



2018 - 2019



GALADA FINANCE LIMITED

THIRTY THIRD ANNUAL REPORT 2018-19

GALADA FINANCE LIMITED

BOARD OF DIRECTORS

Justice Ponniah Bhaskaran	Chairman
Mr. Ashok Jawarilal Galada	Managing Director
Mr. Naveen Ashok Galada	Director
Mr. Kunjithapatham Ramu	Director
Mr. Subramnaiyer Venkatakrishnan	Director
Mrs. Indira Srinivasan Royakottam	Director

COMPANY SECRETARY Mrs. Priyanka Company Secretary

BANKERS Indian Bank,
Uthamar Gandhi Salai,
Nungambakkam,
Chennai - 600 034

AUDITORS Diyali B and Associates,
Chartered Accountants,
A9, Maruti Apartments, #87, Alagappa Road
Puruswalkam, Chennai - 600 084

SECRETARIAL AUDITORS M/s. ASJ & Associates,
Practicing Company Secretaries,
1D, Middle Block, Saptamallika Apts,
188, Poonamallee High Road, Kilpauk
Chennai-600010

REGISTERED AND CORPORATE OFFICE "Shanti Sadan" Old No.4 (New No. 7)
Shaffee Mohammed Road, Thousand Lights
Chennai - 600 006
Tel : 28294830, 43099009, 28294831
Telefax : 28294830

REGISTRARS AND SHARE TRANSFER AGENTS M/s. Cameo Corporate Services Ltd,
'Subramanian Building',
No. 1, Club House Road,
Chennai - 600 002
Phone : 28460390-28460394 Fax : 28460129
E-mail : cameo@cameoindia.com
Website: www.cameoindia.com

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NOTICE OF THE 33rd ANNUAL GENERAL MEETING TO THE MEMBERS

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Galada Finance Limited will be held on Saturday, 28th day of September, 2019 at 04.00 p.m. at the registered office of the Company situated at "SHANTHI SADAN", O.No.4, N.No.7, Shaffee Mohammed Road, Thousand Lights, Chennai - 600 006, to transact the following businesses:

Ordinary Business

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Ashok Jawarilal Galada (DIN:00042295), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment as Managing Director and whose office shall be subject to retire by rotation as per the Companies Act, 2013.
3. Ratification of Appointment of Diyali B and Associates (FRN:017740S), Chartered Accountants, Chennai, the Statutory Auditors of the company.

*To consider and if thought fit, to pass with or without modification, the following resolution as a **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in view of the Companies (Audit and Auditors) Amendment Rules, 2018 notified on 7th May 2018 whereby the requirement of ratification of appointment of auditors has been done away with, the approval of the members be and is hereby accorded that M/s. Diyali B and Associates., Chartered Accountants, Chennai (having Firm Registration No.017740S) having been appointed as Auditors of the Company in its Annual General Meeting held on 23rd September 2017 be continued to hold office from the conclusion of 31st Annual General Meeting till the conclusion of the Annual General Meeting held in the year 2022 without requiring any further ratification from the members at any subsequent Annual General Meetings during the current term of their appointment, to audit the accounts of the Company on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT the resolution passed by the Members at the Annual General Meeting held on 23rd September 2017, appointing M/s. Diyali B and Associates, Chartered Accountants, Chennai as auditors of the Company stands modified to the extent that requirement of ratification by Members at every Annual General Meeting be dispensed with in view of the Companies (Amendment) Act, 2017."

For and on behalf of the Board of Directors

JUSTICE PONNIAH BHASKARAN
DIN: 00126136

Date: 14.08.2019
Place: Chennai

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Register of Members and Transfer Books of the Company will be closed from Sunday, 22nd September, 2019 to Saturday, 28th September 2019, both days inclusive.
8. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars and Transfer Agents, Cameo Corporate Services Limited ("Cameo") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to Cameo.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Cameo.
11. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the 'Green Initiative', Members who have not registered their e-mail addresses so far are requested to register the same.
13. In compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.

The procedure and instructions for e-voting are as follows:

The voting period begins on 25th September 2019 09.00 hours and ends on 27th September 2019 17.00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
(a) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ol style="list-style-type: none"> (i) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.(Sequence number has been provided as Serial Number (SL NO.) in the Address Label. (ii) In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login-</p> <ol style="list-style-type: none"> (i) If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (xi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If a Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xx) Corporate/Institutional Members (corporate /FIs/FILs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to Scrutiniser email id: evoting.asj@gmail.com with copy to Cameo email id Investor@cameoindia.com. The file scanned image of the Board Resolution should be in the naming format “Corporate Name_ Event no.”
- (xxi) Kindly note that the members can opt only one mode for voting i.e. either by polling paper or e-voting. If you are opting for e-voting, then you will not be allowed to vote at the AGM.

C. Other Instructions:

- i. The e-voting period commences on 25th September 2019 9.00 hours and ends on 27th September 2019 17.00 hours. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 21st September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on 21st September, 2019.
- iii. ASJ & Associates, Company Secretaries in practice (Membership No. 41678), has been appointed as the Scrutinizer to scrutinize the e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.galadafinance.in and on the website of CSDL within three days of the passing of the resolutions at the AGM of the Company on 28th September 2019 and communicated to the Stock Exchange, where the shares of the Company are listed.
- vii. Shareholders who have availed remote e-voting facility will not be allowed to cast their vote at the AGM.
- viii. The voting at the AGM shall take place by means of polling paper as per the provisions of the Companies Act, 2013 and shareholders attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting.

BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2019.

1) Financial summary or highlights/Performance of the Company (Standalone)

The financial results for the year ended 31st March 2019 are given below

Description	For the year ended 31 st March 2019	For the year ended 31 st March 2018
Total Income	1,27,21,204	1,65,94,462
Total Expenditure	1,40,06,908	1,48,84,634
Profit before tax	-12,85,704	17,09,828
Tax	2,74,200	3,72,700
Profit after tax	-15,59,904	13,37,128
Add : Opening Balance	1,72,80,766	1,62,11,638
Less : Transfer to Statutory Reserve	—	2,68,000
Closing Balance to be carried to Balance Sheet	-1,57,20,862	1,72,80,766
EPS	-0.52	0.45

2) Dividend

As your company has incurred a net loss during the year, your Directors have not recommended any dividend for the year.

3) Reserves,

Due to loss during the year no amount was transferred to Statutory Reserve as required under Section 45-IC of the Reserve Bank of India Act, 1934.

4) Brief description of the Company's working during the year/State of Company's affairs

During the year under report, the Company extended credit facility to the tune of Rs. 354.92 lakhs.

The total income of the Company is at Rs. 127.21 lakhs during the year under review as against Rs. 165.94 lakhs in the previous financial year; and the company has incurred a loss of Rs. 12.86 lakhs during the year under review as compared to profit of Rs. 17.10 lakhs in the previous financial year; and loss incurred after tax during the year under review is at Rs. 15.60 lakhs as compared to Profit of Rs. 13.37 lakhs in the previous financial year.

There is no separate reportable segment as per Accounting Standard - 17 as the operation related to one segment

5) Information required under Non-Banking Financial Companies Acceptance Of Public Deposits (Reserve Bank) Directions, 1998

There are no instance where the public deposit of the company have not been claimed by the depositors or not paid by the company after the date on which the deposit became due for repayment.

As such the total amount due under such accounts remaining unclaimed or unpaid beyond the dates referred to above was NIL.

6) Change in the nature of business, if any

There is no significant change in the activities of the company. Your Company continues to advance finance under the various categories as in previous years.

7) Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

No Material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of this report.

8) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There are no instances wherein significant and material orders passed by regulators or courts or tribunals had impacted the going concern status and company's operations.

9) Details in respect of adequacy of internal financial controls with reference to the Financial Statements.

The Company's Internal Control System is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. Adequate Internal Control Systems and checks are in place, commensurate with the size of the Company and nature of its business. The management exercises financial control on the operations through a well defined monitoring process and standard operating procedures.

10) Vigil Mechanism / Whistle Blower Policy

The company has a Vigil Mechanism Policy to deal with any instance of fraud or mismanagement. The details of the Policy are explained in the Corporate Governance Report and are also posted on the website of the company.

11) Details of Subsidiary/Joint Ventures/Associate Companies

Your Company do not have a Subsidiary/Joint Venture/Associate Company as such instances of reporting does not arise.

12) Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

As there are No subsidiaries, associates and joint venture companies, instances of reporting on their performance and financial position does not arise.

13) Deposits

The details relating to deposits, covered under Chapter V of the Act,-

(a)	accepted during the year including renewal of interest accrued on renewal of existing deposits;	Nil
(b)	remained unpaid or unclaimed as at the end of the year;	Nil
(c)	whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved- (I) at the beginning of the year; (ii) maximum during the year; (iii) at the end of the year;	Nil Nil Nil
(d)	The details of deposits which are not in compliance with the requirements of Chapter V of the Act;	Nil

Note : Rs. 11.14 lakhs repaid as directed by RBI, Rs.24.8 lakh exempted deposit by directors retained.

14) Statutory Auditors

M/s. Diyali B and Associates., Chartered Accountants, Chennai, the statutory auditors of the Company were appointed by the members at the Annual General Meeting held on 23rd September 2017 for a period of five (5) years subject to ratification of shareholders and confirmation of Auditors at every Annual General Meeting.

However, pursuant to the amendment in Section 139 of the Companies Act, 2013 and related rules vide the Companies (Amendment) Act, 2017 and the Companies (Audit and Auditors) Amendment Rules, 2018 notified on 7th May 2018, the requirement of ratification of Statutory Auditors in every Annual General Meeting is omitted. Therefore, the item for ratification of Auditors is placed before the members in this Annual General Meeting without any further ratification required for the remaining term in view of the forgoing. Further in accordance with the resolution passed by the Shareholders in the Annual General Meeting held in the year 2017, the Board of Directors shall fix remuneration for the Auditors in consultation with the Auditors.

The Audit Committee in its meeting has recommended the reappointment of the Auditors. The necessary resolution is being placed before the shareholders for approval.

15) Auditors' Report

The Board of Directors wish to state that the Auditors' Report on the Audited Financial Statement of the Company for the year ended 31st March 2019 do not contain any qualification, reservation or adverse remark, so need not require any explanation or comment

16) Share Capital

(I) Issue of equity shares with differential rights

The Board of Directors wish to inform that there are no instance during the financial year for issue of equity shares with differential rights as such the requirement for providing details as provided in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.

(II) Issue of sweat equity shares

The Board of Directors wish to inform that there are no instance during the financial year for issue of sweat equity shares as such the requirement for providing details as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.

