBFC and resolved not to undertake any activity related to Non Banking Financial Institutions. In order to avoid non- compliance of the provisions of section 45IA of Reserve Bank of India, the company is in the process to liquidate the investments upon completion of requisite formalities.

Notes to the Financial Statements

Note 32:

In accordance with the Memorandum of Understanding dated 9th January, 2008 entered into between the Company and Banks, 1,79,520 equity shares of Competent Automobiles Ltd of ₹ 10/- each, belonging to the Banks will be sold / transferred by the Company as per the advice of the banks. Until such time, the Company will hold the shares on behalf of the Banks in its DEMAT Account. Therefore, the amount of dividend received on such shares on behalf of the Banks has been classified and disclosed under "Other Financial Liabilities (Current)".

Note 33:

The outbreak of Coronavirus (COVID - 19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. During the current financial year, The Company has evaluated impact of this pandemic on its Non-financial and financial assets and based on its review and current indicators of future economic conditions, there is no significant impact on its financial results. Especially, in view of fact that currently the company does not have any major business activity.

Note 34 : Capital Management

The Company's objectives when managing capital is to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders. The capital of the Company consist of equity capital, and borrowings

Note 35 : Fair value measurements

A. Financial instruments by category

[₹ in Lacs]

Particulars	31 st March, 2020			31 st March, 2019		
	Amortized cost	FVTPL	FVTOCI	Amortized cost	FVTPL	FVTOCI
Financial Assets						
Investments	--	--	332.91	--	--	904.81
Cash and cash Equivalents	11.83	--	--	6.17	--	--
Other financial assets	10.15	--	--	11.00	--	--
Total Financial Assets	21.98	--	332.91	17.17		904.81
Financial Liabilities						
Borrowings	1 000.00	--	--	1 500.00	--	--
Trade payables	6.64	--	--	13.14	--	--
Other financial liabilities	25.33	--	--	28.98	--	--
Total Financial Liabilities	1031.97	--	--	1542.12	--	--

Fair value hierarchy

The following section explains the judgments and estimates made in determining the fair values of the financial instruments that are recognized and measured at fair value through profit or loss. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial investments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

B. Fair value hierarchy for assets

Financial assets measured at fair value at 31st March, 2020

[₹ in Lacs]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Equity Instruments	332.91	--	--	--

Financial assets measured at fair value at March 31, 2019

[₹ in Lacs]

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Investments				
- Equity Instruments	904.81	--	--	--

Notes to the Financial Statements

Notes:

Level 1 hierarchy includes financial instruments measured using quoted prices (unadjusted) in active market for identical assets that the entity can access at the measurement date. This represents mutual funds that have price quoted by the respective mutual fund houses and are valued using the closing Net asset value (NAV).

Level 2 hierarchy includes the fair value of financial instruments measured using quoted prices for identical or similar assets in markets that are not active.

Level 3 if one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted compound instruments.

There are no transfers between any of these levels during the year. The Company's policy is to recognize transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

C. Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments include:

- (i) The use of quoted market prices or mutual fund houses quotes (NAV) for such instruments. This is included in Level 1

D. Fair value of financial assets and liabilities measured at amortized cost

The carrying amounts of loans, trade receivables, cash and cash equivalents, other bank balances, other financial assets and trade payables are considered to be the same as their fair values, due to their short-term nature.

Note 36 : Financial risk management

The Company's risk management policies are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The audit committee oversees how management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

Risk	Exposure arising from	Measurement	Management of risk
Credit risk	Cash and cash equivalents, trade receivables, Financial assets measured at amortized cost.	Aging analysis	Diversification of bank deposit and Regular monitoring.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of surplus cash, committed credit lines and borrowing facilities
Price Risk	Investments in mutual funds	Credit ratings	Portfolio diversification and regular monitoring

(a) Credit risk

Cash and Cash Equivalents

Credit risk on cash and cash equivalents and other deposits with banks is limited as the Company generally invests in deposits with banks with high credit ratings assigned by external credit rating agencies; accordingly the Company considers that the related credit risk is low. Impairment on these items is measured on the 12-month expected credit loss basis.

Notes to the Financial Statements

(b) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's treasury maintains flexibility in funding by maintaining liquidity through investments in liquid funds and other committed credit lines. Management monitors rolling forecasts of the group's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows

Financing arrangements

The working capital position of the Company is as given below:

[₹ in Lacs]

Particulars	31 st March, 2020	31 st March, 2019
Cash and cash equivalents	11.83	6.17
Investments in mutual funds (quoted)	--	--

The Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods is given below. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. The contractual maturity is based on the earliest date on which the Company may be required to pay.

