

June 07, 2022

To,
Corporate Relationship Department
BSE Limited,
14th Floor, P. J. Towers,
Dalal Street, Fort,
Mumbai - 400001
SCRIP CODE: 500174

To,
Listing Department
National Stock Exchange of India Limited,
"Exchange Plaza", C - 1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051
SCRIP SYMBOL: GLFL

Dear Sir / Madam,

Re: Notice of 39th Annual General Meeting ("AGM") alongwith Annual Report of the Company for FY 2021-22

We would like to inform that the 39th AGM of the Members of the Company is scheduled to be held on Wednesday, June 29, 2022 at 11.00 a.m. IST through Video Conferencing / Other Audio Visual Means in terms of applicable circulars issued by the Ministry of Corporate Affairs and by Securities and Exchange Board of India (SEBI), to transact the business, as set out in the Notice of the AGM.

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015, we enclose herewith Notice of the AGM alongwith Annual Report of the Company for FY 2021-22, which is being sent to all the Members of the Company whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participant(s).

Further, the Company is pleased to provide e-voting facility to its Members holding shares in physical or dematerialised form, as on the cut-off date i.e. Wednesday, June 22, 2022 to cast their votes by electronic means on the resolutions set forth in the Notice of AGM.

Annual Report containing the Notice of AGM is also uploaded on Company's website at www.gujaralleaselinancing.co.in.

Kindly take the same on your records.

Thanking you,
Yours faithfully,
For Gujarat Lease Financing Limited

Reepal M. Bavishi
Reepal Bavishi
Company Secretary



Encl: As above

ANNUAL REPORT
2021-2022

G/L/F/L

GUJARAT LEASE FINANCING LIMITED

(CIN : L65990GJ1983PLC006345)



CORPORATE INFORMATION

| | | |
|--|--|--|
| Directors | Surendra Shah* Vasant Shah Raghuveer Parakh Leena Katdare Saurabh Mashruwala Kavita Mandan Animesh Mehta® Narayan Meghani Luna Pal * Chairperson ® Chairperson | (upto 31/03/2022) (upto 31/03/2022) (wef 31/03/2022) (wef 31/03/2022) (wef 06/05/2022) (upto 31/03/2022) (upto 31/03/2022) (wef 01/04/2022) |
| Audit Committee | Surendra Shah - Chairperson Vasant Shah Raghuveer Parakh Leena Katdare Animesh Mehta - Chairperson Narayan Meghani | (upto 31/03/2022) (upto 31/03/2022) (wef 01/04/2022) (wef 01/04/2022) |
| Stakeholders Relationship Committee | Surendra Shah - Chairperson Vasant Shah Raghuveer Parakh Leena Katdare Animesh Mehta - Chairperson Narayan Meghani | (upto 31/03/2022) (upto 31/03/2022) (wef 01/04/2022) (wef 01/04/2022) |
| Nomination and Remuneration Committee | Vasant Shah - Chairperson Surendra Shah Raghuveer Parakh Leena Katdare Narayan Meghani - Chairperson Animesh Mehta | (upto 31/03/2022) (upto 31/03/2022) (wef 01/04/2022) (wef 01/04/2022) |
| Chief Executive Officer | Anil Jhaveri | |
| Chief Financial Officer | Janak Mehta | |
| Company Secretary | Yash Shah Akashi Khetani Reepal Bavishi | (upto 09/07/2021) (wef 29/10/2021 and upto 30/03/2022) (wef 31/03/2022) |
| Statutory Auditors | M/s. G. K. Choksi & Co. Chartered Accountants Ahmedabad | |
| Bankers | Bank of India HDFC Bank Limited | |
| Registered Office | 6 th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad - 380006. Telephone Nos.: 079 - 26575722 / 26575180 Email ID: glflho_ahm@yahoo.co.in | |
| CIN | L65990GJ1983PLC006345 | |
| Website | www.gujaratleasefinancing.co.in | |
| Registrar & Share Transfer Agent | M/s. MCS Share Transfer Agent Limited 101, 1 st Floor, Shatdal Complex, Opp. Bata Show Room, Off Ashram Road, Ahmedabad - 380009. Telephone Nos.: 079 - 26580461 / 62 / 63 Email ID: mcsstaahmd@gmail.com | |

39th Annual General Meeting**Date : June 29, 2022****Day : Wednesday****Time : 11.00 am****Venue : Video Conferencing/Other Audio Visual Means****G/L/F/L**

NOTICE

NOTICE is hereby given that 39th Annual General Meeting of the Members of **GUJARAT LEASE FINANCING LIMITED** (herein after the “Company”) will be held on Wednesday, June 29, 2022 at 11.00 am IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, 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 March 31, 2022, the Auditor’s Report and the Board’s Report thereon be and are hereby considered and adopted.”

2. Re-appointment of Saurabh Mashruwala as a Director

To appoint a Director in place of Saurabh Mashruwala, who retires by rotation and being eligible, offers himself for re-appointment by passing the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Saurabh Mashruwala (DIN: 01786490), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

3. Re-appointment of Statutory Auditors

To re-appoint M/s. G.K. Choksi & Co., Chartered Accountants as Statutory Auditors of the Company by passing the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s. G.K. Choksi & Co. Chartered Accountants, Ahmedabad (Firm Registration No. 101895W) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting (AGM) of the Company till conclusion of 44th AGM at a remuneration to be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

4. Appointment of Animesh Mehta as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV to the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), Animesh Mehta (DIN : 09122533), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2022 and holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from March 31, 2022 upto March 30, 2027 (both day inclusive) and shall not be liable to retire by rotation.”

5. Appointment of Narayan Meghani as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 read with Schedule IV to the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and the rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force), Narayan Meghani (DIN : 09551334), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2022 and holds office up to the date of this

Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 5 consecutive years commencing from March 31, 2022 upto March 30, 2027 (both day inclusive) and shall not be liable to retire by rotation.”

6. Appointment of Luna Pal as a Director of the Company

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

“**RESOLVED THAT** Luna Pal (DIN: 08415379), 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 till the commencement of this Annual General Meeting and in respect of whom the Company has received a notice from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Place: Ahmedabad

Date: May 06, 2022

**By order of the Board
For Gujarat Lease Financing Limited**

Registered Office:

6th Floor, Hasubhai Chambers,

Opp. Town Hall, Ellisbridge,

Ahmedabad - 380006

CIN: L65990GJ1983PLC006345

Tel. No.: +91-79-26575722

Website: www.gujaratleasefinancing.co.in

Email: glflho_ahm@yahoo.co.in

**Reepal Bavishi
Company Secretary**

Notes:

1. The Ministry of Corporate Affairs (“the MCA”) vide its circular no. 2/2022 dated May 05, 2022 permitted the companies to hold the Annual General Meeting (“AGM” or “meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 19/2021 and 21/2021 dated December 08, 2021 and December 14, 2021 respectively, as per the MCA circular (collectively referred to as “the MCA Circulars”). In compliance with the provisions of the Companies Act, 2013 (“the Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and the MCA Circulars, AGM of the Company for Financial Year 2021-22 is being held through VC / OAVM. Registered Office of the Company shall be deemed to be the venue for AGM. The detailed procedure for participation in the meeting through VC / OAVM is as per Note No. 21.
2. Since 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 AGM.
3. Members attending 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 AGM through VC / OAVM. Corporate Members intending to authorize their representatives to participate and vote through e-voting on their behalf at AGM are requested to send a certified copy of the Board Resolution / authorization letter to the Company.
5. Members can join 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 AGM through VC / OAVM will be made available for 1,000 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 AGM without any restriction.
6. The statement pursuant to Section 102 of the Act and Regulation 36(3) of the Listing Regulations is annexed hereto and forms part of this Notice.
7. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of Member. 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 (DP).
8. **Trading in equity shares of the Company is compulsorily in dematerialised mode by all the Members. Also, as per provisions of the Listing Regulations, transfer of listed securities shall not be processed unless the securities are in dematerialized form. This measure is aimed at curbing fraud and manipulation risk in physical transfer of securities by unscrupulous entities. Members holding shares in physical form are requested to convert their holding(s) to dematerialized form to eliminate all risks associated with physical shares.**
9. **With a view to conserve natural resources, we request Members to update and register their email addresses with their DPs or RTA, as the case may be, to enable the Company to send communications including Annual Report, Notices, Circulars, etc. electronically.**

Members may register their email addresses by following below process:

- Members holding share(s) in physical mode can register their e-mail address, mobile number and bank details by downloading updation of information form 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, send all documents to the Company's email address at glfho_ahm@yahoo.co.in or to the Company's Registrar M/s. MCS Share Transfer Agent Limited's email address at mcsstaahmd@gmail.com.

- Members holding share(s) in electronic mode are requested to register / update their e-mail address, mobile number and bank details along-with self-attested copy of PAN card, address proof, cancelled cheque to their respective DPs for receiving all communications from the Company electronically.
10. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names, are requested to send the share certificates to RTA, for consolidation of such multiple folios into a single folio.
 11. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their DPs in case shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
 12. Members are requested to intimate changes, if any, pertaining to name, postal address, email address, telephone / mobile numbers, PAN, mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to RTA in case the shares are held by them in physical form.
 13. All documents referred to in the Notice along with the Statutory Registers maintained by the Company as per the Act will be available for inspection in electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during AGM. Members seeking to inspect such documents can send an email to glflho_ahm@yahoo.co.in.
 14. In compliance with the MCA Circulars and the SEBI Circulars dated May 12, 2020 and January 15, 2021, Notice of AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company's RTA / DPs. Members may note that the Notice and Annual Report will also be available on the Company's website i.e. 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 and on the website of Central Depository Services Limited (CDSL) at www.evotingindia.com.
 15. In terms of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and the MCA Circulars, the Company has provided the e-voting facility through CDSL. This facility is being provided to the Members holding shares in physical and dematerialized 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.

The information and other instructions regarding remote e-voting and e-voting during AGM are detailed in Note No. 21 and 22.
 16. Rajesh Parekh, Proprietor of Rajesh Parekh & Co., Company Secretary (Membership No. A8073) and failing him Aishwarya Parekh, Partner, RPAP & Co., (Membership No. A58980) have been appointed as the Scrutiniser to scrutinise the voting during AGM and remote e-voting process in a fair and transparent manner.
 17. Results of voting shall be declared by the Chairperson or a person so authorised by him in writing on receipt of consolidated report from the Scrutiniser. The results declared along with Scrutiniser's Report shall be placed on the Company's website i.e. www.gujaratleasefinancing.co.in, and on the website of CDSL and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
 18. **The resolutions shall be deemed to have been passed on the date of AGM, subject to the same being passed with requisite majority.**
 19. Since AGM will be held through VC / OAVM in accordance with the MCA Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
 20. **Members who would like to express their views / have questions may send their views / questions 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at glflho_ahm@yahoo.co.in and register as a speaker. Only those Members who have registered as a speaker will be allowed to express their views / ask questions during the meeting.**
 21. **Process regarding remote e-voting and e-voting during the meeting, and attending the meeting through VC / OAVM:**
 - i. Remote e-voting period begins on **Saturday, June 25, 2022 at 09:00 am and shall end on Tuesday, June 28, 2022 at 05:00 pm**. During this period, Members of the Company, holding shares either in physical form or in dematerialized

form, as on the **cut-off date June 22, 2022** may cast their vote electronically. E-voting module shall be disabled by CDSL for voting thereafter.

ii. Members who have already voted prior to the meeting date would not be entitled to vote at the meeting.