(III) Issue of employee stock options

The Board of Directors wish to inform that there are no instance during the financial year for issue of employee stock options as such the requirement for providing details as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014 does not arise.

17) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees

The Board of Directors wish to inform that there are no instance during the financial year where the company had made provision of money for purchase of its own shares by employees or by trustees for the benefit of employees as such the requirement for providing details as provided in rule 16 (4) of Companies (Share Capital and Debentures) Rules, 2014 does not arise

18) Extract of the annual return

The extract of the annual return for the financial year ended on 31st March 2019 as required by Section 92 (3) of the Companies Act, 2013 is provided as **Annexure "A"**

19) Conservation of Energy, Technology Absorption & Foreign Exchange Earnings outgo:

A. Details of Conservation of Energy: NIL

- (i) Steps taken or impact on conservation of energy
- (ii) Steps taken by the company for utilizing alternate sources of energy
- (iii) Capital investment on energy conservation equipment

B. Technology Absorption: Nil

- (i) Efforts made towards technology absorption:
- (ii) Benefits derived as a result of the above efforts:
- (iii) In case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):
 - (a) Details of technology imported:
 - (b) Year of import:
 - (c) Whether the technology been fully absorbed:
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof:

(iv) Expenditure incurred on Research and Development:

The Company has not any incurred any cost towards undertaking R&D Activity during the period under review.

C. Foreign Exchange Earnings and Outgo:

Foreign Exchange earned in terms of actual inflows during the year :NIL

Foreign Exchange outgo during the year in terms of actual outflows :NIL

20) Corporate Social Responsibility (CSR)

The Corporate Social Responsibility (CSR) which is applicable to every company having 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 any financial year is Not applicable and as such instances of disclosures as per Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014 does not arise.

21) Directors:

The Current Directors on the Board are Mr. Ashok Jawarilal Galada, Mr. Naveen Ashok Galada, Justice Ponniah Bhaskaran, Mr. Subramnaiaiyer Venkatakrishnan, Mr. Kunjithapatham Ramu, Mrs. Indira Srinivasan Royakottam.

Mr. Ashok Jawarilal Galada, Managing Director is liable to retire by rotation and being eligible has offered himself for re-appointment. Your Directors recommend the re-appointment of the Mr. Ashok Jawarilal Galada retiring by rotation to the members.

22) Declaration from Independent Director(s)

The Company had received necessary declaration from each Independent Director of the Company under Section 149 (7) of the Companies Act, 2013 that each of them meets with the criteria of their independence as laid down in Section 149 (6).

23) Formal Annual Evaluation

The Board periodically evaluates its own performance and that of its committees and individual directors. .

24) Disclosure under Sexual Harassment of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your company has always believed in providing a safe and harassment free work place for every individual working in the company's premises through various interventions and practices. The company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment. The company have a formal Anti Sexual Harassment policy in line with the requirements of the The Sexual Harassment of Workmen at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal complaints committee has been set up to redress complaints contractual, temporary and trainees are covered under the policy.

The following is the summary of sexual harassment complaints received and disposed off during the 2018-19:

No. Of complaints received : NIL

No. Of complaints disposed off : NIL

25) Meetings of the Board of Directors

Composition and category of Board of Directors

The Board of Directors of the company comprises of Executive, Non-Executive and Independent Directors

Name of the Director	Designation	Category
Justice Ponniah Bhaskaran	Chairman	Independent and Non Executive Director
Mr. Ashok Jawarilal Galada	Managing Director	Promoter and Executive Director
Mr. Naveen Ashok Galada	Director	Promoter and Non Executive Director
Mr. Subramnaiaiyer Venkatakrishnan	Director	Independent and Non -Executive Director
Mr. Kunjithapatham Ramu	Director	Independent and Non Executive Director
Mrs.Indira Srinivasan Royakottam	Director	Independent and Non Executive Director

Attendance of each Director at Board Meetings, Annual General Meeting and Number of other Directorships and Membership/Chairmanship of Committees of each Director in various Companies forms part of Corporate Governance Report.

26) Audit Committee

The Audit Committee comprised of the following directors for the year ended 31st March 2019.

Name of members	Status in Committee	Nature of Directorship
Justice Ponniah Bhaskaran	Chairman	Independent and Non-executive Director
Subramnaiaiyer Venkatakrishnan	Member	
Kunjithapatham Ramu	Member	

The terms of reference of the Audit Committee are as per the guidelines set out in the listing Regulations with the stock exchange and these also confirm to the provisions of the Companies Act, 2013. The details of date of the meeting of the committee and attendance of each Director along with scope of Audit Committee are given in the Corporate Governance Report.

The Board has not rejected any proposal / recommendations of the Audit Committee during the year.

27) Details of establishment of vigil mechanism for directors and employees

The Company has a Vigil Mechanism named "Whistle Blower Policy" to deal with genuine concerns raised by the Directors/employees, if any. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also posted on the Company's website

28) Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprised of the following directors for the year ended 31st March 2019

Name of member	Status in Committee	Nature of Directorship
Kunjithapatham Ramu	Chairman	Independent and Non-executive Director
Justice Ponniah Bhaskaran	Member	
Subramnaiaiyer Venkatakrishnan	Member	

29) Particulars of loans, guarantees or investments under section 186

The Company has not given any loans or Guarantees covered under the provisions of Section 186 of the Companies Act, 2013. The details of the Investments made by Company are given in the notes to the financial statements.

30) Particulars of contracts or arrangements with related parties:

All related party transaction that was entered into during the financial year was on an arm's length basis in the ordinary course of business. There are no 'material' contracts or arrangements or transactions which were not at arm's length basis and therefore disclosure in form AOC -2 is not required.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are foreseeable and repetitive nature. For the transactions entered into pursuant to the omnibus approval so granted, a statement giving details of all related party transactions is placed before the Audit Committee and the board of Directors for their approval on a quarterly basis.

31) Managerial Remuneration:

Disclosure of remuneration under section 197 (12) of the companies act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided at **Annexure "B"**

32) Secretarial Audit Report

The Board of Directors of the company had appointed ASJ & Associates, Practicing Company Secretaries represented by Abishek Jain (Membership No. ACS 41678/CP 15508), having address at 1D, Middle Block, Saptamallika Apt, 188, Poonamallee High Road, Kilpauk, Chennai-600010 who has conducted the Secretarial Audit of the Company for the Financial Year 2018-19. The Secretarial

Audit report issued by him is attached to this report as **Annexure – "C"** . As there are no qualifications, reservation or adverse remark or disclaimer made by the Company secretary in whole time practice in the secretarial audit report, the need for providing explanation or comments on the same by the Board of Directors does not arise

33) Corporate Governance Certificate

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in SEBI (LODR), 2015 is provided as **Annexure "D"** to this report.

34) Corporate Governance Report

The Company is committed to maintain the standards of corporate governance and adhere to the corporate governance requirements set out by SEBI.

The Report on corporate governance as stipulated under SEBI (LODR), 2015 forms part of the Annual Report and is attached as **Annexure "E"**.

The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance as stipulated under the aforesaid SEBI (LODR), 2015, is attached to the Report on corporate governance.

35) Management's Discussion and Analysis Report

Management's Discussion and Analysis Report for the year under review, as stipulated under Schedule V (Regulations 34(3) and 53(f)) of SEBI (LODR), 2015 with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

36) Risk management policy

A Risk Management Policy for the Company has been adopted by the Board. The Company manages risk through a detailed Risk Management Policy framework which lays down guidelines in identifying, assessing and managing risks that the businesses are exposed to. Risk is managed by the Board through appropriate structures that are in place.

37) Directors' Responsibility Statement

The terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, the directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

38) Acknowledgements

Your Directors would like to express their appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and employees.

For and on behalf of the Board of Directors

Justice Ponniah Bhaskaran

Chairman

DIN:00126136

Date: 14.08.2019

Place: Chennai

ANNEXURE 'A' TO THE BOARD'S REPORT
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the financial year ended on 31ST March 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I REGISTRATION AND OTHER DETAILS

CIN	L65191TN1986PLC012826
Registration Date	25th March, 1986
Name of the Company	Galada Finance Limited
Address of the Registered office and contact details	"Shanti Sadan" O.No.4, N.No.7 Shaffee Mohammed Road Thousand Lights, Chennai 600 006 Ph. No. 044 - 28294830 ; 044 – 43099009 email : info@galadafinance.in Website : www.galadafinance.in
Category / Sub-Category of the Company	Company limited by shares
Whether listed company	Yes
Name Address and Contact details of Registrar and Transfer Agent, if any	M/s Cameo Corporate Services Limited Subramanian Buildings, 5th Floor No.1, Club House Road, Chennai 600 002 Phone No. 044 - 28460390 to 28460394 Fax no. 044- 28460129 e-mail : investor@cameoindia.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Primarily into the Business of Financing under Hire Purchase, Hypothecation and Other Credit Facilities

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NIL / NOT APPLICABLE

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)		
(i) Category-wise Share Holding		
Name of the Company		: GALADA FINANCE LIMITED
Face Value		: 10/-
Paidup Shares as on 01-Apr-2018		: 3000000
Paidup Shares as on 31-Mar-2019		: 3000000
For the Period From		: 01-Apr-2018
		To : 31-Mar-2019