As at 31st March, 2020

[₹ in Lacs]

Financial Liabilities	Less than 1 year	1-2 years	5 years and above
Non-current financial liabilities			
Borrowings	--	--	1 000.00
			1 000.00
Current financial liabilities			
Trade payables	6.64	--	--
Other financial liabilities	25.33	--	--
	31.97	--	--
Total financial liabilities	31.97	--	1 000.00

As at 31st March, 2020

[₹ in Lacs]

Financial Liabilities	Less than 1 year	1-2 years	5 years and above
Non-current financial liabilities			
Borrowings	--	--	1 500.00
	--	--	1 500.00
Current financial liabilities			
Trade payables	13.14	--	--
Other financial liabilities	28.98	--	--
	42.12	--	--
Total financial liabilities	42.12	--	1 500.00

(c) Price Risk

Exposure

The Company's exposure to securities price risk arises from investments held in mutual funds and classified in the balance sheet at fair value through profit or loss. To manage its price risk arising from such investments, the Company diversifies its portfolio. Further these are all debt base securities for which the exposure is primarily on account of interest rate risk. Quotes (NAV) of these investments are available from the mutual fund houses.

Profit for the year would increase/decrease as a result of gains/losses on these securities classified as at fair value through profit or loss.

Notes to the Financial Statements

37. Due to Micro, Small and Medium Enterprise

[₹ in Lacs]

Sr. No.	Particulars	2019-2020	2018-2019
1	Principal amount and interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
2	The amount of interest paid by the buyer in terms of section 16, of the Micro Small and Medium Enterprise Development Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	NIL	NIL
3	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	NIL	NIL
4	The amount of interest accrued and remaining unpaid at the end of each accounting year; and	NIL	NIL
5	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006.	NIL	NIL

The company has received confirmation from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006). The above mentioned information has been compiled to the extent of responses received by the company from its suppliers with regard to their registration under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006).

Note 38 : Statement of Management

- (a) The non-current financial assets, current financial assets and other current assets are good and recoverable and are approximately of the values, if realized in the ordinary courses of business unless and to the extent stated otherwise in the Accounts. Provision for all known liabilities is adequate and not in excess of amount reasonably necessary. There are no contingent liabilities except those stated in the notes.
- (b) Balance Sheet, Statement of Profit and Loss, cash flow statement and change in equity read together with Notes to the accounts thereon, are drawn up so as to disclose the information required under the Companies Act, 2013 as well as give a true and fair view of the statement of affairs of the Company as at the end of the year and financial performance of the Company for the year under review.

Note 39:

The figures for the previous year have been regrouped / reclassified, wherever necessary, to make them comparable with the figures for the current year. Figures are rounded off to nearest lakhs.

FOR G. K. CHOKSI & CO

[Firm Registration No. 101895W]

Chartered Accountants

ROHIT K. CHOKSI

Partner

Mem. No. 31103

FOR AND ON BEHALF OF BOARD

S. M. SHAH

Chairperson

DIN: 00016578

HARNISH PATEL

Director-in-charge

DIN:00114198

JANAK MEHTA

Chief Financial Officer

Place : Ahmedabad

Date : 25th July, 2020

KAMLESH PATEL

Company Secretary

Place : Ahmedabad

Date : 25th July, 2020

GUJARAT LEASE FINANCING LIMITED**G/L/F/L****Dear Shareholder,**

In order to provide better service to you, we request you to submit the form given below to:

- Depository Participant with whom you have your **demat account**.
- Or
- Registrar and Transfer Agents, MCS Share Transfer Agent Limited at its email address : mcsstaahmd@gmail.com or to the Company's email address at : ghfilho_ahm@yahoo.co.in , in case the shares are held in **physical form**

To,

Updation of Shareholder Information

I/We request you to record the following information against my/our Folio No. / DP ID/Client ID:

General Information:

Folio No. / DP ID/Client ID:	
Name of the first named shareholder:	
* PAN :	
Tel No. with STD Code:	
Mobile No.:	
Address :	
E-mail I.D.:	

self attested copy of the document enclosed*Bank Details:**

IFSC: (11 digit)	
MICR : (9 digit)	
Bank A/c Type:	
*Bank A/c No. :	
Name of the Bank :	
Bank Branch Address:	

** Original cancelled cheque is enclosed to enable verification of bank details*

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect information. I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio No. / beneficiary account.

Place:

Date :

Signature of Sole/First holder

GUJARAT LEASE FINANCING LIMITED

(CIN : L65990GJ1983PLC006345)

6th Floor, Hasubhai Chambers, Opp. Town Hall,
Ellisbridge, Ahmedabad - 380 006.