A. For Individual Members holding securities in Demat mode:

a) In terms of the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Individual Members holding securities in demat mode are required to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and email address with their DPs in order to access e-voting facility.

b) Login method

| Member having Demat account with | Login Method |
|----------------------------------|--|
| CDSL | <p>CDSL Easi / Easiest facility</p> <p>If Members are already registered for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 1. Visit web page of Easi by https://web.cdslindia.com/myeasi/home/login. 2. Member will have to enter their existing "USER ID" and "PASSWORD". After successful authentication, the Member will be able to see "E-VOTING" menu. 3. On clicking the "E-VOTING" menu, the Member will be able to see the e-voting page. 4. Click on options available against the Company name or E-voting Service Provider (ESP) – CDSL and the Member will be redirected to e-voting website of CDSL for casting vote before and during the meeting and for joining the meeting. <p>If Members are not registered for Easi / Easiest facility:</p> <ol style="list-style-type: none"> 1. Visit the web page at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Enter 16 digit "DEMAT ACCOUNT NUMBER" and "PASSWORD" as: "PAN" and first 4 digits of the "DOB" (DDMM) of first holder. 3. Tick check box of "TERMS AND CONDITIONS" and click on "CONTINUE". 4. "OTP" will be sent on the registered mobile number of Member. 5. Enter the "OTP" and click on "CONTINUE". 6. Registration form will appear, fill the form to create "USER ID" and "PASSWORD" and answer to secrete question and click on "CONTINUE". 7. Upon successful registration, please follow steps given in points 1 to 4 above (Members are already registered for Easi / Easiest facility). <p>E-voting website of CDSL</p> <ol style="list-style-type: none"> 1. Visit e-voting website of CDSL at www.cdslindia.com. 2. Select "E-VOTING" and enter "DEMAT ACCOUNT NUMBER" and "PAN". 3. System will authenticate Member, by sending "OTP" on registered mobile number & email as recorded in Member's DematAccount. 4. After successful authentication, the Members will be able to see the e-voting page. 5. Click on options available against Company name or ESP – CDSL and Member will be redirected to e-voting website of CDSL for casting vote before and during the meeting and for joining the meeting. |
| NSDL | <p>NSDL IDeAS Facility</p> <p>If Members are already registered for IDeAS facility:</p> <ol style="list-style-type: none"> 1. Visit e-Services website of NSDL at https://eservices.nsd.com. 2. On homepage of e-Services, click on "BENEFICIAL OWNER" under "LOGIN", available under "IDeAS" section. 3. A new screen will open. Enter "USER ID" and "PASSWORD". After successful authentication, the Member will be able to see e-voting services. 4. Click on "ACCESS TO E-VOTING" under e-voting services and the Member will be able to see e-voting page. |

| | |
|-----------------------------------|---|
| | <p>5. Click on options available against Company name or ESP – CDSL and the Member will be re-directed to CDSL e-voting website for casting vote before and during the meeting and for joining the meeting.</p> <p>If Members are not registered for IDeAS e-Services:</p> <ol style="list-style-type: none"> 1. Visit the web page at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp. 2. Enter 8-character “DP ID” followed by 8-digit “CLIENT ID” and registered mobile number. 3. Select any of the following options for verification of demat account: <ol style="list-style-type: none"> 1. Option 1: Bank account – enter last 4 digit of bank account. 2. Option 2: OTP – enter 6 digit OTP sent on registered mobile number. 4. Fill your personal information and click on “SUBMIT”. 5. Upon successful registration, please follow steps given in points 1 to 5 above (Members are already registered for IDeAS facility). <p>E-voting website of NSDL</p> <ol style="list-style-type: none"> 1. Visit e-voting website of NSDL at https://www.evoting.nsd.com/. 2. On homepage of e-voting system, click on the “LOGIN” icon, available under “SHAREHOLDER / MEMBER” section. 3. A new screen will open and the Member will have to enter “USER ID” (i.e. 8-character “DP ID” followed by 8-digit “CLIENT ID”) and “PASSWORD” / “OTP” and a verification code as shown on the screen. 4. After successful authentication, Member will be able to see e-voting page. 5. Click on options available against Company name or ESP – CDSL and the Member will be redirected to e-voting website of CDSL for casting vote before and during the meeting and for joining the meeting. |
| <p>Logging through DPs</p> | <ol style="list-style-type: none"> 1. Member can login using the “LOGIN CREDENTIALS” of Demat account through their DPs registered with NSDL / CDSL for e-voting facility. 2. After successful login, the Members will be able to see “E-VOTING OPTION”. Once Member clicks on “E-VOTING OPTION”, he / she will be redirected to NSDL / CDSL Depository site. 3. After successful authentication, the Member will be able to see e-voting page. 4. Click on option available against the Company name or ESP - CDSL and the Member will be redirected to e-voting website of CDSL for casting vote before and during the meeting and for joining the meeting. |

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and / or Forget Password option available at above mentioned websites.

c) Casting vote electronically on CDSL e-voting system

1. After successfully logging by following the above process, the Members will be able to see EVSN of all companies in which they hold shares and whose voting cycle is active.
2. Click on the “EVSN” for “GUJARAT LEASE FINANCING LIMITED”.
3. On the voting page, the Member will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select option “YES / NO” as desired. Option YES implies assent to the resolution and option NO implies dissent to the resolution.
4. Click on “RESOLUTIONS FILE LINK” if the Member wishes to view the entire resolution details.
5. After selecting the resolution, click on “SUBMIT”. A confirmation box will be displayed. If Member wishes to confirm, click on “OK”, else to change, click on “CANCEL” and accordingly modify your vote.
6. Once the Member “CONFIRM” his / her vote on the resolution, he / she will not be allowed to modify.
7. Member can also take a print of the votes cast by clicking on “CLICK HERE TO PRINT” option on voting page.

Helpdesk for the Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

| | |
|-------------|---|
| CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33. |
| NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no: 1800 1020 990 and 1800 22 44 30. |

B. For the Members, other than the Individual Members holding shares in demat mode and the Members holding shares in Physical mode.

- a. Visit the e-voting website at www.evotingindia.com.
- b. Click on "SHAREHOLDERS".
- c. Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8-character DP ID followed by 8-digits Client ID,
 - iii. Members holding shares in physical form should enter Folio Number registered with the Company.
- d. Enter Image verification as displayed and click on "LOGIN".
- e. If Non-individual Members are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then their existing password is to be used.
- f. If the Member is a first-time user, follow the steps given below:

| For the Non-individual Members holding shares in Demat Form and the other Members holding shares in Physical Form | |
|--|---|
| PAN | Enter 10 digit alpha-numeric "PAN" (applicable for both demat as well as physical Members) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / DPs are requested to use sequence number indicated in PAN field of email sent to them by RTA. • Members who have not registered their email address may obtain the sequence number from the Company after registering their email address as per process defined in Note No. 9. |
| Dividend Bank details OR Date of Birth | Enter the "DIVIDEND BANK DETAILS" or "DOB" (in dd/mm/yyyy format) as recorded in the Member's demat account or in the Company's records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the DPs or Company, please enter "MEMBER ID / FOLIO NUMBER" in Dividend Bank details field as mentioned in instruction (c). |

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, the Non-Individual Members holding shares in demat form will now reach "PASSWORD CREATION" menu wherein they are required to mandatorily enter their login password in new password field.
Kindly note that this password is also to be used by Non-individual demat holders for voting for resolutions of any other company on which they are eligible to vote. It is strongly recommended not to share password with any other person and take utmost care to keep password confidential.
- i. For the Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on "EVSN" for "GUJARAT LEASE FINANCING LIMITED" on which the Member choose to vote.

- k. On the voting page, the Member will see “RESOLUTION DESCRIPTION” and against the same; option “YES / NO” for voting. Select option “YES / NO” as desired. The option YES implies, assent to the resolution and the option NO implies dissent to the resolution.
- l. Click on the “RESOLUTIONS FILE LINK” if Member wishes to view the entire resolution details.
- m. After selecting the resolution, click on “SUBMIT”. A confirmation box will be displayed. If Member wish to confirm, click on “OK”, else to change vote, click on “CANCEL” and accordingly, modify vote.
- n. Once the Member “CONFIRM” his / her vote on the resolution, he / she will not be allowed to modify.
- o. Member can also take a print of votes cast by clicking on “CLICK HERE TO PRINT” option on voting page.
- p. Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to upload the scanned copy of the Board resolution and Power of Attorney, which they have issued in favour of the Custodian, if any, in PDF format in system for the scrutinizer to verify the same.

In case of any queries or issues regarding e-voting, Member 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 on 022-23058738 and 022-23058542/43.

22. General Guideline for attending the meeting through VC / OAVM and e-voting on the day of AGM:

- a) Procedure for e-voting on the day of AGM and attending AGM will remain same as the instructions mentioned above.
- b) The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c) Members are encouraged to join the meeting through Laptops / Desktops for better experience. Further, the Members will be required to allow camera and use Internet with good speed to avoid any disturbance during the meeting.
- d) 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.
- e) Only those Members, who will be present in AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting prior to meeting day and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during AGM.
- f) If any votes are casted by the Members through e-voting available during AGM and if the same Members have not participated in the meeting through VC / OAVM facility, then the votes casted by such Members shall be considered invalid as the facility of e-voting during the meeting is available only to the Members participating in the meeting.
- g) Members who have voted through remote e-voting prior to the meeting day will be eligible to attend AGM. However, they will not be eligible to vote during AGM.

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

Item No. 2

Saurabh Mashruwala (DIN: 01786490) retires by rotation at this AGM and being eligible, is proposed for reappointment. Saurabh Mashruwala has expressed his intention to act as a Director, if re-appointed.

Brief profile of Saurabh Mashruwala is set forth in the table below:

| | |
|--|--|
| Age | 55 years |
| Qualification | Chartered Accountant, Institute of Chartered Accountants of India and Bachelor of Commerce (B.Com), Gujarat University |
| Experience / Brief resume | He has over 30 years of experience in various facets of corporate finance, treasury and accounting. |
| Date of first appointment on the Board | December 23, 2020 |
| No. of shares held in the Company | Nil |
| Relationship with other Directors and Key Managerial Personnel | Not applicable |
| List of directorship of listed entities | Gujarat Lease Financing Limited |
| Chairmanship / Membership of Committees of the Board in such Companies | Nil |

Saurabh Mashruwala does not hold any equity shares of the Company. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

The Board recommends the resolution at Item No. 2 of the Notice for your approval as an Ordinary Resolution.

Item No. 3

The Members had at 34th Annual General Meeting (AGM) of the Company held on July 27, 2017 appointed M/s. G.K. Choksi & Co., Chartered Accountants, Ahmedabad as Statutory Auditor of the Company to hold office commencing from the conclusion of 34th AGM till the conclusion of this AGM of the Company. The first term of M/s. G.K. Choksi & Co., Chartered Accountants as Statutory Auditor of the Company would end at this AGM and they are eligible for re-appointment for second term.

The Board on the recommendation of Audit Committee, at its Meeting held on May 06, 2022 proposed re-appointment of M/s. G.K. Choksi & Co. as Statutory Auditor of the Company to hold office commencing from the conclusion of this AGM till the conclusion of the 44th AGM i.e. for a second and final term of 5 years, at a remuneration as may be determined by the Members of the Company.

The Company has received a letter confirming their eligibility and consent letter for re-appointment from M/s. G.K. Choksi & Co.

The resolution contained in Item no. 3 of the accompanying Notice, accordingly, seeks the Members' approval to re-appoint M/s. G.K. Choksi & Co. as Statutory Auditors of the Company to hold office from conclusion of this AGM of the Company till conclusion of 44th AGM at a remuneration to be fixed by the Board of Directors of the Company as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Item No. 4

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 30, 2022 appointed Animesh Mehta, (DIN: 09122533) as an Additional Director (Non-Executive Independent) of the Company w.e.f. March 31, 2022 to hold office upto the date of this Annual General Meeting ("AGM") of the Company. He is eligible to be appointed as an Independent Director for a term of 5 consecutive years.

Animesh Mehta, 71, is a Bachelor of Engineer (Mechanical) with more than 40 years of experience in the fields of operation, maintenance, environment, safety section of coal / gas-based power plants in various capacities and has dealt with different State & Central government authorities.

Details of his directorship in other companies and membership in the committees of these companies are given below:

| Sr. No. | Directorship in Companies | Name of Committees |
|---------|----------------------------|---|
| 1 | Torrent Power Grid Limited | Audit Committee |
| | | Corporate Social Responsibility Committee |
| | | Nomination & Remuneration Committee |

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at AGM. The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of Independent Director. Animesh Mehta meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Animesh Mehta fulfils all other conditions as specified in the Act and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. In the opinion of the Board, he possesses requisite expertise, integrity and experience for appointment as an Independent Director and the Company will benefit from his valuable experience, knowledge and counsel.

Copy of the draft letter for appointment of Animesh Mehta as an Independent Director setting out the terms and conditions would be available for inspection without any fees in electronic mode upto the date of AGM of the Company and will also be available electronically for inspection by the Members during AGM.

The resolution contained in Item no. 4 of the accompanying Notice, accordingly, seeks the Members' approval for appointment of Animesh Mehta as an Independent Director on the Board of the Company on the terms and conditions as specified in the draft letter of appointment as a Special Resolution.

Animesh Mehta does not hold any equity shares of the Company. He is not related to any Director of the Company. Animesh Mehta is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Item No. 5

Pursuant to the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on March 30, 2022 appointed Narayan Meghani, (DIN: 09551334) as an Additional Director (Non-Executive Independent) of the Company w.e.f. March 31, 2022 to hold office upto the date of this Annual General Meeting ("AGM") of the Company. He is eligible to be appointed as an Independent Director for a term of 5 consecutive years.

Narayan Meghani, 63, is a Chemical Engineer and has pursued Master Business Administration from B K school of Management, Ahmedabad with more than 36 years of experience in the fields of Corporate Social Responsibility, Production Planning & Control, Supply Chain & Demand Planning Management, Warehouse Management, Distribution & Logistic Control and has worked as a Project Manager for execution of projects for renewable sources of Energy. He has also been affiliated with various Social Organisations.

Narayan Meghani does not hold any directorship in other companies and membership in the committees of these companies. As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at AGM. The Company has received a Notice in writing from a Member of the Company under Section 160 of the Act, proposing his candidature for the office of Independent Director. Narayan Meghani meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. Narayan Meghani fulfils all other conditions as specified in the Act and the Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management. In the opinion of the Board, he possesses requisite expertise, integrity and experience for appointment as an Independent Director and the Company will benefit from his valuable experience, knowledge and counsel.

Copy of the draft letter for appointment of Narayan Meghani as an Independent Director setting out the terms and conditions would be available for inspection without any fees in electronic mode upto the date of AGM of the Company and will also be available

electronically for inspection by the Members during AGM.

The resolution contained in Item no. 5 of the accompanying Notice, accordingly, seeks the Members' approval for appointment of Narayan Meghani as an Independent Director on the Board of the Company on the terms and conditions as specified in the draft letter of appointment as a Special Resolution.