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	SHAREHOLDING OF PROMOTER AND PROMOTER GROUP									
1.	INDIAN									
a.	INDIVIDUALS/HINDU UNDIVIDED FAMILY	817169	0	817169	27.24	817469	0	817469	27.25	0.01
b.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
c.	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
d.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.00	0	0	0	0.00	0.00
e.	ANY OTHER - BODIES CORPORATES	563735		563735	18.79	563735		563735	18.79	0.00
	SUB - TOTAL (A)(1)	1380904	0	1380904	46.03	1381204	0	1381204	46.04	0.01
2.	FOREIGN									
a.	INDIVIDUALS (NON-RESIDENT INDIVIDUALS/ FOREIGN INDIVIDUALS)	0	0	0	0.00	0	0	0	0.00	0.00
b.	BODIES CORPORATE	0	0	0	0.00	0	0	0	0.00	0.00
c.	INSTITUTIONS	0	0	0	0.00	0	0	0	0.00	0.00
d.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
e.	ANY OTHER									
	SUB - TOTAL (A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
	TOTAL SHARE HOLDING OF PROMOTER AND PROMOTER GROUP (A) = (A)(1)+(A)(2)	1380904	0	1380904	46.03	1381204	0	1381204	46.04	0.01
B.	PUBLIC SHAREHOLDING									
1.	INSTITUTIONS									
a.	MUTUAL FUNDS/UTI	0	0	0	0.00	0	0	0	0.00	0.00
b.	FINANCIAL INSTITUTIONS/BANKS	0	0	0	0.00	0	0	0	0.00	0.00
c.	CENTRAL GOVERNMENT/STATE GOVERNMENT(S)	0	0	0	0.00	0	0	0	0.00	0.00
d.	VENTURE CAPITAL FUNDS	0	0	0	0.00	0	0	0	0.00	0.00
e.	INSURANCE COMPANIES	0	0	0	0.00	0	0	0	0.00	0.00
f.	FOREIGN INSTITUTIONAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g.	FOREIGN VENTURECAPITAL INVESTORS	0	0	0	0.00	0	0	0	0.00	0.00
h.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
i.	ANY OTHER									
	SUB - TOTAL (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2.	NON-INSTITUTIONS									
a.	BODIES CORPORATE	324750	7100	331850	11.06	325130	5900	331030	11.04	-0.02
b.	INDIVIDUALS -									
I	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL UPTO RS. 1 LAKH	168600	182850	351450	11.72	194570	157900	352470	11.75	0.034
II	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS. 1 LAKH	516922	401150	918072	30.62	515222	401150	916372	30.54	-0.056
c.	QUALIFIED FOREIGN INVESTOR	0	0	0	0.00	0	0	0	0.00	0.00
d.	ANY OTHER									
	CLEARING MEMBERS	0	0	0	0.00	700	0	700	0.02	0.02
	HINDU UNDIVIDED FAMILIES	12123	0	12123	0.40	12623	0	12623	0.42	0.02
	NON RESIDENT INDIANS	5601	0	5601	0.19	5601	0	5601	0.19	0.00
	SUB - TOTAL (B)(2)	1027996	591100	1619096	53.97	1053846	564950	1618796	53.96	-0.01
	TOTAL PUBLIC SHAREHOLDING (B) = (B)(1) + (B)(2)	1027996	591100	1619096	53.97	1053846	564950	1618796	53.96	-0.01
	TOTAL (A)+(B)	2408900	591100	3000000	100.00	2435050	564950	3000000	100.00	0.00
C.	SHARES HELD BY CUSTODIANS AND AGAINST WHICH DEPOSITORY RECEIPTS HAVE BEEN ISSUED									
	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
	Public	0	0	0	0.00	0	0	0	0.00	0.00
	TOTAL CUSTODIAN (C)	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A)+(B)+(C)	2408900	591100	3000000	100.00	2435050	564950	3000000	100.00	0.00



ii) Shareholding of promoters

Name of the Company : GALADA FINANCE LIMITED

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
		No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No of shares	% of total shares of the company	% of shares pledged / encumbered to total shares			
1	J ASHOK KUMAR GALADA	174500	5.8166	0.0000	174500	5.8166	0.0000	0.0000	0	0
2	SHANTHI DEVI GALADAJT1 : VINITHA GALADA	195750	6.5250	0.0000	195750	6.5250	0.0000	0.0000	0	0
3	J ASHOK GALADA	141850	4.7283	0.0000	171850	4.7283	0.0000	1.0000	0	0
4	NAVEEN GALADA	90512	3.0170	0.0000	90512	3.0170	0.0000	0.0000	0	0
5	SHANTHI DEVI GALADA	24500	0.8166	0.0000	24500	0.8166	0.0000	0.0000	0	0
6	NAVEEN GALADA	112057	3.7352	0.0000	112357	3.7500	0.0000	0.0148	0	0
7	GALADA HOUSING LIMITED	364600	12.1533	0.0000	364600	12.1533	0.0000	0.0000	0	0
8	VINITHA GALADA	47500	1.5833	0.0000	47500	1.5833	0.0000	0.0000	0	0
9	SUNITA GALADA	30000	1.0000	0.0000	0	0.0000	0.0000	-1.0000	0	0
10	GALADA TRADES LIMITED	199135	6.6378	0.0000	199135	6.6378	0.0000	0.0000	0	0
11	HARSHIKA GALADA	500	0.0166	0.0000	500	0.0166	0.0000	0.0000	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change)
Name of the Company : GALADA FINANCE LIMITED

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	J ASHOK KUMAR GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	174500 174500	5.8166 5.8166	174500 174500	5.8166 5.8166
2	SHANTHI DEVI GALADAJT1 : VINITHA GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	195750 195750	6.5250 6.5250	195750 195750	6.5250 6.5250
3	J ASHOK GALADA At the beginning of the year 01-Apr-2018 PURCHASE 03-Aug -2018 At the end of the Year 31-Mar-2019	141850 30000 171850	4.7283 1.0000 5.7283	141850 30000 171850	4.7283 1.0000 5.7283
4	NAVEEN GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	90512 90512	3.0170 3.0170	90512 90512	3.0170 3.0170
5	SHANTHI DEVI GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	24500 24500	0.8166 0.8166	24500 24500	0.8166 0.8166
6	NAVEEN GALADA At the beginning of the year 01-Apr-2018 Purchase 17-Aug-2018 At the end of the Year 31-Mar-2019	112057 300 112357	3.7352 0.01 3.7452	112057 300 112357	3.7352 0.01 3.7452
7	GALADA HOUSING LIMITED At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	364600 364600	12.1533 12.1533	364600 364600	12.1533 12.1533
8	VINITHA GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	47500 47500	1.5833 1.5833	47500 47500	1.5833 1.5833
9	SUNITA GALADA At the beginning of the year 01-Apr-2018 SALE 03-Aug -2018 At the end of the Year 31-Mar-2019	30000 -30000 0000	1.0000 1.0000 0000	30000 -30000 30000	1.0000 1.0000 0000
10	GALADA TRADES LIMITED At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2018	199135 199135	6.6378 6.6378	199135 199135	6.6378 6.6378
11	HARSHIKA GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	500 500	0.0166 0.0166	500 500	0.0166 0.0166

**(iv) Shareholding Pattern of top ten shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs):
Name of the Company : GALADA FINANCE LIMITED**

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	PRITHVI SOFTECH LIMITED.				
	At the beginning of the year 01-Apr-2018	225000	7.5000	225000	7.5000
	At the end of the Year 31-Mar-2019	225000	7.5000	225000	7.5000
2	DHARMENDRA RATANCHAND SAVANSUKHA				
	At the beginning of the year 01-Apr-2018	204800	6.8266	204800	6.8266
	At the end of the Year 31-Mar-2019	204800	6.8266	204800	6.8266
3	ABHAY K				
	At the beginning of the year 01-Apr-2018	74400	2.4800	74400	2.4800
	At the end of the Year 31-Mar-2019	74400	2.4800	74400	2.4800
4	URMILA KANWAR KANKARIYA.				
	At the beginning of the year 01-Apr-2018	58100	1.9366	58100	1.9366
	At the end of the Year 31-Mar-2019	58100	1.9366	58100	1.9366
5	RAJ FINLEASE LIMITED				
	At the beginning of the year 01-Apr-2018	45000	1.5000	45000	1.5000
	At the end of the Year 31-Mar-2019	45000	1.5000	45000	1.5000
6	PITAMBAR COMMERCIALS LIMITED				
	At the beginning of the year 01-Apr-2018	45000	1.5000	45000	1.5000
	At the end of the Year 31-Mar-2019	45000	1.5000	45000	1.5000
7	AMITA JAIN				
	At the beginning of the year 01-Apr-2018	43950	1.4650	43950	1.4650
	At the end of the Year 31-Mar-2019	43950	1.4650	43950	1.4650
8	KALYANCHAND ANAND MUNOTH - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	43813	1.4604	43813	1.4604
	Purchase 03-Aug-2018	100	0.0033	43913	1.4637
	Sale 19-Oct -2018	-1000	0.0333	42913	1.4304
	Sale 02-Nov -2018	-200	0.0066	42713	1.4237
	Sale 09-Nov-2018	-200	0.0066	42513	1.4171
	Sale 16-Nov -2018	-400	0.0133	42113	1.4037
	Sale 23-Nov -2018	-200	0.0066	41913	1.3971
	Demated 18-Jan-2019	1800	0.0600	43713	1.4571
	Sale 22-Mar -2019	-700	0.0233	43013	1.4337
	Sale 29-Mar -2019	-200	0.0066	42813	1.4271
	At the end of the Year 31-Mar-2019	42813	1.4271	42813	1.4271

**(iv) Shareholding Pattern of top ten shareholders
(other than Directors, Promoters and Holders of GDRs and ADRs):
Name of the Company : GALADA FINANCE LIMITED**

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
8	KALYANCHAND ANAND MUNOTH - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	3500	0.1166	3500	0.1166
	At the end of the Year 31-Mar-2019	3500	0.1166	3500	0.1166
8	KALYANCHAND ANAND MUNOTH - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	0	0.0000	0	0.0000
	Purchase 08-Feb -2019	401	0.0133	401	0.0133
	Sale 29-Mar -2019	-400	0.0133	1	0.0000
	At the end of the Year 31-Mar-2019	1	0.0000	1	0.0000
9	AMRIT LAL JAIN - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	41759	1.3919	41759	1.3919
	Sale 13-Jul -2018	-200	0.0066	41559	1.3853
	Sale 20-Jul -2018	-100	0.0033	41459	1.3819
	Sale 10-Aug -2018	-400	0.0133	41059	1.3686
	At the end of the Year 31-Mar-2019	41059	1.3686	41059	1.3686
9	AMRIT LAL JAIN - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	50	0.0016	50	0.0016
	At the end of the Year 31-Mar-2019	50	0.0016	50	0.0016
10	P GAJENDRA KUMAR JAIN - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	40800	1.3600	40800	1.3600
	At the end of the Year 31-Mar-2019	40800	1.3600	40800	1.3600
10	GAJENDRA KUMAR JAIN P - HAVING SAME PAN NO.				
	At the beginning of the year 01-Apr-2018	8000	0.2666	8000	0.2666
	At the end of the Year 31-Mar-2019	8000	0.2666	8000	0.2666

(v) Shareholding of Directors and Key Managerial Personnel:

Name of the Company : GALADA FINANCE LIMITED

Sl No.	Name of the Share holder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of shares	% of total shares of the company	No of shares	% of total shares of the company
1	J ASHOK GALADA At the beginning of the year 01-Apr-2018 PURCHASE 03-Aug -2018 At the end of the Year 31-Mar-2019	141850 30000 171850	4.7283 1.0000 5.7283	141850 30000 171850	4.7283 1.0000 5.7283
2	NAVEEN GALADA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	90512 90512	3.0170 3.0170	90512 90512	3.0170 3.0170
3	K R MANIMEGHALA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	1050 1050	0.0350 0.0350	1050 1050	0.0350 0.0350
4	BHASKARAN P At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	1000 1000	0.0333 0.0333	1000 1000	0.0333 0.0333
5	BHASKARAN P At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	900 900	0.0300 0.0300	900 900	0.0300 0.0300
6	VENKATAKRISHNAN S At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2018	500 500	0.0166 0.0166	500 500	0.0166 0.0166
7	RAMU K At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	NIL NIL	NIL NIL	NIL NIL	NIL NIL
8	INDIRA R S At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	NIL NIL	NIL NIL	NIL NIL	NIL NIL
9	PRIYANKA At the beginning of the year 01-Apr-2018 At the end of the Year 31-Mar-2019	NIL NIL	NIL NIL	NIL NIL	NIL NIL

V. INDEBTEDNESS

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
1. Principal Amount	237,91,824	—	35,94,000	273,85,824
2. Interest due but not paid	—	—	—	—
3. Interest accrued but not due	—	—	4,78,761	4,78,761
Total (1+2+3)	237,91,824	—	40,72,761	278,64,585
Change in Indebtedness during the financial year				
Addition	2,71,309	—	-11,14,000	-842,691
Reduction	—	—	-79,032	-79,032
Net Change	2,71,309	—	-11,93,032	-921,723
Indebtedness at the end of the financial year				
1. Principal Amount	240,63,133	—	24,80,000	265,43,133
2. Interest due but not paid	—	—	—	—
3. Interest accrued but not due	—	—	3,99,729	399,729
Total (1+2+3)	240,63,133	—	28,79,729	269,42,862

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager /CS			Total Amount
1	Gross salary	Mr.Ashok Jawarilal Galada, MD	WTD	Manager	
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,00,000	Nil	Nil	10,00,000
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - Others, specify...	Nil Nil	Nil Nil	Nil Nil	Nil Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total-(A)	10,00,000			10,00,000
	Ceiling as per the Act	Salary paid is within the limits of the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Justice Ponniah Bhaskaran	Mr. Subramniaiyer Venka takrishnan	Mr. Kunjitha patham Ramu	Mrs. Indira Srinivasan Royakottam	
1	Independent Directors					
	a. Fee for attending board / committee meetings	10000	10000	10000	4000	34000
	b. Commission	Nil	Nil	Nil	Nil	Nil
	c. Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	10000	10000	10000	4000	34000
2	Other Non-Executive Directors					
	a. Fee for attending board / committee meetings	Nil	Nil	Nil	Nil	Nil
	b. Commission	Nil	Nil	Nil	Nil	Nil
	c. Others, please specify	Nil	Nil	Nil	Nil	Nil
	Total-(2)	Nil	Nil	Nil	Nil	Nil
	Total-B (1+2)	10000	10000	10000	4000	34000
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act	Not applicable as no remuneration paid				

C. Remuneration To Key Managerial Personnel other than MD / Manager / WTD

	Particulars of Remuneration	Name of CEO/ CS /CFO			Total Amount
		CEO	Ms. Priyanka, CS	Mrs. K.R. Mani meghala, CFO	
1	Gross salary	-			
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	204,000	584,675	788,675
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	Nil	Nil	Nil
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	Nil	Nil	Nil
2	Stock Option	-	Nil	Nil	Nil
3	Sweat Equity	-	Nil	Nil	Nil
4	Commission - as % of profit	-	Nil	Nil	Nil
	- Others, specify...	-	Nil	Nil	Nil
5	Others, please specify	-	Nil	Nil	Nil
	Total-(A)-	-	204,000	584,675	788,675

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Brief Description Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. Directors					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

Date: 14.08.2019
Place: Chennai

Justice Ponniah Bhaskaran
Chairman
DIN:00126136

Annexure – B

Disclosure of remuneration under section 197 (12) of the companies act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Nature of Disclosure	Name of the Director / Designation	Ratio of Remuneration to Median Remuneration of employees	% increase in remuneration in the financial year 2018 - 19
a) Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year; Percentage increase in remuneration of each Director, in the financial year	Mr. Ashok Jawarilal Galada Managing Director	2.92:1	0.00%
b) Percentage increase in remuneration of CFO, CS in the financial year	Mrs. Manimeghalai Chief Financial Officer	1.71:1	9.12%
	Mrs. Priyanka CS	1.68:1	0.00%
c) Percentage increase in median remuneration of employees in the financial year	11% increase in remuneration considering employees who were in employment for the whole of FY2018-19 and FY 2017-2018.		
d) Number of permanent employees on the rolls of company (as of 31 March, 2019) : (I) Directors : 1 (ii) Employees : 5			
e) Explanation on the relationship between average increase in remuneration and company performance	The average increase in remuneration is 11% for employees who were in the employment for whole of FY 2018-19 and FY 2017-18. The improvement in company's performance on key parameters (as compared to previous year) was as follows: Operating Income : -0.92% Profit Before Tax : -175.19% Profit After Tax : -216.66%		
f) Comparison of the remuneration of the KMP against performance of the Company	Aggregate KMP remuneration as a % of PBT for FY 2018-19 is -123%.		

<p>g) Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current financial year and previous financial year & percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies</p>	<p>Market capitalization has decreased from Rs. 5.70 crores as of FY 2017-18 to Rs. 3.31 crores as of FY 2018-19.</p> <p>Over the same period, the price earnings ratio moved down to - 21.23 from 42.63.</p> <p>The stock price of the company as of FY 2018-19 has decreased by 41.89% to Rs. 11.04 per share in comparison to Rs 19.00 per share in FY 2017-18.</p>													
<p>h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification there of and point out if there are any exceptional circumstances for increase in the managerial remuneration</p>	<p>For employees other than managerial personnel who were in employment for the whole of FY 2018-19 and FY 2017-18, the average decrease in salary is 28%. The average increase of salaries for managerial personnel (MD) is 0.00 %.</p> <p>The remuneration is in line with the remuneration policy of the company and any increase is approved by the appropriate authority.</p>													
<p>i) Comparison of each remuneration of the KMP against the performance of the company</p>	<table><tr><th>Key Managerial Personnel</th><th>Remuneration as a % of PBT (2018-19)</th><th>Remuneration as a % of PBT (2017-18)</th></tr><tr><td>Mr. Ashok J. Galada Managing Director</td><td>-45%</td><td>88%</td></tr><tr><td>Mrs. Manimeghalai Chief Financial Officer</td><td>-78%</td><td>31%</td></tr><tr><td>Mrs. Priyanka CS</td><td>-16%</td><td>9%</td></tr></table>	Key Managerial Personnel	Remuneration as a % of PBT (2018-19)	Remuneration as a % of PBT (2017-18)	Mr. Ashok J. Galada Managing Director	-45%	88%	Mrs. Manimeghalai Chief Financial Officer	-78%	31%	Mrs. Priyanka CS	-16%	9%	
Key Managerial Personnel	Remuneration as a % of PBT (2018-19)	Remuneration as a % of PBT (2017-18)												
Mr. Ashok J. Galada Managing Director	-45%	88%												
Mrs. Manimeghalai Chief Financial Officer	-78%	31%												
Mrs. Priyanka CS	-16%	9%												

j) The key parameters for any variable component of remuneration availed by the directors	Managing Director : There was no variable components in director's remuneration. Other Directors : The sitting fee is a fixed fee paid on the basis of the director's attendance at a meeting of the board /committee.		
k) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not applicable		
i) Affirmation that the remuneration is as per the remuneration policy of the company	The remuneration is in line with the remuneration policy of the company.		

Notes:

The percentage increase in remuneration excludes sitting fees.

On behalf of the board

Chairman

Place: Chennai
Date: 14.08.2019

Annexure – C
FORM MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Galada Finance Limited
"SHANTI SADAN", Old No.4, New No.7
Shaffee Mohammed Road, Thousand Lights
Chennai-600006

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by GALADA FINANCE 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 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 31st March, 2019 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 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) 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;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange,
During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We report that having regards to the compliance prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company.

- 1) Reserve Bank of India Act, 1934, Rules, Regulations, Guidelines and Directions issued by the Reserve Bank of India as specifically applicable to the company.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board of Directors were unanimous and no dissenting views have been recorded.

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 applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above were undertaken/done by the Company.

This Report is to be read along with Annexure A of even date which forms integral part of this Report.

For ASJ & Associates, Company Secretaries

Place : Chennai
Date : 14.08.2019

Abishek Jain
Practicing Company Secretary
ACS 41678; CP 15508

ANNEXURE – A

To,
The Members
Galada Finance Limited
"SHANTI SADAN", Old No.4, New No.7
Shaffee Mohammed Road, Thousand Lights
Chennai-600006

Our secretarial audit report of even date is to be read along with this letter.

- a. Maintenance of secretarial and other records is the responsibility of the management of the Company. Our responsibility is to express an opinion on the relevant records based on our audit.
- b. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the relevant records and compliances. The verification was done on test basis to verify that correct facts are reflected in secretarial and other relevant records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
- c. We have not verified the correctness and appropriateness of financial and tax records and books of accounts of the Company.
- d. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
- e. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of the procedures on test/sample basis.
- f. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For ASJ & Associates, Company Secretaries

Place :Chennai
Date : 14.08.2019

Abishek Jain
Practicing Company Secretary
ACS 41678; CP 15508

ANNEXURE – D**CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE**

Auditors' Certificate on compliance of conditions of Corporate Governance under Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Erstwhile Clause 49 of the Listing Agreement)

TO THE MEMBERS OF GALADA FINANCE LIMITED

We have examined the compliance of conditions of Corporate Governance by Galada Finance Limited for the year ended on 31st March 2019 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Erstwhile Clause 49 of the Listing Agreement of the Company with Stock Exchange).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the 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 by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Erstwhile Clause 49 of the Listing Agreement)

We state that there were no investor grievances remaining Unattended/ pending for more than 30 days.

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

For Diyali B and Associates

Chartered Accountants

Firm No. 017740S

Diyali B

Proprietrix

Membership No. 242354

Place : Chennai

Date : 14.08.2019

ANNEXURE – E**REPORT ON CORPORATE GOVERNANCE**

Corporate governance is about commitment to values and ethical business conduct. It is also about how an organization is managed viz., its corporate and business structure, its culture, policies and the manner in which it deals with various stakeholders. Timely and accurate disclosure of information regarding the financial position of the company, its performance and ownership forms part of the corporate governance.

CORPORATE GOVERNANCE PHILOSOPHY

The company is committed to the highest standards of corporate governance in all its activities and processes.

The company has always believed in and practices the highest standards of corporate governance since its inception. The board recognizes that governance expectations are constantly evolving and it is committed to keeping its standards of transparency and dissemination of information under continuous review to meet both letter and spirit of the law and its own demanding levels of business ethics.