Narayan Meghani does not hold any equity shares of the Company. He is not related to any Director of the Company. Narayan Meghani is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Item No. 6

Luna Pal (DIN: 08415379), was appointed as an Additional Director by the Board of Directors on May 06, 2022. As per the provisions of Section 161 of the Companies Act, 2013 ("the Act") read with Articles of Association of the Company, she holds the office of Director till commencement of this Annual General Meeting. The Company had received a notice in writing under Section 160 of the Act from a Member proposing her candidature for appointment as Director of the Company.

Luna Tapan Pal, 40, is a Regulatory Affairs professional and holds the professional qualification of MBA in Finance. She is associated with Torrent Group since 2002 and is presently working in Regulatory Affairs in Torrent Power Limited.

Details of her directorship in other companies and Membership in the committees of these companies are given below:

| Sr. No. | Directorship in Companies | Name of Committees |
|---------|-----------------------------|---|
| 1. | Latur Renewable Pvt. Ltd. | Corporate Social Responsibility Committee |
| 2. | Jodhpur Wind Farm Pvt. Ltd. | Corporate Social Responsibility Committee |

Nomination and Remuneration Committee and the Board have considered the above proposal at their respective Meetings held on May 06, 2022 and recommended to the Members for their approval.

The resolution contained in Item no. 6 of the accompanying Notice, accordingly, seeks the Members' approval for appointment of Luna Pal as Director of the Company as an Ordinary Resolutions.

Luna Pal does not hold any equity shares of the Company. She is not related to any Director of the Company.

Luna Pal is deemed to be interested in the resolution. None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the resolution.

Place: Ahmedabad

Date: May 06, 2022

**By order of the Board
For Gujarat Lease Financing Limited**

Registered Office:

6th Floor, Hasubhai Chambers,

Opp. Town Hall, Ellisbridge,

Ahmedabad - 380006

CIN: L65990GJ1983PLC006345

Tel. No.: +91-79-26575722

Website: www.gujaratleasefinancing.co.in

Email: gflfo_ahm@yahoo.co.in

**Reepal Bavishi
Company Secretary**

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting the 39th Annual Report of the Company together with the Audited Financial Statements for the year ended March 31, 2022.

1. FINANCIAL SUMMARY AND STATE OF AFFAIRS

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

| Particulars | ₹ in lakhs) | |
|---|--------------------------|--------------------------|
| | Year ended 31.03.2022 | Year ended 31.03.2021 |
| Other Income | 29.26 | 2.97 |
| Liability/ Provision no longer required | 0.00 | 0.00 |
| Profit on sale of Investments | 0.00 | 0.00 |
| Total Revenue | 29.26 | 2.97 |
| Expenses: | | |
| Employees Benefits | 10.28 | 9.23 |
| Professional Fees | 3.95 | 7.04 |
| Administrative & Other Expenses | 20.39 | 19.14 |
| Total Expenses | 34.62 | 35.41 |
| Profit/ (Loss) for the year before Depreciation | (5.36) | (32.44) |
| Depreciation | 2.35 | 2.47 |
| Profit/ (Loss) before exceptional items and Tax | (7.71) | (34.91) |
| Exceptional Items-Impairment of Property, Plant and Equipment | (0.51) | 0.00 |
| Profit/ (Loss) before tax | (8.22) | (34.91) |
| Tax Expenses Current - ₹ 0.00 | 0.00 | 0.00 |
| Tax Expenses (Previous) - ₹ 0.00 | | |
| Profit/ (Loss) after Taxation | (8.22) | (34.91) |
| Other Comprehensive Income | 0.79 | 270.33 |
| Total Income for the Year (net of Tax) | (7.43) | 235.42 |

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 non-going concern basis

The Financial Statements comprising Balance Sheet, Statement of Profit and Loss, Statement of Changes in Equity and Cash Flow Statement, together with notes for the year ended March 31, 2022 have been prepared in accordance with Indian Accounting Standards ("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.

Hon'ble High Court of Gujarat had sanctioned the scheme of compromise and arrangement between the Company and Consortium of 16 Banks under Section 391 of the Companies Act, 1956 during 2004-05. As per the order, the Company released the payment. Approval from the banks regarding assignment documentation is still awaited.

It may be observed from the Statement of Profit and Loss that:

Income during the year is ₹ 29.26 lacs towards the interest on FD as against income of ₹ 2.97 lacs including the interest of ₹ 2.12 lacs for the previous year. During the current year, increase in the interest income reflect interest for the entire year on FD with banks as against interest on FD for two months for the previous year.

The Company has no source of income other than interest on Bank deposits, dividend etc. while it has to incur administrative expenses to run the Company. Major expenses include listing fees to stock exchanges, custodian fees to CDSL & NSDL, remuneration to Key Managerial Personnel appointed in accordance with the applicable provisions of the Companies Act, 2013, Legal & professional expenses.

After meeting the expenses, the Company incurred loss of ₹ 8.22 lacs during FY 2021-22 against the loss of ₹ 34.91 lacs for the previous year.

The OCI for the current year is ₹ 0.79 lacs as against ₹ 270.33 lacs for the previous year includes gain on measurement of equity instruments following the sale of 32800 shares of HDFC Bank and 4116 shares of Reliance Industries Limited which has resulted into the profit as stated above.

After considering the Comprehensive Income for the year, loss for the year is to the order of ₹ 7.43 lacs as against the Profit of ₹ 235.42 lacs for the previous year.

No Tax provision is required for the year in view of the losses as per Income Tax Act.

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

2. DIVIDEND

During the year under review, in view of loss incurred by the Company your Directors do not recommend any Dividend for the year ended on March 31, 2022.

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 Banks or any Financial Institutions or other parties.

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

Directors:

The Board of Directors as on the date of this report comprises of 6 (six) Directors, all of whom are Non-Executive Directors including 3 (three) Independent Directors and 2 (two) Women Directors.

As per the provisions of the Companies Act, 2013, Saurabh Mashruwala (DIN: 01786490), Director of the Company retires by rotation and being eligible, has offered himself for re-appointment. A brief resume and other relevant details of him are given in the Explanatory Statement to the Notice convening the Annual General Meeting (AGM).

During the year under review:

- The Members at their 38th AGM held on August 12, 2021 approved appointment of Saurabh Mashruwala (DIN: 01786490) and Leena Katdare (DIN: 08914188) as the Directors of the Company.

- Surendra Shah (DIN: 00016578), a Non-Executive Independent Director of the Company ceased to be Chairperson and Director of the Company in view of completion of his second and final term w.e.f. close of working hours of March 31, 2022. The Board placed on record its appreciation for the guidance and support provided by him during his tenure as a Chairperson of the Company.
- Vasant Shah (DIN: 00011596), a Non-Executive Independent Director of the Company ceased to be Director in view of completion of his second and final term w.e.f. close of working hours of March 31, 2022. The Board placed on record its appreciation for the guidance and support provided by him during his tenure as a Member of the Board.
- The Board, at its Meeting held on March 30, 2022, appointed Animesh Mehta (DIN: 09122533) and Narayan Meghani (DIN: 09551334) as Additional Directors (Non-Executive Independent) of the Company w.e.f March 31, 2022 till the commencement of the ensuing AGM. The Board hereby recommends their appointment as the Independent Directors for a period of 5 consecutive years from March 31, 2022 till March 30, 2027 (both days inclusive), not liable to retire by rotation. In the opinion of the Board, they possess requisite expertise, integrity and experience (including proficiency) for appointment as an Independent Directors of the Company.
- Luna Pal (DIN:08415379) was appointed as an Additional Director of the Company w.e.f. May 06, 2022 till the commencement of ensuing AGM. The Board hereby recommends her appointment as Director, liable to retire by rotation, w.e.f. the ensuing AGM i.e. June 29, 2022.

Key Managerial Personnel:

During the year under review, Yash Shah had resigned as Company Secretary and Compliance Officer of the Company with effect from close of working hours of July 9, 2021.

Akashi Khetani was appointed as Company Secretary and Compliance Officer of the Company with effect from October 29, 2021 and had resigned with effect from close of working hours of March 30, 2022.

Reepal Bavishi was appointed as Company Secretary and Compliance Officer of the Company with effect from March 31, 2022.

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 and they have registered their names in the Independent Directors' Databank. The Independent Directors are in compliance with the Code of Conduct prescribed under Schedule IV of the Companies Act, 2013 and the Code of Business Conduct adopted by the Company.

8. POLICY ON DIRECTORS' APPOINTMENT AND REMUENERATION

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

(a) Criteria for appointment

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 to the NRC.
- (ii) Chairperson of the Company can himself also refer any potential person meeting the above criteria to the NRC.
- (iii) The NRC will process the matter and recommend such proposal to the Board.
- (iv) The 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 at <http://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.

One of the Independent Director obtained and consolidated feedback from all Directors. Based on the feedback, the Board expressed satisfaction on overall functioning of the Board, the Committees and performance of the Directors.

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

The Board of Directors met 5 (five) times during the FY 2021-22 on May 21, 2021, August 12, 2021, October 29, 2021, January 25, 2022 and March 30, 2022. The gap between two Board Meetings was within the maximum time gap prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. The requisite quorum was present in all the Meetings.

The Board has three committees viz. Audit Committee (AC), Nomination and Remuneration Committee (NRC) and Stakeholders Relationship Committee (SRC). A detailed note on the composition of the Committees and its Meetings are 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 under review, the Company has complied with the provisions of Secretarial Standard 1 (relating to meetings of the Board of Directors) and Secretarial Standard 2 (relating to General meetings) issued by the Institute of the Company Secretaries of India.

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 March 31, 2022, 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 March 31, 2022 and of the loss of the Company for the year ended March 31, 2022;
- 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 Financial Statements have been prepared on non-going concern basis;

Explanation: Financial Statements for FY 2021-22 have been prepared as non-going concern basis as the Company has currently no business activities and there is no plan to conduct any business activities in the near future.

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

The first term of five years of M/s. G.K. Choksi & Co., Chartered Accountants as Statutory Auditors of the Company will be completed at the ensuing AGM and they are eligible for re-appointment. They have furnished a certificate regarding their eligibility for re-appointment as Statutory Auditors of the Company, pursuant to Section 139(1) of the Act read with relevant Rules. The Board of Directors recommends their re-appointment for another five years i.e. from conclusion of 39th AGM till the conclusion of 44th AGM.

The Auditors' Report for FY 2021-22 forms part of the 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 FY 2021-22.

(iii) SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Rajesh Parekh & Co., Practicing Company Secretaries, Ahmedabad, as Secretarial Auditors of the Company for FY 2021-22. The Secretarial Audit Report for FY 2021-22 is annexed herewith as **Annexure-A**.

There are no adverse observations in the Secretarial Audit Report which call for explanation.

(iv) COST AUDITORS

The Company was not required to maintain cost records and appoint Cost Auditor as specified by the Central Government under Section 148(1) of the Companies Act, 2013.

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 Financial Statements which forms part of the Annual Report.

14. CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

In compliance with Regulation 34 read with Schedule V of the SEBI (LODR) Regulations, 2015, the Corporate Governance Report together with the Certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance is annexed herewith as **Annexure-B**.

Management Discussion and Analysis Report is annexed herewith as **Annexure-C**.

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.

16. RISK MANAGEMENT

The Company recognizes that risk is an integral part of business and is committed to managing the risks in 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 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.

Management Discussion and Analysis Report of the Annual Report identifies key risks, which can affect the performance of the Company.

17. RELATED PARTY TRANSACTIONS

All the related party transactions are entered on arm's length basis, in the ordinary course of business and are in compliance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large or which warrants the approval of the Member. Accordingly, no transactions are being reported in Form AOC-2 in terms of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014.

However, the details of the transactions with Related Parties are provided in the Company's Financial Statements in accordance with the Accounting Standards.

18. PARTICULARS OF EMPLOYEES

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

- The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year: Nil
- 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

- The percentage increase in the median remuneration of employees in the Financial Year: Nil
- The number of permanent employees on the rolls of Company: 3 (Three) employees as on March 31, 2022
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year: Nil
- 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 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 WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

During the year under review, the Company had only one women employee. Therefore, it was not required to constitute Internal Complaints Committee as per the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

20. EXTRACT OF THE ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company <http://www.gujaratleasefinancing.co.in>.

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

The Company has discontinued its business operations since the FY 1999-2000. Therefore, there are no reportable details relating to conservation of energy or technology absorption. There were no foreign exchange earnings or outgo during the year under review.

22. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, the Company has not given loans, made investments, provided guarantees or security to any entity under Section 186 of the Companies Act, 2013.

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 formulate Corporate Social Responsibility (CSR) Policy and constitute CSR Committee and consequently the Company had not spend any amount on CSR activities.

24. 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 the Financial Year of the Company i.e. March 31, 2022 and the date of this 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.

During the year the Company has prepared the account on non-going concern basis.

25. 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 is thankful to the Members and Employees for their unstinted support and contribution.

For and on behalf of the Board of Directors

Place: Ahmedabad

Date: May 06, 2022

Saurabh Mashruwala
Director
(DIN: 01786490)

Kavita Mandan
Director
(DIN: 07419972)

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

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

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

We 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 us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2022, 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; - **Not Applicable during the Reporting Period**
- (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 was applicable to the Company.

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

We 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.

We 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.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of 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. There were no dissenting views on any matter.

We 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.