BOARD OF DIRECTORS

The corporate governance practices of the company ensure that the board remains informed, independent and involved in the company and that there are ongoing efforts towards better governance to mitigate “non-business” risks.

The board is fully aware of its fiduciary responsibilities and recognizes its responsibilities to shareholders and other stakeholders to uphold the highest standards in all matters concerning the company and has empowered responsible persons to implement its broad policies and guidelines and has set up adequate review processes.

The board of directors ('the board') is committed to representing the long-term interests of the stakeholders and in providing effective governance over the company's affairs and exercise reasonable business judgment on the affairs of the company.

The company's day to day affairs are managed by the managing director, assisted by a competent management team, under the overall supervision of the board. The company has in place an appropriate risk management system covering various risks that the company is exposed to, including fraud risks, which are discussed and reviewed by the audit committee and the board every quarter.

The company's commitment to ethical and lawful business conduct is a fundamental shared value of the board, the senior management and all employees of the company. Consistent with its values and beliefs, the company has formulated a code of conduct applicable to the board and senior management. Further, the company has also adopted an insider trading code for prevention of insider trading and a whistle blower policy for reporting any concerns or grievances by directors / employees / customers and vendors in their dealings with the company. In order to ensure that the mechanism is effective and as prescribed, direct access to the chairman of the audit committee is provided to the complainant.

Composition

The board has been constituted in a manner as per SEBI (LODR), 2015 of the listing agreement and the Companies Act, 2013 (the Act). The board has an appropriate mix of executive / non-executive and independent directors, including a woman director to ensure proper governance and management. The directors are elected based on their qualification and experience in varied fields.

In all there are Six Directors, Two Executive and Four Independent Director.

Name of the Director	Designation	Category
Justice Ponniah Bhaskaran	Chairman	Independent and Non-Executive Director
Mr. Ashok Jawarilal Galada	Managing Director	Promoter and Executive Director
Mr. Naveen Ashok Galada	Director	Promoter and Non-Executive Director
Mr. Subramnaiyer Venkatakrishnan	Director	Independent and Non-Executive Director
Mr. Kunjithapatham Ramu	Director	Independent and Non-Executive Director
Mrs. Indira Srinivasan Royakottam	Director	Independent and Non-Executive Director

The details of directors as at 31 March, 2019 including the details of their other board directorship and committee membership reckoned in line with Listing Regulations and the Act as well as their shareholdings is given below:

Name of Director	No. of Directorship excluding Directorship in our Company	No. of shares held in the company	No. of board committee membership including GFL**	Chairman
Mr. Ashok Jawarilal Galada	3	171850	1	-
Justice Ponniah Bhaskaran	Nil	1900	-	1
Mr. Subramnaiyer Venkatakrishnan	15	500	1	1
Mr. Kunjithapatham Ramu	Nil	Nil	1	-
Mr. Naveen Ashok Galada	2	90512	1	-
Mrs. Indira Srinivasan Royakottam	Nil	Nil	-	-

* for the purpose of Directorship / committee membership, all private companies and section 8 companies have been considered.

** only Chairmanship / membership of audit committee and stakeholders relationship committee have been considered.

The Independent Directors of the Company provide an Annual Certificate of Independence in Accordance with Listing Regulations and the Act to the company which is taken on record by the board. All the board members including Independent Directors have the opportunity and access to interact with the management.

Separate Meeting of Independent Directors

During the year under review, in line with SEBI (LODR), 2015 and the Act, the Independent Directors had a separate Meeting on 8th February, 2019 without the presence of the management team and the non-Independent Directors of the company.

Board Meetings

The board meets at regular intervals with an annual calendar and a formal schedule of matters specifically reserved for its attention to ensure that it exercises full control over significant strategic, financial, operational and compliance matters. The board is regularly briefed and updated on the key activities of the business and is provided with briefings and presentations on operations, quarterly financial statements and other matters concerning the company.

During the year, the Board of Directors met 5 (five) times on 16.04.2018, 25.05.2018, 04.08.2018, 09.11.2018, 08.02.2019 and in respect of which meetings proper notices were given and the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose.

COMMITTEES OF THE BOARD

The board has constituted various committees to support the board in discharging its responsibilities.

There are four committees constituted by the board – Audit committee, Stake holders relationship committee, Nomination and remuneration committee and Risk management committee.

The board at the time of constitution of each committee fixes the terms of reference and also delegates powers from time to time. Various recommendations of the committees are submitted to the board for approval. The minutes of the Meetings of all the committees are circulated to the board for its information.

AUDIT COMMITTEE

Terms of Reference

The committee acts as a link between the board, the statutory auditors and the internal auditors. The role of the audit committee includes overseeing the financial reporting process and disclosure of financial information, review of financial statements, adequacy of internal financial control and risk management systems, findings of internal audits / investigations, whistle blower policy, monitoring the usage of funds from issue proceeds, to grant approvals for related party transactions which are in the ordinary course of business and on an arm's length basis, scrutiny of inter-corporate loans and investments, besides recommending the appointment / removal of the statutory auditors, the internal auditors and fixing their remuneration and review of the effectiveness of audit process.

Composition & Meetings

The committee comprises of three non-executive independent directors. As at 31 March, 2019, the committee comprised of the following members:

Name of members	Status in Committee	Nature of Directorship
Justice Ponniah Bhaskaran	Chairman	Independent and Non-executive Director
Subramnaiayer Venkatakrisnan	Member	
Kunjithapatham Ramu	Member	

During the year, the committee met five times on 16.04.2018, 25.05.2018, 04.08.2018, 09.11.2018 and 08.02.2019. All members of audit committee have knowledge of financial management, audit and accounts.

NOMINATION AND REMUNERATION COMMITTEE

Terms of Reference

The role of the committee is to determine the company's policy on specific remuneration packages for executive directors. The terms of reference *inter alia* includes the role of the committee to further consider and recommend persons who are qualified for board positions, evaluate directors performance prior to recommendation for re-appointments, persons who are qualified to be in senior management, formulate the criteria for determining qualifications, positive attributes and independence of a director and devising a policy on board diversity. Decisions for selecting a director is based on the merit, qualification, competency and the company's business needs. The recommendations of the committee are placed before the board for its approval.

Composition & Meetings

As at 31 March, 2019, the committee comprised of the following members:

Name of members	Status in Committee	Nature of Directorship
Kunjithapatham Ramu	Chairman	Independent and Non-executive Director
Justice Ponniah Bhaskaran	Member	
Subramnaiayer Venkatakrisnan	Member	

All the members of this committee comprise of independent directors. There was Two Meeting of the Committee held on 16.04.2018 and 25.05.2018 during 2018-19.

REMUNERATION OF DIRECTORS

Remuneration Policy

The success of any organization in achieving good performance and governance depends on its ability to attract quality individuals on the board. The company has in place a remuneration policy which is guided by the principles and objectives as enumerated in section 178 of the Act.

The managing director is the only executive director on the board who is entitled to receive remuneration. The non-executive directors are not entitled to any remuneration. The compensation to the managing director is within the scale approved by the shareholders. The elements of compensation comprise a fixed component and a performance incentive. The compensation is determined based on the level of responsibility and scales prevailing in the industry. The managing director is not paid sitting fees for any board / committee meetings attended by him.

The non-executive directors are also paid sitting fees subject to the statutory ceiling for all board and committee meetings attended by them.

Criteria for Board Nomination

The nomination and remuneration committee is responsible for identifying persons for initial nomination as directors and evaluating incumbent directors for their continued service. The committee in terms of the provisions of the Act and SEBI (LODR), 2015 identifies personnel, which *inter alia*, deals with the personal traits, competencies, experience, background and other fit and proper criteria. These attributes shall be considered for nominating candidates for board positions / re-appointment of directors.

Performance Evaluation

In terms of the provisions of the Act and SEBI (LODR), 2015, the board periodically carries out a performance evaluation of its own performance, the directors individually as well as the valuation of the working of the committees. The performance evaluation of the independent directors was carried out by the entire board. The performance of the chairman and the non-independent directors was carried out by the independent directors.

Remuneration of managing director:

Details of the remuneration of the managing director for the year ended 31 March, 2019 are as follows:

Name of the Managing Director	Salary	Allowance	Incentive*	Perquisites & Contributions	Total
Ashok Jawarilal Galada	Rs. 10,00,000	Nil	Nil	Nil	Rs. 10,00,000

Details of Remuneration and sitting fees paid to the other Directors

Name of the Director	Sitting Fees	Commission on Profits	Salary & Allowances	Contribution	Perquisites	Total
Justice Ponniah Bhaskaran	10,000	N.A	N.A	N.A	N.A	10,000/-
Subramnaiayer Venkatakrishnan	10,000	N.A	N.A	N.A	N.A	10,000/-
Kunjithapatham Ramu	10,000	N.A	N.A	N.A	N.A	10,000/-
Naveen Ashok Galada	Nil	Nil	Nil	Nil	Nil	Nil
Indira Srinivasan Royakottam	4000	N.A	N.A	N.A	N.A	4,000/-

STAKEHOLDERS RELATIONSHIP COMMITTEE

Terms of Reference

The role of the committee includes formulation of shareholders' servicing plans and policies, consideration of valid share transfer requests, share transmissions, issue of duplicate share certificates, issue of share certificates for split, dematerialization, consolidation of shares, etc. The committee also monitors and reviews the mechanism of share transfers, dematerialization of shares and payment of dividends.

It further looks into the redressing of shareholders grievances like non-receipt of balance sheet, non-receipt of declared dividends and determining, monitoring and reviewing the standards for resolution of shareholders' grievances.

Composition & Meetings

As at 31 March, 2019, the committee comprised of the following members:

Name of member	Status in Committee	Nature of Directorship
Subramnaiayer Venkatakrishnan	Chairman	Independent and Non-Executive Director
Ashok Jawarilal Galada	Member	Promoter and Executive Director
Naveen Ashok Galada	Member	Promoter and Non-Executive Director

There were 6 meetings of the committee held during 2018-19 on 27.07.2018, 29.10.2018, 12.11.2018, 05.12.2018, 21.01.2019 & 21.02.2019.

The company has not received any grievances/complaints from the investors during the financial year 2018-2019.

RISK MANAGEMENT COMMITTEE

Terms of Reference

The role of the committee includes review of the risk management policy developed by the management, review of the risk management framework document and implementation of the actions planned in and periodical review of the process for systematic identification and assessment of the business risks.

Besides, the committee makes recommendations to the board, to the extent necessary on resources and staffing required for effective risk management and the action taken to manage the exposures and carry out any other function as may be necessary to ensure that an effective risk management system is in place.

Composition & Meetings

The committee comprises three non-executive directors independent directors. As at 31 March, 2019, the committee comprised of the following members:

Name of member	Status in Committee	Nature of Directorship
Justice Ponniah Bhaskaran	Chairman	Independent and Non-executive Director
Subramnaiyer Venkatakrishnan	Member	
Kunjithapatham Ramu	Member	

During the year, the committee held 1 (one) meeting 08.02.2019

ATTENDANCE AT BOARD, COMMITTEE AND GENERAL MEETINGS

Name of the directors	Board	Audit Committee	Stake holders Relationship Committee	Nomination & Remuneration Committee	Risk Management Committee	Attendance at Last AGM
Justice Ponniah Bhaskaran	5	5		2	1	Yes
Subramnaiyer Venkatakrishnan	5	5	6	2	1	Yes
Kunjithapatham Ramu	5	5		2	1	No
Ashok Jawarilal Galada	5	NA	6			Yes
Naveen Ashok Galada	5	NA	6			Yes
Indira Srinivasan Royakottam	4	NA				Yes

Note: The above reflects the attendance of directors at the meetings held during their term as a director / committee member.

GENERAL BODY MEETINGS

Particulars of venue, date and time of the previous three annual general meetings are given below:

Year	Date and time	Venue
2015-16	24.09.2016 at 04.00 p.m.	At the registered office of the Company
2016-17	23.09.2017 at 04.00 p.m.	At the registered office of the Company
2017-18	29.09.2018 at 04.00 p.m.	At the registered office of the Company

DETAILS OF SPECIAL RESOLUTIONS PASSED

Particulars of special resolutions passed in the previous three annual general meetings are given below:

F.Y / Date of AGM	Details
2015-16 / 24.09.2016	Nil
2016-17 / 23.09.2017	Nil
2017-18 / 29.09.2018	Nil

Extra-ordinary general Meeting

No extra-ordinary general meeting was held during the financial year ended 31st March 2019.

POSTAL BALLOT

No Postal Ballot was conduction during the financial year ended 31st March 2019

COMPLIANCE REPORT

A detailed compliance report is placed before the board every quarter and highlights of the report is circulated to the board along with the agenda every quarter. The board reviews the compliance of all applicable laws every quarter and gives appropriate directions, wherever necessary.

SECRETARIAL AUDIT

The company conducts a secretarial audit by an independent practicing company secretary. For the year ended 31st March, 2019 ASJ & Associates, Company Secretary in Practice (Membership No. FCS 41678/CP 15508) have conducted the Secretarial Audit of the Company and the certificate was placed before the board and attached to this report.

RECONCILIATION OF SHARE CAPITAL AUDIT

As required by the Securities and Exchange Board of India, quarterly audit of the company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with

National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The certificate issued by an independent practicing company secretary is submitted to the stock exchanges and is also placed before the board of directors.

CODE OF CONDUCT

The board has laid down a “Code of Conduct” for all the board members and the senior management of the company and the code of conduct have been posted on the website of the company. Annual declaration confirming compliance of the code is obtained from every person covered by the code of conduct. A declaration to this effect signed by Mr. Ashok Jawarilal Galada, Managing director is attached to this report.

PREVENTION OF INSIDER TRADING CODE

The board has adopted a code for the prevention of insider trading in the shares of the company.

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

The Auditors' certificate on compliance of corporate governance norms is annexed to the report.

CEO/CFO CERTIFICATION

Mr. Ashok Jawarilal Galada, Managing director & Mrs. K.R. Manimeghala, Chief Financial Officer have given a certificate to the board with regard to financial statements, compliance and internal control systems as contemplated under Regulations 17(8) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DISCLOSURES

Related party transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material transactions with related parties i.e., transactions of the company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc., that may have potential conflict with the interest of company at large.

Suitable disclosures as required in compliance with accounting standards with related parties are disclosed in note on accounts in the annual report.

There were no instances of non-compliance on any matter related to capital markets during the last three years.

Whistle blower mechanism

The company has established a whistle blower mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of directors /employees / customers who avail of the mechanism and also for appointment of an ombudsperson who will deal with the complaints received. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct access to the chairperson of the audit committee. We further affirm that during the year, no personnel have been denied access to the audit committee.

COMPLIANCE WITH CORPORATE GOVERNANCE NORMS

The company has complied with all mandatory requirements of corporate governance norms as enumerated in SEBI (LODR), 2015

The company has also adopted the following non-mandatory requirements:

There are no audit qualifications in the company's financial statements or qualification or adverse remark by the company secretary in practice in his secretarial audit report for the Financial Year ended 31st March, 2019.

MEANS OF COMMUNICATION

The audited financial results, quarterly results and other major announcements like notices of board meetings, book closures were published in Trinity Mirror issue in English and MakkalKural issue in vernacular language and are also available on the company's website www.galadafinance.in

MANAGEMENT DISCUSSION & ANALYSIS

A management discussion & analysis forms part of the annual report.

GENERAL SHAREHOLDER INFORMATION***REGISTERED OFFICE***

Galada Finance Limited
"Shanti Sadan", Old No.4, New No.7
Shaffee Mohamed Road,
Thousand Lights, Chennai 600 006
Phone : 28294830, 43099009, 28294831 Fax: 28294830

ANNUAL GENERAL MEETING

Date : 28th September 2019
Time : 04.00 p.m.
Venue : Registered office of the company

FINANCIAL YEAR

1 April to 31 March

DATES OF BOOK CLOSURE

22nd September 2019 to 28th September 2019 (Both days inclusive)

LISTING ON STOCK EXCHANGES

Equity shares:

The Bombay Stock Exchange Limited, Mumbai

The Shares of the Company are Listed in BSE, The Bombay Stock Exchange Limited, Mumbai.

REGISTRAR AND SHARE TRANSFER AGENTS (RTA)

“Cameo Corporate Services Limited”, Subramanian Buildings, No.1, Club House Road, Chennai 600 002,

Phone No.044-28460390-94, Fax No.28460129

is the Registrar and Share Transfer Agent (RTA) for handling the physical and electronic registry work. The shareholders are requested to address their share related requests / queries to the RTA.

Email ID for all investor queries & grievances - investor@cameoindia.com & for non-receipt of annual reports -: agm@cameoindia.com

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Equity shares of the Company are made available for dematerialization under depository system operated by the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The Shares of your Company are under compulsory DEMAT settlement mode and can be traded only in the DEMAT form. Shares dematerialized up to March 31, 2019 are under

Sl No.	Particulars of Capital Structure	No. of shares	% of Total issued capital
1.	Listed Capital(Exchange wise) as per Company's Record	30,00,000	100.00%
2.	Held in dematerialized Form in CDSL	10,32,363	34.41%
3.	Held in dematerialized Form in NSDL	14,02,687	46.76%
4.	Physical	5,64,950	18.83%

SHARE TRANSFER SYSTEM

The shares of the Company are traded on the Stock Exchanges through the Depository System. The DEMAT ISIN in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is **INE243E01010**

All requests received by the Company/ RTA for dematerialization/ re-materialization, transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address are disposed off expeditiously.

Green initiative in corporate governance

The Companies Act, 2013 and the underlying rules permit companies to send various documents including the financial statements through electronic mode to the shareholders. To support the green initiative and to receive all documents, notices, including annual reports and other communications of the company, investors who have not registered their email address are requested to register the e-mail ID with the Depository Participant, if the holding is in electronic mode. If shares are held in physical mode, the shareholders may give a positive consent in writing to RTA for receiving by electronic mode.

Details of complaints received and redressed

During the year, no investor service complaints were received.

Designated email address for investors services

In terms of Listing Regulations, the designated email address for investor complaints is info@galadafinance.in

Payment of unclaimed / unpaid dividend

Members who have not yet encashed their dividend warrants for previous years are advised to forward such warrants to the Company for revalidation. Dividend, which remains unclaimed for a period of Seven Years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

The Following table gives information relating to outstanding dividend accounts and the dates by which they can be claimed by the Shareholders.

Financial Year	Date of declaration	Proposed date for transfer to IEPF *
2012 - 2013	27th July 2013	27th July 2020

*indicative dates. Actual dates may vary.

Distribution of Shareholding as on 31 March, 2019

Share holding of Nominal value of		Shareholders		Share Amount	
Rs.	Rs.	Number	% to total	(in Rs.)	% to total
(1)		(2)	(3)	(4)	(5)
Upto 5,000		377	64.3345	9,51,500	3.1717
5,001 - 10,000		103	17.5768	8,81,750	2.9392
10,001 - 20,000		31	5.2901	4,69,880	1.5663
20,001 - 30,000		20	3.4130	5,08,990	1.6966
30,001 - 40,000		08	1.3652	2,89,500	0.9650
40,001 - 50,000		04	0.6826	1,94,660	0.6489
50,001 - 1,00,000		08	1.3652	5,82,960	1.9432
1,00,001 AND ABOVE		35	5.9726	2,61,20,760	87.0692
TOTAL		586	100.0000	3,00,00,000	100.0000

Shareholding pattern

Category	No. of Shares	Percentage of share-holding
A. PROMOTER'S HOLDING		
1. Promoters* - Indian promoters – Individual/HUF - Indian promoters – Bodies Corporate - Foreign promoters	817,469 563,735 Nil	27.25% 18.79% Nil
2. Persons acting in concert#	Nil	Nil
Sub-total	13,81,204	46.04%
B. NON-PROMOTERS HOLDING		
3. Institutional Investors		
a. Mutual Funds	Nil	Nil
b. Banks, Financial Institutions, Insurance companies (Central/ State Government Institutions/ Non-Government Institutions	Nil	Nil
c. Foreign Institutional Investors	Nil	Nil
4. Others	Nil	Nil
a. Private Corporate Bodies	3,31,030	11.04%
b. Indian Public	12,68,842	42.29%
c. NRIs/OCBs	Nil	Nil
d. Any other NRI	5,601	0.19%
Hindu Undivided Families	12,623	0.42%
Clearing Members	700	0.02%
Sub total	16,18,796	53.96%
GRAND TOTAL	30,00,000	100.00%

OUTSTANDING GDRs / ADRs ETC.

The company has not issued any GDR / ADR or any convertible instruments that is likely to impact the equity share capital of the company.

LOCATION

The operations of the company at locations outside the Chennai jurisdiction are initiated thru Resident Local Representatives, while accounting and other administrative operations are centralized and controlled at the Registered / Corporate Office at Chennai.

ADDRESS FOR COMMUNICATION**Registrars and Share Transfer Agents**

M/s. Cameo Corporate Services Ltd.