We 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.

For RAJESH PAREKH & CO.
Company Secretary

Rajesh Parekh
(Proprietor)
Mem. No.: 8073
C.P. No.: 2939
UDIN: A008073D000278607

Date: 06-05-2022
Place: Ahmedabad

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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices we follow, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we 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. Our 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.

For RAJESH PAREKH & CO.
Company Secretary

Rajesh Parekh
(Proprietor)
Mem. No.: 8073
C.P. No.: 2939
UDIN: A008073D000278607

Date: 06-05-2022
Place: Ahmedabad

CORPORATE GOVERNANCE REPORT

This report sets forth the disclosures for FY 2021-22, 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 FY 2021-22, the Company is in compliance with the Corporate Governance norms stipulated in Listing Regulations.

2. BOARD OF DIRECTORS

2.1 COMPOSITION OF THE BOARD

As at the year end, the Board comprises of 8 (eight) Non-Executive Directors, including 5 (five) Independent Directors, 2 (two) Women Directors and 1 (one) Non-Independent Non-Executive Director. 2 (two) Independent Directors have resigned at the close of business hours of March 31, 2022. The Chairperson of the Board is an Independent Director. Composition of the Board is in conformity with the applicable laws and regulations.

2.2 SKILLS / EXPERTISE / COMPETENCE OF THE BOARD OF DIRECTORS

The table below sets forth the core skills / expertise / competencies identified by the Board along-with names of Directors who have such skills / expertise / competence for effective functioning of the Board:

| Name of the Director | Skills / Expertise / Competencies |
|----------------------|--|
| Surendra Shah* | <ul style="list-style-type: none"> • Financial Expertise • Governance, Risk and Compliance • Strategic and Business Planning • Leadership / Operational experience |
| Vasant Shah* | <ul style="list-style-type: none"> • Financial Expertise • Governance, Risk and Compliance • Strategic and Business Planning • Leadership / Operational experience |
| Kavita Mandan | <ul style="list-style-type: none"> • Information Technology |
| Raghuveer Parakh | <ul style="list-style-type: none"> • Financial Expertise • Governance, Risk and Compliance • Business Management |
| Saurabh Mashruwala | <ul style="list-style-type: none"> • Financial Expertise • Governance, Risk and Compliance • Strategic and Business Planning • Leadership / Operational experience |
| Leena Katdare | <ul style="list-style-type: none"> • Financial Expertise |

| Name of the Director | Skills / Expertise / Competencies |
|------------------------------|---|
| Animesh Mehta [®] | <ul style="list-style-type: none"> Strategic and Business Planning Leadership / Operational experience |
| Narayan Meghani [®] | <ul style="list-style-type: none"> Governance, Risk and Compliance Leadership / Operational experience Managerial Competencies |

* Ceased as Directors wef March 31, 2022 due to completion of their second and final term as Independent Directors of the Company.

[®] Appointed wef March 31, 2022 as an Additional Director (Non-Executive Independent) of the Company.

2.3 BOARD MEETINGS

The Board of Directors met 5 (five) times during the FY 2021-22 on May 21, 2021, August 12, 2021, October 29, 2021, January 25, 2022 and March 30, 2022. The Board Meetings of FY 2021-22 were conducted from Ahmedabad via Audio Video. The gap between two Board Meetings was within the maximum time gap prescribed under the Companies Act, 2013 ("Act") and the Listing Regulations. 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. The agenda for the Board Meetings includes 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 MARCH 31, 2022

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 in the Company | Directorship in other listed entities with Category of Directorship |
|---|---|------------------------------|--|-------------------------|----------------------------|-----------------------------------|---|
| Surendra Shah, Chairperson (Ceased w.e.f. March 31, 2022) | Non-Executive, Independent Director | 1 | 1 (M) | 5 out of 5 | Yes | - | - |
| Vasant Shah, Director (Ceased w.e.f. March 31, 2022) | Non-Executive, Independent Director | 1 | 1 (C) | 5 out of 5 | Yes | - | - |
| Kavita Mandan, Director | Non-Executive, Non-Independent Director | - | - | 5 out of 5 | Yes | - | - |

| 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 with Category of Directorship |
|---|---|------------------------------|--|-------------------------|----------------------------|-----------------------------------|---|
| Raghuveer Parakh, Director | Non-Executive, Independent Director | 1 | - | 4 out of 5 | Yes | - | - |
| Saurabh Mashruwala, Director | Non-Executive, Non-Independent Director | 9 | 1 (M) | 5 out of 5 | Yes | - | - |
| Leena Katdare, Director | Non-Executive, Non-Independent Director | 3 | - | 5 out of 5 | Yes | - | Gujarat Poly Electronics Ltd. Casual Vacancy Director |
| Animesh Mehta, Additional Director (appointed wef March 31, 2022) | Non-Executive, Independent Director | 1 | 1 (M) | N.A. | N.A. | - | - |
| Narayan Meghani, Additional Director (appointed wef March 31, 2022) | Non-Executive, Independent Director | - | - | N.A. | N.A. | - | - |

*all public companies excluding the Company, are considered and all other companies including private companies, foreign companies and companies registered under Section 8 of the 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

The familiarization process for the Independent Directors was an ongoing process during the financial year and largely carried out by way of special discussions on important matters such as important corporate developments, industry scenario, key regulatory changes, material legal matters, business strategy and exceptional developments, if any, in the Company.

The details of such familiarization program have been disclosed on the Company's website at: <http://www.gujaratleasefinancing.co.in/>Policy>.

3. BOARD COMMITTEES

The Board constituted the following committees:

- a) Audit Committee

- b) Stakeholders Relationship Committee
- c) Nomination and Remuneration Committee

3.1 AUDIT COMMITTEE

3.1.1 MAJOR TERMS OF REFERENCE OF THE COMMITTEE INCLUDE:

- (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 and approve related party transactions or any subsequent modification of transactions with related parties;
- (iv) Review the functioning of the Whistle Blower (Vigil) mechanism;
- (v) Deciding the scope, functioning, periodicity and methodology for conducting Internal Audit after consulting Internal Auditor;
- (vi) Reviewing with Internal Auditors involving major findings of any investigations, matters and suspected fraud, irregularity and failure of internal control system of material and to report to the Board;
- (vii) Reviewing internal control weakness reported to management by the Statutory Auditors;
- (viii) Scrutinizing inter-corporate loans and investments.

3.1.2 COMPOSITION AND MEETINGS

During the year under review, 4 (Four) Meetings were held on May 21, 2021, August 12, 2021, October 29, 2021 and January 25, 2022. The gap between two Committee Meetings was within the maximum time gap prescribed under the Act and the Listing Regulations.

| Name of the Member | No. of Meetings held | No. of Meetings Attended |
|------------------------------|----------------------|--------------------------|
| Surendra Shah, Chairperson* | 4 | 4 |
| Vasant Shah, Member* | 4 | 4 |
| Raghuveer Parakh, Member | 4 | 4 |
| Leena Katdare, Member | 4 | 4 |
| Animesh Mehta#, Chairperson^ | 4 | 0 |
| Narayan Meghani# | 4 | 0 |

* Ceased as Directors wef March 31, 2022 due to completion of their second and final term as Independent Directors of the Company.

Appointed wef March 31, 2022 as an Additional Director (Non-Executive Independent) of the Company.

^ Appointed as Chairperson wef April 01, 2022.

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

The Statutory Auditors, CEO, CFO and the Company Secretary were invited 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 MAJOR TERMS OF REFERENCE OF THE COMMITTEE INCLUDE:

- (i) 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) Overseeing the performance of the Registrar and Share Transfer Agent in respect of adherence to the service standards adopted by the Company;
- (iii) Review of transfer / transmission requests and issuance of duplicate share certificates;
- (iv) Determination of Book Closure period & Record Date in respect of shares, debentures, other securities and General Meetings of the Company.

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

3.2.2 COMPOSITION AND MEETINGS

During the year under review, the Committee met 4 (Four) times on on May 21, 2021, August 12, 2021, October 29, 2021 and January 25, 2022.

| Name of the Member | No. of Meetings held | No. of Meetings Attended |
|------------------------------|----------------------|--------------------------|
| Surendra Shah, Chairperson* | 4 | 4 |
| Vasant Shah, Member* | 4 | 4 |
| Raghuveer Parakh, Member | 4 | 4 |
| Leena Katdare, Member | 4 | 4 |
| Animesh Mehta#, Chairperson^ | 4 | 0 |
| Narayan Meghani# | 4 | 0 |

* Ceased as Directors wef March 31, 2022 due to completion of their second and final term as Independent Directors of the Company.

Appointed wef March 31, 2022 as an Additional Director (Non-Executive Independent) of the Company.

^ Appointed as Chairperson wef April 01, 2022.

Yash Shah and Akashi Khetani, Company Secretaries were the Compliance Officer of the Company till close of working hours of July 9, 2021 and March 30, 2022 respectively.

Further, Reepal Bavishi, Company Secretary is the Compliance Officer of the Company wef March 31, 2022.

All the recommendations / submissions made by the Committee during the year were accepted by the Board.

3.2.3 INVESTORS' GRIEVANCE REDRESSAL

The Company had received one complaint during the year on SCORES Platform. No valid requests for share transfer was pending beyond 15 days of receipt of request for transfer, and no transmission request were pending beyond 7 days of receipt of request for transmission.

3.3 NOMINATION AND REMUNERATION COMMITTEE

3.3.1 MAJOR TERMS OF REFERENCE OF THE COMMITTEE INCLUDE:

- (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.

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

3.3.2 COMPOSITION AND MEETINGS

During the year under review, 2 (Two) meetings of the Nomination and Remuneration Committee were held on October 29, 2021 and March 30, 2022.

| Name of the Member | No. of Meetings held | No. of Meetings Attended |
|--------------------------------|----------------------|--------------------------|
| Vasant Shah, Chairperson* | 2 | 2 |
| Surendra Shah, Member* | 2 | 2 |
| Raghuveer Parakh, Member | 2 | 1 |
| Leena Katdare, Member | 2 | 2 |
| Narayan Meghani#, Chairperson^ | 2 | 0 |
| Animesh Mehta# | 2 | 0 |

* Ceased as Directors wef March 31, 2022 due to completion of their second and final term as Independent Directors of the Company.

#Appointed wef March 31, 2022 as an Additional Director (Non-Executive Independent) of the Company.

^Appointed as Chairperson wef April 01, 2022.

Composition of the Committee was in compliance with provisions of the Act and the 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. Contribution as a balancing force for the protection of all stakeholders' interest
7. Contribution towards strengthening internal control system, Corporate Governance and Legal Compliance environment
8. 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 Act 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 Act.

None of the Directors hold any shares of the Company. Directors have not been granted any stock options during the year under review.

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

| Name of the Independent Director | Sitting Fees (in ₹) |
|----------------------------------|---------------------|
| Surendra Shah | 80,000/- |
| Vasant Shah | 80,000/- |
| Raghuvveer Parakh | 65,000/- |
| Total | 2,55,000/- |

Apart from payment of Sitting Fees, there was no other pecuniary relationship or transactions between the Company and the Non-Executive Directors.

5. GENERAL BODY MEETINGS

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

| AGM | Year | Venue of AGM | Date | Time | No. of Special Resolution passed |
|----------------------|---------|--|--------------------|------------|----------------------------------|
| 36 th AGM | 2018-19 | ATMA Hall, Ahmedabad Textile Mills Association, Opp. La-Gajjar Chambers, Ashram Road, Ahmedabad - 380009 | August 07, 2019 | 10:00 a.m. | 2 |
| 37 th AGM | 2019-20 | Video Conference / Other Audio Visual Means | September 26, 2020 | 09:30 a.m. | Nil |
| 38 th AGM | 2020-21 | Video Conference / Other Audio Visual Means | August 12, 2021 | 09:30 a.m. | Nil |

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 Reports 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 uploaded on the Company's website: <http://www.gujaratleasefinancing.co.in/>OthersCategory>.

The Company's website: www.gujaratleasefinancing.co.in also displays the official news releases of relevance and key Company Policies and other relevant information in addition to the Financial Results.

7. GENERAL SHAREHOLDERS' INFORMATRION

7.1 GENERAL BODY MEETING - 2021-22

7.1.1 39TH ANNUAL GENERAL MEETING DETAILS ARE AS UNDER:

| | |
|---|---|
| Day and Date | Wednesday, June 29, 2022 |
| Time | 11.00 am |
| Venue | Video Conferencing/Other Audio Visual Means |
| Financial year | April 01, 2021 to March 31, 2022 |
| Cut-Off date for remote e-Voting | Wednesday, June 22, 2022 |
| Remote e-Voting period | Start Date and Time - Saturday, June 25, 2022 at 9.00 am End Date and Time - Tuesday, June 28, 2022 at 5.00 pm |

7.1.2 TENTATIVE FINANCIAL CALENDAR FOR THE YEAR 2022-23

| | |
|--------------------------|---|
| Financial Year | April 01, 2022 to March 31, 2023 |
| First Quarter Results | End of July / First Week of August, 2022 |
| Second Quarter Results | End of October / First Week of November, 2022 |
| Third Quarter Results | End of January / First Week of February, 2023 |
| Results for the Year End | End of May, 2023 |

7.1.3 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) | GLFL |
| ISIN | INE540A01017 |

The Company has paid the annual listing fees for the year 2022-23 to the above stock exchanges.