'Subramanian Building', No.1

Club House Road, Chennai - 600 002

Phone : 28460390; Fax : 28460129; Grams : Cameo;

E-mail : cameo@cameoindia.com; Website : www.cameoindia.com

Registered and Corporate Office of the Company

Galada Finance Limited

"Shanti Sadan", Old No.4, New No.7

Shaffee Mohamed Road,

Thousand Lights, Chennai 600 006

Phone : 28294830, 43099009, 28294831 Fax: 28294830

In terms of Listing Regulations of Stock Exchanges, investors may please use info@galadafinance.in as E-mail ID for redressal of investor request/complaint.

For and on behalf of the Board of Directors

Justice Ponniah Bhaskaran

Chairman

DIN: 00126136

Date: 14.08.2019

Place: Chennai

CEO/CFO Certification under Regulation 17 (8) of SEBI (LODR), 2015

The Board of Directors

GALADA FINANCE LIMITED

We hereby certify that for the financial year ended 31st March 2019, on the basis of the review of financial statements and the cash flow statement and to the best of our knowledge and belief that:

1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. these are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2018-19 which are fraudulent, illegal or violative of the Company's Code of Conduct;
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies, if any.

We further certify that

- a) there have been no significant changes in internal control over financial reporting during the year 2018-19;
- b) there have been no significant changes in accounting policies during the year 2018-19; and
- c) there have been no materially significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's internal control system over financial reporting.

(ASHOK JAWARILAL GALADA)

Managing Director

(K R MANIMEGHALA)

Chief Financial Officer

Place : Chennai

Date :14.08.2019

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management has taken up detailed discussion of the risk factors related to our Company in specific and industry in general and attempts to lay down the impact of the same on the company's performance. Please find reproduced hereunder a summary of Management's Discussion and the Analysis Report which is only an illustrative list and not to be construed as an exhaustive one.

INTERNAL RISK FACTORS:

- 1. The growth rate of NBFCs largely build upon the ability to develop brand name for its financial products which compete the Industry.**

We believe that promoting and positioning our brand is necessary for achieving recognition of our services. Brand promotion activities may not yield increased revenues and even if they do, increased revenues may not offset the expenses we incur in brand building. If we fail to promote our brand, our business, financial condition and result of operation could be affected.

- 2. Our business is vulnerable to interest rate risk. Changes in interest rate may affect our income from operation and adversely affect our financial performance and profitability.**

In our NBFC business, we are exposed to the risk of higher interest rates. If the yield on our Company's interest -earning assets does not increase at the same time or to the same extent as our cost of funds, or our cost of funds does not decline at the same time or to the same extent as the yield on its interest earning assets, our net interest income and net interest margin would be adversely impacted. This could have a material adverse effect on the financial performance.

- 3. Our Company may experience delays in enforcing the collateral when borrowers default on their obligations, which will result in failure to recover the expected value of collateral and affect our financial performance.**

Our Company may not be able to realize the full value of the collateral as a result of delays in bankruptcy and foreclosure proceedings, inability to foreclose, defects in the title of collateral, fraudulent transfers by borrowers and other factors which includes legislative changes and judicial pronouncements. The inability to recover the expected value of collateral could expose our Company to losses, which will have impact on business and financial performance.

- 4. If our company fails attract and retain key employees, our operation could be affected.**

The Company believes that human resource is most important element for success of any organization. The company takes every step to promote feeling of belongingness among its employees and maintains a separate Human Resource department to care of concerns and well being of employees. The staff turnover in the company is considerably less as compared to the industry. In any case, skilled and/or trained manpower is available in the market. It has a strong Culture & Corporate Core Values.

- 5. The changes in the regulations that govern our Company could cause the business to suffer.**

NBFCs in India are regulated by the RBI. Any changes in the regulatory framework will affect the profitability of our business and our future financial performance.

- 6. We may require additional funds to satisfy our capital needs, which we may not able to procure.**

We may need to raise additional capital from time to time, which we may not able to procure. The Company may not be able to raise adequate funds on attractive terms and conditions, which could have an adverse effect on our results of operations.

7. Our business is dependent on the financial performance of the market and financial policy of the Government; it also depends upon the RBI point of view of the interest rates for public and business class at large.
8. Our business is subject to regulation by several authorities, which could have an adverse effect on our business and our results of operations. We are outsourcing entire Financial and Corporate Advisory. We are being in the field of professional services unable to market our products in an aggressive fashion.

EXTERNAL RISK FACTORS:

1. A slowdown in economic growth in India could cause business to suffer.

The performance and growth of the company and the industry are dependent on the health of the Indian economy as well the secondary industries. The economy could be adversely affected by various factors such as political or regulatory action, including adverse changes in liberalization policies, social disturbances, terrorist attacks and other acts of violence or war, natural calamities, interest rates, commodity and energy prices and various other factors. Any slowdown in the Indian economy may adversely impact business and financial performance and the price of Equity Shares

2. Political instability or changes in the government could delay the further liberalization of the Indian economy and adversely affect economic conditions in India generally, which could impact financial results and prospects.

Since 1991, successive Indian governments have pursued policies of economic liberalization, including significantly relaxing restrictions on the private sector. Nevertheless, the role of the Indian central and state governments in the Indian economy as producers, consumers and regulators has remained significant. The leadership of India has changed many times since 1996. The current central government is headed by the Indian National Congress and is a coalition of several political parties. Although the current government has announced policies and taken initiatives that support the economic liberalization policies that have been pursued by previous governments, the rate of economic liberalization could change, and specific laws and policies affecting industry, foreign investment and other matters affecting investment in securities could change as well.

3. Any downgrading of India's debt rating by an independent agency may harm ability to raise debt financing.

Any adverse revisions to India's credit ratings for domestic and international debt by international rating agencies may adversely affect ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on capital expenditure plans, business and financial performance.

4. Terrorist attacks, civil unrest and other acts of violence or war involving India and other countries could adversely affect the financial markets and our business.

Terrorist attacks and other acts of violence or war may negatively affect the Indian financial markets and also adversely affect the worldwide financial markets. In addition, any deterioration in relations between India and its neighboring countries might result in investor concern about stability in the region, which could adversely affect the business. India has witnessed civil disturbances in the past and it is possible that future civil unrest as well as other adverse social, economic and political events in India could have a negative impact. Such incidents could also create perception in the minds of investors that, investment in Indian Companies involve a higher degree of risk.

5. Natural calamities could have a negative impact on the Indian economy and cause our business to suffer.

India has experienced natural calamities such as earthquake, tsunami, floods and drought in the past. The extent and severity of these natural disasters determines their impact on the Indian economy, which have an adverse impact on our business.

6. Factors affecting Indian economy in general

Like any other entity, our financial results are also affected by the macro economic factors determining the growth of the Indian economy in general and continued growth of the securities market. The Growth of our business and ability to maintain the growth is influenced by the growth rate of the securities market indicators. Any slowdown in Indian economy or slowdown in securities market or any changes in government regulation could have an impact on our financial performance.

Risk Relating to our Industry:

- **Risk of Bad Debts (Non-Performing Assets)**

The risk of NPA is always a pertinent part of the lending business. There is always a chance that accounts become bad due to fall or collapse in the value of the asset against which funds have been advanced due to a variety of reasons. However, in our case, the Company has put in place a strong asset verification and valuation processes.

- **Interest Rates**

The RBI had resorted to increasing the interest rates many times over the last eighteen months in order to control Inflation. The volatility in interest rate and high interest rate leads to default in re-payment and thus increase of interest rates would certainly affect the business of the Company.

- **Risk of Competition**

With globalization and continuous flow of private as well as international institution in the finance market the risk of competition in any business, and the finance business is no different. We believe that competition spurs our team to innovate without losing sight of the customer needs, the need for safety of funds deployed and the need to ensure commensurate returns

- **Global Economic Uncertainties**

The international events affect all financial markets of the world, and India is also affected. The affect was clearly felt in the previous year as the Indian Rupee continued to remain weak due to the crisis in Euro-zone. This may results into to stay-away attitude by foreign investors, volatility in crude price, inflation which may turned into further stress on finance market. Company there for focusing on investing its funds in assets that are fully secured and that will have least impact of global uncertainty.

Declaration on Code of Conduct

As required by Schedule V (D) of SEBI (LODR), 2015, it is hereby affirmed that all the Board Members and Senior management personnel have complied with the Code of Conduct of the Company.

Place : Chennai
Date :14.08.2019

Ashok JawarilalGalada
Managing Director cum CEO

INDEPENDENT AUDITOR'S REPORT

To the Members of
M/s Galada Finance Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of M/s Galada Finance Limited ("the Company"), which comprise the balance sheet as at 31st March, 2019, and the statement of Profit and Loss 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.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and profit/loss, 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.

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.

We do not have any key audit matters that needs to be communicated in our report.

Management's Responsibility for the Standalone 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 standalone financial statements that give a true and fair view of the financial position, financial performance, and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards 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.

The 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 standalone 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances under section 143(3)(i) of the Act,
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 standalone 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 standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure "A"** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2019 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”**.
- (g) 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 which would impact its standalone financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm RegnNo : 017740S

DIYALI B

Proprietrix
Membership No : 242354

Place : Chennai
Date :27-05-2019

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

The Annexure referred to in paragraph 1 of our Report of even date to the members of **M/s Galada Finance Limited** on the accounts of the Company for the year ended 31st March, 2019.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. a. The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b. During the year, the fixed assets of the Company have been physically verified by the management and as informed, no material discrepancies were noticed on such verification. In our opinion, the frequency of such verification is reasonable having regard to the size of the Company and the nature of its assets.
c. The title deeds of immovable properties are held in the name of the company.
2. The company is a Non – Banking Financial Company and is in the business of providing finance and hence does not have any physical inventory.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under Section 189 of the Companies Act.
4. The Company has not granted any loans or made any investments or given any guarantees and securities within the provision of Section 185 and 186 of the Companies Act.
5. During the year the company has not accepted any deposits from public. In respect of deposits accepted during the previous years, the company has complied with the directives issued by the Reserve Bank of India and the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. The Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 in respect of the activities carried on by the company.
7. (a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees’ State Insurance, income-tax, Goods and Service Tax, customs duty and any other statutory dues to the appropriate authorities.
(b) According to the information and explanations given to us, there are no dues of income tax, service tax, sales tax, customs duty and excise duty or value added tax outstanding on account of any disputes.
8. The Company has not defaulted in repayment of loans or borrowing to financial institutions, banks, governments or dues to debenture holders.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loans availed by the company were applied for the purposes for which those are raised.
10. According to the information and explanations given to us, fraud on the Company, has been noticed and reported during the course of our audit. On the 9th November, 2018, the fraudulent transfer of Rs.19,00,000/- (Rupees Nineteen Lakhs only) from the Company's Bank Account maintained with Indian Bank, U.G. Salai branch was done. FIR has been launched and complain has been filed with the Bank against the fraud.
11. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has paid the managerial remuneration in accordance with the requisite approvals mandated by the Provision of Section 197 read with Schedule V to the Act.
12. The Company is not a Nidhi company. Accordingly, Paragraph 3 (xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the record of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, paragraph 3(xiv) of the Order is not applicable to the Company.
15. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transaction with directors or persons connected with them.
16. The Company is required to be registered under Section 45-IA of the Reserve Bank of India Act 1934 and the Company had already obtained the required registration from RBI.