7.1.4 SHARE PRICE AND COMPARISON WITH BSE SENSEX AND NSE NIFTY

The monthly movement of equity share prices during the year ended March 31, 2022 at BSE & NSE is summarized below:

| Month | Share Price on BSE | | BSE Sensex | | Volume (No. of Shares) | Share Price on NSE | | NSE (NIFTY 50) | | Volume (No. of Shares) |
|--------|--------------------|---------|------------|----------|------------------------|--------------------|---------|----------------|----------|------------------------|
| | High (₹) | Low (₹) | High | Low | | High (₹) | Low (₹) | High | Low | |
| Apr-21 | 2.88 | 2.00 | 50375.77 | 47204.50 | 34,524 | 2.95 | 2.00 | 15044.35 | 14151.40 | - |
| May-21 | 2.45 | 1.79 | 52013.22 | 48028.07 | 48,734 | 2.45 | 1.95 | 15606.35 | 14416.25 | - |
| Jun-21 | 2.80 | 2.02 | 53126.73 | 51450.58 | 1,69,324 | 2.70 | 2.10 | 15915.65 | 15450.90 | - |
| Jul-21 | 3.30 | 2.57 | 53290.81 | 51802.73 | 1,78,835 | 3.35 | 2.55 | 15962.25 | 15513.45 | - |
| Aug-21 | 3.29 | 2.26 | 57625.26 | 52804.08 | 1,56,729 | 3.35 | 2.40 | 17153.50 | 15834.65 | - |
| Sep-21 | 3.40 | 2.75 | 60412.32 | 57263.90 | 1,67,621 | 3.40 | 2.70 | 17947.65 | 17055.05 | - |
| Oct-21 | 3.46 | 2.71 | 62245.43 | 58551.14 | 78,261 | 3.30 | 2.80 | 18604.45 | 17452.90 | - |
| Nov-21 | 3.45 | 2.81 | 61036.56 | 56382.93 | 93,216 | 3.35 | 2.75 | 18210.15 | 16782.40 | - |
| Dec-21 | 5.00 | 2.80 | 59203.37 | 55132.68 | 1,75,110 | 5.00 | 3.05 | 17639.50 | 16410.20 | 4,847 |
| Jan-22 | 4.32 | 3.57 | 61475.15 | 56409.63 | 3,700 | 4.10 | 3.60 | 18350.95 | 16836.80 | 5,242 |
| Feb-22 | 3.57 | 2.29 | 59618.51 | 54383.20 | 15,923 | 3.45 | 2.45 | 17794.60 | 16203.25 | 8,812 |
| Mar-22 | 3.25 | 2.09 | 58890.92 | 52260.82 | 41,217 | 3.35 | 2.25 | 17559.80 | 15671.45 | 1,00,346 |

PERFORMANCE OF EQUITY SHARE PRICE VIS-À-VIS NIFTY 50 IS AS UNDER:

| Month | GLFL Share Price on NSE (₹)* | NIFTY 50 during the month* | Relative Index for comparison purpose | |
|--------|------------------------------|----------------------------|---------------------------------------|----------|
| | | | GLFL Share Price | NIFTY 50 |
| Mar-21 | 2.50 | 14690.70 | 100.00 | 100.00 |
| Apr-21 | 2.05 | 14631.10 | 82.00 | 99.59 |
| May-21 | 2.35 | 15582.80 | 94.00 | 106.07 |
| Jun-21 | 2.70 | 15721.50 | 108.00 | 107.02 |
| Jul-21 | 2.65 | 15763.05 | 106.00 | 107.30 |
| Aug-21 | 2.70 | 17132.20 | 108.00 | 116.62 |
| Sep-21 | 3.00 | 17618.15 | 120.00 | 119.93 |
| Oct-21 | 2.85 | 17671.65 | 114.00 | 120.29 |
| Nov-21 | 3.00 | 16983.20 | 120.00 | 115.61 |
| Dec-21 | 4.30 | 17354.05 | 172.00 | 118.13 |
| Jan-22 | 3.60 | 17339.85 | 144.00 | 118.03 |
| Feb-22 | 2.45 | 16793.90 | 98.00 | 114.32 |
| Mar-22 | 3.05 | 17464.75 | 122.00 | 118.88 |

*Closing Price/ Data on the last traded/ trading day of the month. Closing share price at NSE and NIFTY 50 of March 31, 2021 have been taken as the base for calculating relative index for comparison purpose.

7.1.5 SHARE TRANSFER AGENT

| | |
|-------------------|---|
| Name | MCS Share Transfer Agent Limited |
| Address | 101, Shatdal Complex, Opp. Bata Showroom, Off Ashram Road, Ahmedabad - 380009 |
| Tele. Nos. | 079-26580461/62/63 |
| Fax No. | 079-26581296 |
| Email ID | mcsstaahmd@gmail.com |

7.1.6 SHARE TRANSFER SYSTEM

In terms of Regulation 40(1) of the Listing Regulations, as amended, securities can be transferred only in dematerialized form w.e.f. April 01, 2019, and further w.e.f. January 24, 2022 transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. 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 the 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.

7.1.7 DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2022

7.1.7.1 ON THE BASIS OF SHARES HELD

| Shares Range | No. of Shareholders | % to total Shareholders | Shares | % to total Shares |
|------------------|---------------------|-------------------------|--------------------|-------------------|
| Upto 5000 | 28,660 | 98.78 | 91,46,675 | 33.73 |
| 5001 - 10000 | 201 | 0.69 | 15,19,853 | 5.60 |
| 10001 - 50000 | 136 | 0.47 | 26,99,025 | 9.95 |
| 50001 - 100000 | 9 | 0.03 | 6,62,885 | 2.44 |
| 100001 and above | 9 | 0.03 | 1,30,97,329 | 48.28 |
| Total | 29,015 | 100.00 | 2,71,25,767 | 100.00 |

7.1.7.2 ON THE BASIS OF CATEGORY

| Category | No. of Shares held | % to total Shares held |
|---|--------------------|------------------------|
| Promoters | 1,23,87,222 | 45.67 |
| Individuals | 1,38,18,103 | 50.94 |
| Bodies Corporate | 3,94,142 | 1.45 |
| Financial Institutions/ Mutual Funds/ Banks | 3,962 | 0.02 |
| State Government/ Central Government | 600 | 0.00 |
| Non-Resident Indians | 55,021 | 0.20 |
| Hindu Undivided Family | 4,66,717 | 1.72 |
| Total | 2,71,25,767 | 100.00 |

7.1.8 DEMATERIALIZATION OF SHARES AND LIQUIDITY

Equity Shares of the Company can be traded only in dematerialized form by the investors. The Company has established connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Demat security (ISIN) code for the equity shares of the Company is INE540A01017. Consequent upon the compulsory Demat of the Equity Shares of the Company as notified by SEBI, about 90.07% (2,44,31,715) shares have been dematerialized as on March 31, 2022 and the balance 9.93% (26,94,052) shares are in physical mode. The shares are traded on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) and hence, the equity shares of the Company are liquid.

7.1.9 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.

7.1.10 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 and Registered Office is situated at 6th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad - 380006.

7.1.11 ADDRESS FOR CORRESPONDENCE

| | |
|--|---|
| Registered Office & Shareholders Correspondence Address | Gujarat Lease Financing Limited 6 th Floor, Hasubhai Chambers, Opp. Town Hall, Ellisbridge, Ahmedabad - 380006. Tele No. 079-26575722 Email ID: gflfo_ahm@yahoo.co.in |
| Company Secretary & Compliance Officer | Reepal Bavishi |
| Redressal of Investor Grievances | gflfo_ahm@yahoo.co.in |

7.1.12 CERTIFICATION BY THE STATUTORY AUDITORS

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

7.1.13 DECLARATION BY THE CHIEF EXECUTIVE OFFICER

In accordance with Schedule V of the 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. OTHER DISCLOSURES

8.1 RELATED PARTY TRANSACTIONS

The Company has formed related party transactions policy pursuant to the requirements of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. The same is also placed on the website of the Company at <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 party transactions, see Note No. 29 of the Financial Statement for the financial year 2021-22.

8.2 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 on the website of the Company at <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 2021-22.

8.3 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.

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 below:

There was delay in compliance of Regulation 17(1)(C) of SEBI (LODR) Regulations, 2015 for the quarter ended June 30, 2020 and September 30, 2020 (12 days) for which the Company had received letters from National Stock Exchange of India Limited (NSE) dated August 20, 2020 and November 17, 2020 respectively levying fine for such delay. Further, the Company had filed its response requesting for waiver of fine and NSE vide its letter dated April 13, 2021 has waived the fine.

8.4 MATERIAL SUBSIDIARY POLICY

The Company has formulated a Policy for determining 'Material' Subsidiary in accordance with the Listing Regulations and the Companies Act, 2013, which is uploaded on the website of the Company at <http://www.gujaratleasefinancing.co.in/>policy>.

8.5 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.

8.6 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.

8.7 DETAILS OF UNCLAIMED SHARES AS PER THE 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. April 01, 2021 | 11 | 1661 |
| Number of shareholders who approached the Company/ Registrars and Transfer Agents (RTA) for transfer of shares from unclaimed suspense account during the year | 0 | 0 |
| Number of shareholders to whom shares were transferred from unclaimed suspense account during the year | 0 | 0 |
| Aggregate number of shareholders and the outstanding shares lying in the unclaimed suspense account at the end of the year i.e. March 31, 2022 | 11 | 1661 |

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

8.8 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 the Listing Regulations.

Based on the disclosures made by them, no Independent Director served as an Independent Director in more than 7 Listed Companies and where the Independent Director was a Whole-time Director / Managing Director in any Listed Company, he was not Independent Director in more than 3 Listed Companies.

A separate Meeting of the Independent Directors was held on January 25, 2022 under the Chairpersonship of Surendra Shah to review the matters as required by Schedule IV of the Companies Act, 2013 and the Listing Regulations.

8.9 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.

8.10 PAYMENT TO STATUTORY AUDITORS

During the year under review, ₹ 50,000/- were paid as Statutory Audit fees to M/s. G. K. Choksi & Co., Statutory Auditors.

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

8.11.1 COMPLIANCE WITH MANDATORY REQUIREMENTS

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

8.11.2 EXTENT OF COMPLIANCE WITH NON-MANDATORY REQUIREMENTS - Nil

8.12 PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company had one woman employee during the year under review, therefore it was not required to constitute Internal Complaints Committee pursuant to the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and rules made thereunder.

8.13 DISCLOSURE OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED

The Company has not granted loans and advances in the nature of loans to Firms/ Companies in which Directors are interested.

Place: Ahmedabad
Date: May 06, 2022

Anil Jhaveri
Chief Executive Officer

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 March 31, 2022.

Place: Ahmedabad

Date: May 06, 2022

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 2022, as stipulated in Regulations 17 to 27 and clause (b) to (i) of sub-regulation (2) of 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

SANDIPA. PARIKH
Partner
Mem. No. 40727
UDIN : 22040727AJKLEH5532

Place : Ahmedabad
Date : 6th May, 2022

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**Industry Structure and Developments**

The Company had discontinued its business operation since long back and as such has not carried on any new business during the year under review.

Opportunities and Threats

The Company had discontinued its business operation since FY 1999-2000, the Management is not looking for suitable business opportunities to restart the operation in near future. Considering the present condition of the Company, no threats exist to the Company.

Segment-wise or Product-wise Performance

At present, the Company does not manufacture any products nor provide any services. Therefore, it is not required to provide segment wise or product wise performance of the Company.

Outlook

The Company do not envisage any new business opportunities in 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 with banks to mitigate risks posed by external environment.

Internal control systems and their adequacy

During the year under review, the Company has appointed M/s. JMT & Co., Chartered Accountants, to carry out Internal Audit of the Company. The Internal Audit Reports are reviewed by the Audit Committee 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, hence the financial performance of the Company is not comparable with the operational performance during the year under review.

Material developments in Human Resources

During the year under review, Yash Shah had resigned as Company Secretary and Compliance Officer of the Company with effect from close of working hours of July 9, 2021. Akashi Khetani was appointed as Company Secretary and Compliance Officer of the Company with effect from October 29, 2021 and had resigned with effect from close of working hours of March 30, 2022. Reepal Bavishi was appointed as Company Secretary and Compliance Officer of the Company with effect from March 31, 2022. Total number of employees was 3 (Three) as on March 31, 2022.

Cautionary statement

Certain statements in the Management Discussion and Analysis describing the Company's analysis and interpretations are forward-looking. Actual outcomes may vary from those expressed or implied. The Company assumes no responsibility to publicly amend, modify, update or revise any such statements on the basis of subsequent developments, information or events..

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 2022, 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, 2022, and loss, 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.

Emphasis of Matter

We draw attention to Note 2 to the financial statements with regard the company has adverse financial ratios and its accumulated losses has exceeded its paid up capital and reserves, further the company does not intend to have any business activity in near future and therefore, the financial statement have been prepared on non-going assumption and consequently, the assets of the company are stated at their realizable value or cost whichever is lower.

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>Preparation of financial statements as per non Going concern Assumption</p> <p>In view of resolution passed by Board of Directors with regard to preparation of financial statements on non going concern assumption in view of the company does not carry business activity and does not intend to have any business activity in near future.</p> <p>Refer Notes 2 to the financial statements.</p> <p>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.</p> | <p>Our audit procedures in respect of preparation of financial statements on non going concern assumption:</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 resolving that financial statement drawn on non going concern assumption in view of the company has adverse financial ratios, accumulated losses have exceeded the paid up share capital and reserves and the company does not intend to have any business activity in near future. 2. Ensuring that assets of the company have been stated at their realizable value or cost whichever is lower. 3. Verification of basis for determining net realizable value of assets. 4. 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.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

1. As required by the Companies (Auditor's Report) Order, 2020 ("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.
2. 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 Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2022 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.
 - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (V) The company has not declared or paid any dividend during the year.

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

SANDIPA. PARIKH
Partner

Mem. No. 40727
UDIN : 22040727AIMUDC5716

Place : Ahmedabad
Date : 6th May, 2022

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

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
- (B) The Company does not have any intangible assets, hence reporting under 3 (i)(a)(B) is not applicable to the company.
- (b) The property, plant and Equipments 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) Based on our examination of the property tax receipts and registered sale deed / transfer deed / conveyance deed provided to us, we report that, title deeds of all immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.
- (d) The Company has not revalued any of its Property, Plant and Equipment and intangible assets during the year.
- (e) In our opinion and according to the information and explanations given to us, no proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
- (b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) In our opinion and according to the information and explanations given to us, the company has not made investments in, companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, hence clause 3(iii) is not applicable to the company.
- (iv) In our opinion and according to the information and explanation given to us, there are no loans, investments, guarantees and security given in respect of which provision of section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- (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, In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities and There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of 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, 2022.
- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- (d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long-term purposes by the Company.

- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint venture.
- (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and upto the date of this report), while determining the nature, timing and extent of our audit procedures.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order 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) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors. and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The company has incurred cash loss amounting to ₹ 5.36 Lacs in the financial year and ₹ 32.44 Lacs in the immediate financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, there is material uncertainty exists about the entity's ability to continue as a going concern and therefore the company has prepared its financial statements on non-going concern assumption
- (xx) In our opinion and according to the information and explanations given to us, the company does not have net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during immediately preceding financial year. Hence, reporting under clause 3(xx)(a) and (b) of the Order is not applicable.

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

SANDIPA. PARIKH
Partner

Mem. No. 40727

UDIN : 22040727AIMUDC5716

Place : Ahmedabad

Date : 6th May, 2022

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 2022 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 2022, 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

SANDIPA. PARIKH
Partner
Mem. No. 40727
UDIN : 22040727AIMUDC5716

Place : Ahmedabad
Date : 6th May, 2022

GUJARAT LEASE FINANCING LIMITED
Balance Sheet as at March 31, 2022

(₹ in lakhs)

| Particulars | Notes | As at March 31, 2022 | As at March 31, 2021 |
|--|-------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, Plant and Equipment | 5 | 2.13 | 4.92 |
| Financial Assets | | | |
| Investments | 6 | 1.33 | 0.62 |
| Other financial assets | 7 | 50.03 | 5.07 |
| | | 53.49 | 10.61 |
| Current assets | | | |
| Financial assets | | | |
| Cash and Cash Equivalents | 8 | 30.15 | 34.78 |
| Other Bank Balances | 9 | 505.00 | 550.00 |
| Other financial Assets | 10 | 0.07 | 0.01 |
| Current Tax Assets (Net) | 11 | 4.89 | 3.56 |
| Other Current Assets | 12 | 0.00 | 0.05 |
| | | 540.11 | 588.40 |
| Total Assets: | | 593.60 | 599.01 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity Share Capital | 13 | 2 716.05 | 2 716.05 |
| Other Equity | 14 | (3 158.04) | (3 150.61) |
| | | (441.99) | (434.56) |
| Liabilities | | | |
| Non-current Liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 15 | 1 000.00 | 1 000.00 |
| | | 1 000.00 | 1 000.00 |
| Current liabilities | | | |
| Financial Liabilities | | | |
| Trade Payables | 16 | | |
| 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 | | 2.58 | 2.91 |
| Other Financial Liabilities | 17 | 29.10 | 27.13 |
| Other Current liabilities | 18 | 0.31 | 0.18 |
| Provisions | 19 | 3.60 | 3.35 |
| | | 35.59 | 33.57 |
| Total Equity and Liabilities: | | 593.60 | 599.01 |
| 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
SANDIP A. PARIKH
Partner
Mem. No. 40727

FOR AND ON BEHALF OF THE BOARD

ANIMESH MEHTA
Chairperson
DIN: 09122533

SAURABH MASHRUWALA
Director
DIN:01786490

ANIL JHAVERI
Chief Executive Officer

JANAK MEHTA
Chief Financial Officer

REEPAL BAVISHI
Company Secretary

Place : Ahmedabad
Date : 6th May, 2022

Place : Ahmedabad
Date : 6th May, 2022

Statement of Profit and Loss for the year ended March 31, 2022

(₹ in lakhs)

| Particulars | Notes | 2021-22 | 2020-21 |
|--|-------|----------------|-----------------|
| INCOME | | | |
| Other Income | 20 | 29.26 | 2.97 |
| Total Income: | | 29.26 | 2.97 |
| EXPENSES | | | |
| Employee benefits expense | 21 | 10.28 | 9.23 |
| Depreciation and Amortization | 22 | 2.35 | 2.47 |
| Impairment losses | | 0.51 | 0.00 |
| Other Expenses | 23 | 24.34 | 26.18 |
| Total Expenses: | | 37.48 | 37.88 |
| Profit/(Loss) before tax | | (8.22) | (34.91) |
| Tax expense | | | |
| Current tax | | 0.00 | 0.00 |
| Deferred tax | | 0.00 | 0.00 |
| Total tax expense: | | 0.00 | 0.00 |
| Profit/(Loss) for the year | | (8.22) | (34.91) |
| Other comprehensive income | | | |
| Items that will not be reclassified to profit or loss | | | |
| Gain/(Loss) on measurement of equity instruments at FVTOCI/derecognition of equity instruments | | 0.79 | 270.33 |
| Reversal/(Recognition) of Tax relating to measurement of equity instruments at FVTOCI | | 0.00 | 0.00 |
| | | 0.79 | 270.33 |
| Total comprehensive income for the year, net of tax | | (7.43) | 235.42 |
| Earning per Equity Share | 24 | | |
| Basic | | (0.03) | (0.13) |
| Diluted | | (0.03) | (0.13) |
| 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
SANDIP A. PARIKH
 Partner
 Mem. No. 40727

FOR AND ON BEHALF OF THE BOARD

ANIMESH MEHTA
 Chairperson
 DIN: 09122533

SAURABH MASHRUWALA
 Director
 DIN:01786490

ANIL JHAVERI
 Chief Executive Officer

JANAK MEHTA
 Chief Financial Officer

REEPAL BAVISHI
 Company Secretary

Place : Ahmedabad
 Date : 6th May, 2022

Place : Ahmedabad
 Date : 6th May, 2022

Statement of changes in Equity for the year ended March 31, 2022

| | (₹ in lakhs) |
|--------------------------------|-----------------|
| A. Equity share capital | |
| As at April 1, 2020 | 2 716.05 |
| Issue of Equity Share capital | 0.00 |
| As at March 31, 2021 | 2 716.05 |
| Issue of Equity Share capital | 0.00 |
| As at March 31, 2022 | 2 716.05 |

| Particulars | Reserves and Surplus | | | | | Other Comprehensive Income | | Total equity |
|---|----------------------|-----------------|--------------------|-----------------|-----------------|--------------------------------|-------------------------------------|-------------------|
| | Securities Premium | Capital Reserve | Retained Earnings | Special Reserve | General Reserve | Equity Instruments through OCI | Other items of comprehensive Income | |
| Balance as at April 1, 2020 | 6 759.39 | 2 358.77 | (16 448.15) | 678.10 | 2 835.33 | 430.53 | 0.00 | (3 386.03) |
| Profit /(Loss) for the year | 0.00 | 0.00 | (34.91) | 0.00 | 0.00 | 0.00 | 0.00 | (34.91) |
| Addition during the year | 0.00 | 0.00 | 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 |
| Other comprehensive income for the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 270.33 | 0.00 | 270.33 |
| Balance as at March 31, 2021 | 6 759.39 | 2 358.77 | (16 483.06) | 678.10 | 2 835.33 | 700.86 | 0.00 | (3 150.61) |
| Profit /(Loss) for the year | 0.00 | 0.00 | (8.22) | 0.00 | 0.00 | 0.00 | 0.00 | (8.22) |
| Addition during the year | 0.00 | 0.00 | 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 |
| Other comprehensive income for the year | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.79 | 0.00 | 0.79 |
| Balance as at March 31, 2022 | 6 759.39 | 2 358.77 | (16 491.28) | 678.10 | 2 835.33 | 701.65 | 0.00 | (3 158.04) |

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

G/L/F/L

As per our report of even date
FOR G. K. CHOKSI & CO.
 [Firm Registration No. 101895W]
 Chartered Accountants
SANDIP A. PARIKH
 Partner
 Mem. No. 40727

FOR AND ON BEHALF OF THE BOARD

ANIMESH MEHTA
 Chairperson
 DIN: 09122533

SAURABH MASHRUWALA
 Director
 DIN: 01786490

ANIL JHAVERI
 Chief Executive Officer

JANAK MEHTA
 Chief Financial Officer

REEPAL BAVISHI
 Company Secretary

Place : Ahmedabad
 Date : 6th May, 2022

Place : Ahmedabad
 Date : 6th May, 2022

Statement of Cash Flows for the year ended March 31, 2022

(₹ in lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|----------------|-----------------|
| A. Cash flow from operating activities | | |
| Profit/(Loss) for the year before taxation | (8.22) | (34.91) |
| Adjustments for | | |
| Depreciation and amortisation | 2.35 | 2.47 |
| Impairment of Lossess | 0.51 | 0.00 |
| Interest Income from Bank Deposit | (29.26) | (2.12) |
| Dividend Income | 0.00 | (0.37) |
| Operating profit before working capital changes | <u>(34.62)</u> | <u>(34.93)</u> |
| Adjustment for | | |
| Decrease / (Increase) in Other current assets | 0.05 | 0.00 |
| Decrease / (Increase) in Other Bank Balances | 45.00 | (550.00) |
| Decrease / (Increase) in Other non current financial assets | (45.00) | 5.00 |
| Increase / (Decrease) in Other current financial liabilities | 1.97 | 1.80 |
| Increase / (Decrease) in Other current liabilities | 0.13 | (0.46) |
| Increase / (Decrease) in Trade Payables | (0.33) | (3.73) |
| Increase / (Decrease) in Provisions | 0.25 | 0.63 |
| | <u>(32.55)</u> | <u>(581.69)</u> |
| Direct taxes Refund/(paid) | (1.33) | (0.14) |
| Net Cash from Operating Activities [A] | <u>(33.88)</u> | <u>(581.83)</u> |
| B. Cash flow from investing activities | | |
| Purchase of fixed property, plant and equip ment | 0.00 | (0.40) |
| Proceeds for sale of Shares | 0.00 | 602.62 |
| Interest received | 29.25 | 2.19 |
| Dividend received | 0.00 | 0.37 |
| Net Cash from / (used in) investing activities [B] | <u>29.25</u> | <u>604.78</u> |
| C. Cash flow from financing activities | | |
| Repayment of Borrowings | 0.00 | 0.00 |
| Net cash flow from financial activities [C] | <u>0.00</u> | <u>0.00</u> |
| Net Increase/(Decrease) in cash & cash equivalents [A+B+C] | <u>(4.63)</u> | <u>22.95</u> |
| Cash and cash equivalents opening | <u>34.78</u> | <u>11.83</u> |
| Cash and cash equivalents closing | <u>30.15</u> | <u>34.78</u> |
| Components of Cash and cash equivalent | | |
| Balances with scheduled banks | 14.92 | 34.30 |
| Cash in hand | 0.19 | 0.44 |
| Imprest with employees | 0.04 | 0.04 |
| Fixed Deposit having maturity within three months | 15.00 | 0.00 |
| | <u>30.15</u> | <u>34.78</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 conform to current years presentation.
- 4 Miscellaneous Income is excluded from operating activity being non cash adjustments
- 5 **Disclosure of debt reconciliation statement in accordance with IND AS 7**

(₹ in lakhs)

| Particulars | As at 1st April, 2021 | Net Cash flow | Non-cash changes | As at March 31, 2022 |
|-------------|--------------------------|------------------|---------------------|-------------------------|
| Borrowings | 1 000.00 | 0.00 | 0.00 | 1 000.00 |

As per our report of even date
FOR G. K. CHOKSI & CO.
[Firm Registration No. 101895W]
Chartered Accountants
SANDIP A. PARIKH
Partner
Mem. No. 40727

FOR AND ON BEHALF OF THE BOARD

ANIMESH MEHTA
Chairperson
DIN: 09122533

SAURABH MASHRUWALA
Director
DIN:01786490

ANIL JHAVERI
Chief Executive Officer

JANAK MEHTA
Chief Financial Officer

REEPAL BAVISHI
Company Secretary

Place : Ahmedabad
Date : 6th May, 2022

Place : Ahmedabad
Date : 6th May, 2022

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.

The financial statements for the year ended March 31, 2022 were approved by the Board of Directors and authorised for issue on 6th May, 2022.

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 a non-going basis.

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

During the year, the company has incurred a loss amounting to ₹8.22 Lacs as at 31st March, 2022 (corresponding previous year ended on 31st March, 2021: Loss of ₹ 34.91 Lacs) and, its accumulated losses exceeds its paid-up capital and reserves by ₹441.99 Lacs (March 31, 2021: ₹434.56 Lacs) and further, the company has adverse financial ratios and does not intend to have any business activity in near future therefore the company has prepared its financial statements on non-going concern assumption. The assets of the company are stated at their realizable value or cost whichever is lower. The financial assets of the Company continue to be stated at least at their fair values at least till such time it realises its financial assets and settles its obligations.

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, 2022 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 standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

Ind AS 16 – Property Plant and equipment –

The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets

The amendment specifies that the ‘cost of fulfilling’ a contract comprises the ‘costs that relate directly to the contract’. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment and the impact is not expected to be material.

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 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.

3.2 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.

3.3 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.

Note 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 occurs when the company either begins or ceased 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

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, 2022

(₹ in lakhs)

| Particulars | Gross carrying amount | | | Accumulated Depreciation | | | Net carrying amount As at 31/03/2022 |
|---------------------|-----------------------|-----------|------------|--------------------------|--------------|-------------|---|
| | As at 01/04/2021 | Additions | Deductions | As at 31/03/2022 | For the year | Adjustments | |
| Owned Assets | | | | | | | |
| Building | 16.03 | 0.00 | 0.00 | 16.03 | 2.35 | 0.00 | 14.09 |
| Office Furniture | 0.11 | 0.00 | 0.00 | 0.11 | 0.00 | 0.00 | 0.00 |
| Office Equipments | 0.22 | 0.00 | 0.00 | 0.22 | 0.00 | 0.06 | 0.22 |
| Computer Equipments | 0.73 | 0.00 | 0.00 | 0.73 | 0.00 | 0.38 | 0.65 |
| | 17.09 | 0.00 | 0.00 | 17.09 | 2.35 | 0.44 | 14.96 |

Note 5.2 : As at March 31, 2021

(₹ in lakhs)

| Particulars | Gross carrying amount | | | Accumulated Depreciation | | | Net carrying amount As at 31/03/2021 |
|---------------------|-----------------------|-----------|------------|--------------------------|--------------|-------------|---|
| | As at 01/04/2020 | Additions | Deductions | As at 31/03/2021 | For the year | Adjustments | |
| Owned Assets | | | | | | | |
| Building | 16.03 | 0.00 | 0.00 | 16.03 | 2.35 | 0.00 | 11.74 |
| Office Furniture | 0.11 | 0.00 | 0.00 | 0.11 | 0.00 | 0.00 | 0.00 |
| Office Equipments | 0.22 | 0.00 | 0.00 | 0.22 | 0.02 | 0.00 | 0.16 |
| Computer Equipments | 0.33 | 0.40 | 0.00 | 0.73 | 0.10 | 0.00 | 0.27 |
| | 16.69 | 0.40 | 0.00 | 17.09 | 2.47 | 0.00 | 12.17 |

Note : All the title deeds for the immoveable property are in the name of the Company.

Notes to the Financial Statements

Note 6 : Investments

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|---|-------------------------|-------------------------|
| Non current | | |
| Financial instruments at FVTOCI | | |
| Investment in equity Instruments of other entities | 1.33 | 0.62 |
| Total (A) | 1.33 | 0.62 |
| Aggregate amount of quoted investments and market value thereof | 1.33 | 0.62 |
| 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 Lakhs) | |
|------------------------------------|----------|-------------------|--------------------|-----------------|-----------------------------|----------------|
| | | | March 31, 2022 | March 31, 2021 | March 31, 2022 | March 31, 2021 |
| 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 |
| Bluechip Stockspin Ltd. | INR | 10 | 100 | 100 | 0.00 | 0.00 |
| Chemo Pharma Ltd. | INR | 10 | 2 985 | 2 985 | 1.23 | 0.53 |
| Cure Spetcs Lasers Ltd. | INR | 10 | 300 | 300 | 0.00 | 0.01 |
| D.R.Softech & Ind. Ltd | INR | 10 | 700 | 700 | 0.00 | 0.07 |
| 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 |
| Gujrat Credit Corporation Ltd. | INR | 10 | 200 | 200 | 0.10 | 0.01 |
| Gujarat Himalaya Cement Ltd | INR | 10 | 42 796 | 42 796 | 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 |
| 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 |
| 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 |
| 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 |
| Vikram Projects Ltd | INR | 10 | 26 600 | 26 600 | 0.00 | 0.00 |
| Total (A): | | | 5 30 506 | 5 30 506 | 1.33 | 0.62 |

Notes to the Financial Statements

Note 6 : Investments ... Continued..

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 Lakhs) | |
|--|----------|----------------|--------------------|------------------|-----------------------------|----------------|
| | | | March 31, 2022 | March 31, 2021 | March 31, 2022 | March 31, 2021 |
| 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 00 006 | 10 00 006 | 1.33 | 0.62 |

Relationship with struckoff companies

| Name of Struck off Company | Nature of Transaction | Transactions during the year March 31, 2022 | Balance outstanding at the end of the year as at March 31, 2022 | Relationship with the Struck off company, if any, to be disclosed |
|---------------------------------|-----------------------|---|---|---|
| Rahul Dairy & Allied Prod. Ltd. | Investment | NIL | 1 | Investee |
| Vikram Projects Ltd | Investment | NIL | 1 | Investee |

Note 7 : Other financial assets (Non-current)

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|---|----------------------|----------------------|
| Fixed Deposits with Original Maturity for more than 12 months | 50.00 | 5.00 |
| Interest accrued but not due | 0.03 | 0.07 |
| | 50.03 | 5.07 |

Notes to the Financial Statements

Note 8 : Cash and Bank Balances

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|-------------------------|-------------------------|
| Balance with Bank in Current Accounts | 14.92 | 34.30 |
| Cash on hand | 0.19 | 0.44 |
| Imprest with Employee | 0.04 | 0.04 |
| Fixed Deposits having maturity within 3 months | 15.00 | 0.00 |
| | <u>30.15</u> | <u>34.78</u> |

Note 9 : Other Bank Balances

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|-------------------------|-------------------------|
| Fixed Deposits having maturity from three to twelve months | 505.00 | 550.00 |
| | <u>505.00</u> | <u>550.00</u> |

Note 10 : Other Financial Assets (Current)

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|-------------------------|-------------------------|
| Interest Accrued but not due on fixed deposits | 0.07 | 0.01 |
| | <u>0.07</u> | <u>0.01</u> |

Note 11 : Current tax assets

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|---------------------------------|-------------------------|-------------------------|
| Advance tax (Net of Provisions) | 4.89 | 3.56 |
| | <u>4.89</u> | <u>3.56</u> |

Note 12 : Other Current Assets

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|-------------------|-------------------------|-------------------------|
| Pre-paid expenses | 0.00 | 0.05 |
| | <u>0.00</u> | <u>0.05</u> |

Notes to the Financial Statements**Note 13 : Equity share capital**

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|--------------------------------|-------------------------|
| Authorised share capital 5,00,00,000 (March 31, 2021: 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, 2021: 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, 2021: 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, 2021: 2,71,25,767;) Equity Shares of ₹10/ each fully paid up Forfeited Shares | 2 712.58 3.47 | 2 712.58 3.47 |
| | 2 716.05 | 2 716.05 |

Note 13.1 : Equity share capital

During the period of five financial years immediately preceding the Balance Sheet date,

- (i) The Company has not allotted any fully paidup equity shares by way of bonus shares;
- (ii) The Company has not allotted any equity shares pursuant to any contract without payment being received in cash;
- (iii) The company has not bought back any equity shares

Note 13.2 :Reconciliation of number of shares outstanding at the beginning and at the end of the Reporting Year

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|-------------------------|-------------------------|
| 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 |

Note 13.3 : 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.

Notes to the Financial Statements

Note 13 : Equity share capital ... Continued..

Note 13.4 Details of shareholders holding more than 5% Shares in the company

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | |
|--|----------------------|--------------|----------------------|--------------|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Torrent Investments 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 |

Note 13.5 Details of Promoters holding in the company

| Particulars | As at March 31, 2022 | | As at March 31, 2021 | | % Change during the year |
|---|----------------------|--------------|----------------------|--------------|--------------------------|
| | No. of Shares | % of holding | No. of Shares | % of holding | |
| Gujarat Industrial Investment Corporation Limited | 17 93 572 | 6.61 | 17 93 572 | 6.61 | 0.00 |
| Torrent Investments Private Limited | 80 15 525 | 29.55 | 80 15 525 | 29.55 | 0.00 |
| Gujarat State Investments Limited | 13 28 125 | 4.90 | 13 28 125 | 4.90 | 0.00 |
| Gujarat Maritime Board | 6 25 000 | 2.30 | 6 25 000 | 2.30 | 0.00 |
| Gujarat Industrial Development Corporation | 6 25 000 | 2.30 | 6 25 000 | 2.30 | 0.00 |

Note 14 : Other Equity

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|----------------------------|----------------------|----------------------|
| General Reserve | 2 835.33 | 2 835.33 |
| Securities Premium | 6 759.39 | 6 759.39 |
| Capital Redemption Reserve | 2 358.77 | 2 358.77 |
| Special Reserve | 678.10 | 678.10 |
| Retained Earnings | (15 789.63) | (15 782.20) |
| | (3 158.04) | (3 150.61) |

Note 14.1 : Other Equity

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|----------------------|----------------------|
| General Reserve | | |
| Balance as per previous financial statements | 2 835.33 | 2 835.33 |
| Add : Additions during the year | 0.00 | 0.00 |
| Balance at the end of the year | 2 835.33 | 2 835.33 |
| 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 |

... Continued..

Notes to the Financial Statements

Note 14.1 : Other Equity ... Continued..

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|--|-------------------------|-------------------------|
| 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 |
| Retained Earnings / Surplus / (Deficit) in Statement of Profit & Loss | | |
| Balance as per previous financial statements | (15 782.20) | (16 017.62) |
| Add : Profit / (Loss) for the year | (8.22) | (34.91) |
| Add / (Less): OCI for the year | 0.79 | 270.33 |
| Balance available for appropriation | (15 789.63) | (15 782.20) |
| Less: Appropriation | 0.00 | 0.00 |
| | (15 789.63) | (15 782.20) |
| Net Surplus / (Deficit) | (3 158.04) | (3 150.61) |

General Reserve

General reserve was created by transfer of profits as per Companies (Transfer of Profits to Reserve) Rules, 1975. It is a transfer from one component of equity that is retained earnings for appropriation purpose.

Securities Premium

Securities premium reserve is the premium received on issue of shares. These reserve is utilized in accordance with the provisions of the Companies, Act, 2013

Capital Redemption Reserve

The Capital redemption reserve were created out of reduction in the liability towards the principal amount of Debentures holders and as per the approved scheme, said liability were transferred to the capital redemption reserves.

Special Reserve

This reserve was created in earlier years for taking the tax benefit u/s 36(1)(VIII) of the Income tax in respect of one of the erstwhile subsidiary which was merged with the company in February, 2019.

Retained Earnings

The retained earnings reflect the profit of the Company earned till date net of appropriations. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve, after considering the requirements of the Companies Act, 2013

Note 15 : Borrowings (Non- Current)

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|-------------------------------------|-------------------------|-------------------------|
| Unsecured (Refer note below) | | |
| From related parties | | |
| Associate Entity (Refer note below) | 1 000.00 | 1 000.00 |
| | 1 000.00 | 1 000.00 |

Notes to the Financial Statements

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 continues 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.

The company is not declared willful defaulter by any bank or financial institution or other lender.

Note 16 : Trade Payables

(₹ in lakhs)

| Particulars | As at | As at |
|--|----------------|----------------|
| | March 31, 2022 | March 31, 2021 |
| Micro, Small and Medium Enterprise (Refer note 44) | 0.00 | 0.00 |
| Others | 2.58 | 2.91 |
| | <u>2.58</u> | <u>2.91</u> |

Ageing of Trade Payable as on 31st March, 2022

(₹ in lakhs)

| Particulars | Outstanding for following periods from date of transaction | | | | Total |
|-----------------------------|--|----------|----------|-------------------|-------|
| | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 years | |
| (i) MSME | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Others | 1.01 | 1.57 | 0.00 | 0.00 | 2.58 |
| (iii) Disputed dues - MSME | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Disputed dues - Others | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Ageing of Trade Payable as on 31st March, 2021

(₹ in lakhs)

| Particulars | Outstanding for following periods from date of transaction | | | | Total |
|-----------------------------|--|----------|----------|-------------------|-------|
| | Less than 1 Year | 1-2 Year | 2-3 Year | More than 3 years | |
| (i) MSME | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Others | 2.91 | 0.00 | 0.00 | 0.00 | 2.91 |
| (iii) Disputed dues - MSME | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| (ii) Disputed dues - Others | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Notes to the Financial Statements**Note 17 : Other Financial liabilities (Current)**

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|---|-------------------------|-------------------------|
| Payable for Dividend and other expenses | 28.60 | 26.63 |
| Other Liability | 0.50 | 0.50 |
| | <u>29.10</u> | <u>27.13</u> |

Note 18 : Other current liabilities

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|-----------------------|-------------------------|-------------------------|
| Statutory Liabilities | 0.31 | 0.18 |
| | <u>0.31</u> | <u>0.18</u> |

Note 19 : Provisions (Current)

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|---------------------------------|-------------------------|-------------------------|
| Provision for employee benefits | | |
| Leave obligation | 3.60 | 3.35 |
| | <u>3.60</u> | <u>3.35</u> |

Note 20 : Other Income

(₹ in lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|----------------------|--------------|-------------|
| Interest Income | | |
| From Banks | 29.26 | 2.11 |
| On Income Tax Refund | 0.00 | 0.01 |
| | <u>29.26</u> | <u>2.12</u> |
| Dividend Income | 0.00 | 0.37 |
| Miscellaneous Income | 0.00 | 0.48 |
| | <u>0.00</u> | <u>0.85</u> |
| | <u>29.26</u> | <u>2.97</u> |

Note 21 : Employee benefits expense

(₹ in lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|--------------|-------------|
| Salary, Allowances & Bonus | 9.98 | 8.79 |
| Contribution to Provident & other funds | 0.22 | 0.13 |
| Staff Welfare expenses | 0.08 | 0.31 |
| | <u>10.28</u> | <u>9.23</u> |

Notes to the Financial Statements**Note 22 : Depreciation and Amortization**

(₹ in lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|-------------|-------------|
| Depreciation expense on property, plant and equipment | 2.35 | 2.47 |
| | <u>2.35</u> | <u>2.47</u> |

Note 23 : Other expenses

(₹ in lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---------------------------------|--------------|--------------|
| Electricity Expenses | 0.27 | 0.31 |
| Advertisement Expenses | 0.35 | 0.44 |
| Auditors' Remuneration | 0.59 | 0.59 |
| Postage Expense | 0.82 | 0.03 |
| Telephone Expenses | 0.47 | 0.44 |
| Rates and Taxes | 1.02 | 0.82 |
| Professional and legal expenses | 3.36 | 6.45 |
| Insurance | 0.05 | 0.04 |
| Printing and Stationery | 1.11 | 0.45 |
| Repairs and Maintenance | 0.90 | 0.86 |
| Conveyance expenses | 0.44 | 0.47 |
| Bank charges | 0.04 | 0.34 |
| Listing and Custodian Fees | 8.43 | 8.47 |
| Sitting Fees | 2.25 | 2.55 |
| Miscellaneous Expenses | 4.24 | 3.92 |
| | <u>24.34</u> | <u>26.18</u> |
| Payment to Auditor | | |
| As Statutory Auditors | 0.59 | 0.59 |

Note 24 : Earning per Share

(₹ in lakhs)

| Particulars | 2021-2022 | 2020-2021 |
|---|-------------|-------------|
| Profit /(Loss) attributable to Equity shareholders (₹ in Lakhs) | (8.22) | (34.91) |
| 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 (₹) | (0.03) | (0.13) |
| Diulted earning per Share (₹) | (0.03) | (0.13) |

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

Note 25 : Contingent Liabilities and Commitments

(₹ in lakhs)

| Particulars | As at March 31, 2022 | As at March 31, 2021 |
|-------------------------------|-------------------------|-------------------------|
| Contingent Liabilities | NIL | NIL |
| Commitments | NIL | NIL |

Notes to the Financial Statements

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.

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 lakhs)

| Particulars | For the Year 2021-2022 | For the Year 2020-2021 |
|--------------------------------|---------------------------|---------------------------|
| Contribution to Provident Fund | 0.22 | 0.13 |

Note 28 : Segment Information

As the Company has does not carry any activity, hence, the disclosure requirements under the Ind AS 108 "Operating Segments" are not applicable.

Note 29 : Related Party Disclosures for the year ended 31st March, 2022

(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 |
| Key Management Personnel (KMP) | 8 | Mahesh Gas Limited. |
| | 9 | Shri Saurabh Mashruwala |
| | 10 | Shri Anil Jhaveri (Chief Executive Officer) |
| | 11 | Shri Janak Mehta (Chief Financial Officer) |

Notes to the Financial Statements

(b) Transactions with Related Parties

(₹ in lakhs)

| 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 |
| | Shri Janak Mehta | 3.00 | -- | 3.00 |

(c) Amount due to / from related parties as at 31st March, 2022

(₹ in lakhs)

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

Note 29 : Related Party Disclosures for the year ended 31st March, 2021

(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 |
| 10 | | Shri Hamish Patel (Retired on 23/12/2020) |
| 11 | | Shri Anil Jhaveri (Chief Executive Officer) |
| 12 | | Shri Janak Mehta (Chief Financial Officer) |

(b) Transactions with Related Parties

(₹ in lakhs)

| 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 |
| | Shri Janak Mehta | 3.00 | -- | 3.00 |

Notes to the Financial Statements

(c) Amount due to / from related parties as at 31st March, 2021

(₹ in lakhs)

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

Note 30 :

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 31:

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 32 : Fair value measurements

A. Financial instruments by category

(₹ in lakhs)

| Particulars | 31st March, 2022 | | | 31st March, 2021 | | |
|--|------------------|-----------|-------------|------------------|-----------|-------------|
| | Amortized cost | FVTPL | FVTOCI | Amortized cost | FVTPL | FVTOCI |
| Fair value through profit or loss | | | | | | |
| Financial Assets | | | | | | |
| Investments | -- | -- | 1.33 | -- | -- | 0.62 |
| Cash and Cash Equivalents | 30.15 | -- | -- | 34.78 | -- | -- |
| Other Bank Balances | 505.00 | -- | -- | 550.00 | -- | -- |
| Other financial assets | 50.10 | -- | -- | 5.08 | -- | -- |
| Total Financial Assets | 585.25 | -- | 1.33 | 589.86 | -- | 0.62 |
| Financial Liabilities | | | | | | |
| Borrowings | 1 000.00 | -- | -- | 1 000.00 | -- | -- |
| Trade payables | 2.58 | -- | -- | 2.91 | -- | -- |
| Other financial liabilities | 29.10 | -- | -- | 27.13 | -- | -- |
| Total Financial Liabilities | 1031.68 | -- | -- | 1030.04 | -- | -- |

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.

Notes to the Financial Statements

B. Fair value hierarchy for assets

(₹ in lakhs)

Financial assets measured at fair value at 31st March, 2022

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|-------------------------|---------|---------|---------|-------|
| Financial Assets | | | | |
| Investments | | | | |
| - Equity Instruments | 1.33 | -- | -- | -- |

Financial assets measured at fair value at 31st March, 2021

(₹ in lakhs)

| Particulars | Level 1 | Level 2 | Level 3 | Total |
|-------------------------|---------|---------|---------|-------|
| Financial Assets | | | | |
| Investments | | | | |
| - Equity Instruments | 0.62 | -- | -- | -- |

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.

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 33 : 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.

Notes to the Financial Statements

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 |

(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.

(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 lakhs)

| Particulars | 31st March, 2022 | 31st March, 2021 |
|---------------------------|------------------|------------------|
| Cash and cash equivalents | 30.15 | 34.78 |

Notes to the Financial Statements

Liquidity Table

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, 2022

(₹ in lakhs)

| Financial Liabilities | Less than 1 year | 1-2 years | 5 years and above |
|-----------------------------------|------------------|-----------|-------------------|
| Non-current financial liabilities | | | |
| Borrowings | -- | -- | 1 000.00 |
| | | | <u>1 000.00</u> |
| Current financial liabilities | | | |
| Trade payables | 2.58 | -- | -- |
| Other financial liabilities | 29.10 | -- | -- |
| | <u>31.68</u> | <u>--</u> | <u>--</u> |
| Total financial liabilities | <u>31.68</u> | <u>--</u> | <u>1 000.00</u> |

As at 31st March, 2021

(₹ in lakhs)

| Financial Liabilities | Less than 1 year | 1-2 years | 5 years and above |
|-----------------------------------|------------------|-----------|-------------------|
| Non-current financial liabilities | | | |
| Borrowings | -- | -- | 1 000.00 |
| | | | <u>1 000.00</u> |
| Current financial liabilities | | | |
| Trade payables | 2.91 | -- | -- |
| Other financial liabilities | 27.13 | -- | -- |
| | <u>30.04</u> | <u>--</u> | <u>--</u> |
| Total financial liabilities | <u>30.04</u> | <u>--</u> | <u>1 000.00</u> |

Note 34 : Relationship with struck off companies

The company does not have transactions with companies struck off under section 248 of the companies act, 2013 or section 560 of the companies act, 1956 other than disclosed in note 6 "Investment" of the financial statements

Notes to the Financial Statements

Note 35 : Financial Ratios

The Company has following financial ratios as on 31st March, 2022 and 31st March, 2021

| Sr. No. | Particulars | Numerator | Denominator | 31st March, 2022 | 31st March, 2021 | Variation in (%) |
|---------|--|---|------------------------------|------------------|------------------|------------------|
| 1 | Current Ratio | Current Assets | Current Liabilities | 15.18 | 17.53 | (13.42) |
| 2 | Debt-Equity ratio | Total Debt | Shareholders Equity | (2.26) | (2.30) | (1.68) |
| 3 | Debt Service coverage ratio (Note 1) | Earnings available for debt service | Debt service | 0.00 | 0.00 | 0.00 |
| 4 | Return on Equity ratio (Note 2) | Net Profits after taxes less Preference Dividend (if any) | Average Shareholder's Equity | 1.88 | 6.32 | (70.33) |
| 5 | Inventory Turnover Ratio (Note 2) | Cost of goods sold or sales | Average Inventory | 0.00 | 0.00 | 0.00 |
| 6 | Trade receivables turnover ratio (Note 2) | Total Sales | Accounts Receivable | 0.00 | 0.00 | 0.00 |
| 7 | Trade payables turnover ratio (Note 2) | Total Purchases | Trade Payables | 0.00 | 0.00 | 0.00 |
| 8 | Net Capital turnover ratio (Note 2) | Net sales | Working Capital | 0.00 | 0.00 | 0.00 |
| 9 | Net Profit Ratio (Note 2) | Net Profit after tax | Net Sales | 0.00 | 0.00 | 0.00 |
| 10 | Return on capital employed (ROCE) (Note 2) | Earnings before interest and Taxes | Capital Employed | (1.47) | (6.17) | (76.14) |
| 11 | Return on investments (Note 3) | Income From Investments | Cost of Investments | 114.52 | 0.41 | 27 830.76 |

Note :1 The company has not repaid any borrowings during the period under review, hence debt service coverage ratio can not be determined.

Note : 2 The Company does not have any activity and therefore ratios mentioned above can not be determined and can not be comparable.

Note 3 : During the preceding financial year, the company have sold majority of investments, thus, company is holding a small amount of investment and fair value of such investment is being increased as compare to the previous financial year which has resulted into significant increase in fair value of investments. so, ratio derived on return of investment are not comparable.

Notes to the Financial Statements

Note 36 : Details of Benami Property held

The company does not hold any benami property as defined under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

Note 37 : Compliance with approved scheme of arrangements

Company does not have any scheme of arrangement in terms of sections 230 to 237 of the companies act, 2013.

Note 38 : Revaluation of Property, Plant And Equipment And Intangible Assets

The Company has not done revaluation of PPE / Intangible assets.

Note 39 : Utilisation of Borrowed funds and share premium:

- (a) During the year, no funds have been advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) by the company to any other persons or entities, including foreign entities with the understanding whether recorded in writing or otherwise that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (b) During the year, the company has not received any fund from any persons or entities, including foreign entities (Funding Parties) with the understanding whether recorded in writing or otherwise that the company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note 40: Undisclosed Income

The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (Such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

Note 41: Details of Crypto Currency or Virtual Currency

The Company has not traded or invested in crypto currency or virtual currency during the financial year.

Note 42 : Registration of Charges or Satisfaction with Registrar of Companies

The company does not have any charges or satisfaction, which is yet to be registered with ROC beyond the statutory period.

Note 43 : Compliance with number of Layers of companies

The Company does not have any holding or subsidiary company, hence the compliance with number of layers of companies under clause (87) of section 2 is not applicable to the company.

44. Due to Micro, Small and Medium Enterprise

(₹ in lakhs)

| Sr. No. | Particulars | 2021-2022 | 2020-2021 |
|---------|--|-----------|-----------|
| 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 45 : 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 46:

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.

As per our report of even date
FOR G. K. CHOKSI & CO.
 [Firm Registration No. 101895W]
 Chartered Accountants
SANDIP A. PARIKH
 Partner
 Mem. No. 40727

FOR AND ON BEHALF OF THE BOARD

ANIMESH MEHTA
 Chairperson
 DIN: 09122533

SAURABH MASHRUWALA
 Director
 DIN:01786490

ANIL JHAVERI
 Chief Executive Officer

JANAK MEHTA
 Chief Financial Officer

REEPAL BAVISHI
 Company Secretary

Place : Ahmedabad
 Date : 6th May, 2022

Place : Ahmedabad
 Date : 6th May, 2022

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 : gflho_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**G/L/F/L**

GUJARAT LEASE FINANCING LIMITED

(CIN : L65990GJ1983PLC006345)

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