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm RegnNo : 017740S

DIYALI B

Proprietrix
Membership No : 242354

Place : Chennai
Date : 27-05-2019

ANNEXURE “B” TO INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 (f) under ‘Report on Other Legal and Regulatory Requirements’ in the Independent Auditor’s Report of even date)

Report on the Internal Financial Controls over Financial Reporting 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 of **M/s Galada Finance Limited** (“the Company”) as of 31st March, 2019 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 specified under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both issued by the ICAI. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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, 2019, 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 ICAI.

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm RegnNo : 017740S

DIYALI B

Proprietrix
Membership No : 242354

Place : Chennai
Date : 27-05-2019

BALANCE SHEET AS AT 31st MARCH, 2019
CIN : L65191TN1986PLC012826

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
		in Rs.	in Rs.
<u>I. EQUITY AND LIABILITIES</u>			
<u>(1) Shareholders' funds</u>			
(a) Share capital	2	30,000,000	30,000,000
(b) Reserves and surplus	3	30,549,601	32,109,505
		60,549,601	62,109,505
<u>(2) Share application money pending allotment</u>		-	-
<u>(3) Non-current liabilities</u>			
(a) Long-term borrowings	4	3,579,776	4,305,678
(b) Other Long Term liabilities	5	397,196	140,614
		3,976,972	4,446,292
<u>(4) Current liabilities</u>			
(a) Short-term borrowings	6	22,963,357	23,080,145
(b) Other current liabilities	7	7,427,818	14,589,800
(c) Short-term provisions	8	4,847,700	4,759,000
		35,238,875	42,428,945
TOTAL EQUITY AND LIABILITIES		99,765,448	108,984,742
<u>II. ASSETS</u>			
<u>(1) Non-current assets</u>			
(a) Fixed assets			
(i) Tangible assets	9	3,673,012	4,969,170
(b) Non-current investments	10	21,516,072	22,169,638
(c) Deffered Tax Assest		418,600	341,800
(d) Long-term loans and advances	11	421,517	421,517
		26,029,201	27,902,125
<u>(2) Current assets</u>			
(a) Cash and cash equivalents	12	1,529,563	823,101
(b) Short-term loans and advances	13	72,206,684	80,259,516
		73,736,247	81,082,617
TOTAL ASSETS		99,765,448	108,984,742
		-	-
Notes to the Accounts	1 to 25		

As per our report of even date attached

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors
Diyali B
Proprietrix
Membership No. 242354

J Ashok Galada
Managing Director
DIN : 00042295

Naveen Galada
Director
DIN: 00043054

Priyanka
Company
Secretary

K.R Manimeghala
Chief Financial
Officer

Place : Chennai
Date : 27-05-2019

CIN : L65191TN1986PLC012826

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2019

Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
		in Rs.	in Rs.
<u>REVENUE</u>			
I. Revenue from operations	14	12,355,520	12,470,678
II. Other Income	15	365,684	4,123,784
III. Total Revenue (I+II)		12,721,204	16,594,462
<u>EXPENSES</u>			
Employee Benefits Expenses	16	2,625,874	3,088,656
Finance Costs	17	4,427,370	4,785,069
Depreciation and amortisation expenses	9	1,323,430	1,614,173
Loss on Sale of Shares	18	1,971,924	
Other Expenses	18	3,569,610	4,089,736
Provision For NPA		88,700	1,307,000
IV. Total Expenses		14,006,908	14,884,634
<u>V. Profit before Tax (III-IV)</u>		-1,285,704	1,709,828
<u>VI. Tax Expense</u>			
(1) Current Tax		351,000	550,000
(2) Deferred Tax		(76,800)	(177,300)
VII. Profit after Tax (V-VI)		-1,559,904	1,337,128
Earning per share-Basic & Diluted		-0.52	0.45
Notes to the Accounts	1 to 25		

As per our report of even date attached

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors
Diyali B

Proprietrix
Membership No. 242354

J Ashok Galada

Managing Director
DIN : 00042295

Naveen Galada

Director
DIN: 00043054

Priyanka

Company
Secretary

K.R Manimeghala

Chief Financial
Officer

Place : Chennai
Date : 27-05-2019

Notes Forming Part Of The Financial Statements

Note 1 - Significant Accounting Policies

a) Basis of Preparation of Financial Statements

The Financial Statements of the Company has been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act") as applicable & the Regulations as applicable to the Non Banking Finance Companies, issued by the RBI.

b) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

c) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. Cost comprises of purchase price and other attributable costs, if any, in bringing the assets to its working condition for its intended use.

d) Depreciation

(i) Depreciation is provided for on Written Down Value method based on useful life of the assets as specified in Part C of Schedule II of the Companies Act, 2013

(ii) In respect of addition of assets during the year, depreciation have been provided as per Part C of Schedule II of Companies Act, 2013

e) Revenue Recognition

i) The company accounts for income and expenditure on accrual basis except otherwise stated.

ii) Finance Charges in respect of Loan transactions are apportioned over the period of agreement by Internal Rate of Return basis.

iii) The company has followed the Prudential Norms prescribed by the Reserve Bank of India for Non-Banking Financial Companies.

iv) Interest on overdue lease rentals, loan installments accounted for on receipt basis.

f) Investments:

Investments in Shares and Debentures are stated at cost. However, any decline in the value of such investments which in the opinion of the management, is not temporary, is provided for.

g) Taxation

Provision for taxation comprises of the current tax provision, and the net change in the deferred tax asset or liability during the year. Provision for deferred tax is made on the timing differences arising

between the taxable income and accounting income computed using the tax rates and laws that has been enacted or substantively enacted as of the balance sheet date.

h) Provisions

A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

i) Contingent Liabilities and Contingent Assets

Contingent liabilities and contingent assets are not recognized in the financial statements.

j) Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Earning per share, both basic and diluted, are calculated in accordance with the Accounting Standard - 20 issued by the Institute of Chartered Accountants of India.

k) Disclosure Requirement Regarding Micro, Small & Medium Scale Enterprises

The company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, disclosure, if any, relating to amount unpaid at the year end together with interest paid/ payable as required under the said Act have not been given.

Note 2 Share Capital

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number of shares	Amount	Number of shares	Amount
(a) Authorised Equity shares of Rs.10 each with voting rights	4,000,000	40,000,000	4,000,000	40,000,000
(b) Issued Equity shares of Rs.10 each with voting rights	3,000,000	30,000,000	3,000,000	30,000,000
(c) Subscribed and fully Paid up Equity shares of Rs.10 each with voting rights	3,000,000	30,000,000	3,000,000	30,000,000
Total	3,000,000	30,000,000	3,000,000	30,000,000

Note 2.1

The number of shares outstanding at the beginning and at the end of the reporting period are the same.

Note 2.2

Details of Shareholders Holding More Than 5 % Shares of the Company:

Name of the Shareholder	No. of shares held as on 31st March 2019	% of Holding	No. of shares held as on 31st March 2018	% of Holding
Galada Trades Ltd	199,135	6.64	199,135	6.64
Galada Housing Ltd	364,600	12.15	364,600	12.15
Ashok Kumar Galada HUF	174,500	5.82	174,500	5.82
Shanthi Galada	195,750	6.53	195,750	6.53
Prithvi Exchange (India) Limited	225,000	7.50	225,000	7.50

Note 3 Reserves and Surplus

Particulars	As at 31st March, 2019	As at 31st March, 2018
	In Rs.	In Rs.
(a) Statutory reserve (As per Section 45-IC of the Reserve Bank of India Act, 1934)		
Opening balance	8,764,000	8,496,000
Add: Transferred from surplus in Statement of Profit and Loss	-	268,000
Closing balance	8,764,000	8,764,000
(b) General reserve brought forward	6,064,739	6,064,739
Addition during the year	-	-
Closing balance	6,064,739	6,064,739
(c) Surplus / (Deficit) in Statement of Profit and Loss		
Opening balance	17,280,766	16,211,638
Add: Profit / (Loss) for the year	(1,559,904)	1,337,128
Less: Transferred to Statutory Reserve	-	268,000
Closing balance	15,720,862	17,280,766
Total	30,549,601	32,109,505

Note 4 Long-Term Borrowings

Particular	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Secured Loan -Volkswagan Finance P LTd (Secured against Audi Car)	1,099,776	1,725,678
Unsecured loan - Fixed Deposits	2,480,000	2,580,000
Total	3,579,776	4,305,678

Note 4.1 Fixed Deposits from Directors

31st March 2018	2,580,000
31st March 2019	2,480,000

Note 5 Other Long Term Liabilities

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Interest accrued but not due	397,196	140,614
Total	397,196	140,614

Note 5.1 Interest Accrued on Deposit from Directors

31st March 2019	397,196
31st March 2018	140,614

Note 6 Short-Term Borrowings

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Secured loan from Indian Bank (Secured by hypothecation of agreements of debtors, Personal guarantees of directors & collateral security of property of director and relatives.)	16,465,252	16,923,710
Secured loan from others (Secured by pledge of shares)	5,804,748	4,443,344
Unsecured loan - Fixed Deposits	-	1,014,000
Secured Loan - From Volkswagen Finance P.Ltd (Secured against Audi Car)	693,357	699,091
Total	22,963,357	23,080,145

Note 7 Other Current Liabilities

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Advance interest	7,131,553	13,938,673
Sundry creditors for others	77,388	97,332
Sundry creditors for expenses	216,344	215,648
Interest accrued but not due	2,533	338,147
Total	7,427,818	14,589,800

Note 7.1 Interest Accrued on Deposit from Directors

31st March 2019 2,533

31st March 2018 NIL

Note 8 Short-term provisions

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
<u>Provision for bad and doubtful debts</u>		
i) On NPA	4,666,557	4,561,852
ii) On Standard Assets	181,143	197,148
Total	4,847,700	4,759,000



Note 9 Fixed Assets

DESCRIPTION	Gross block at cost			Depreciation			Net Block	
	Balance as at 1st April, 2018	Additions	Disposals	Balance as at 31st March, 2019	Balance as at 1st April, 2018	Deductions	Balance as at 31st March, 2019	Balance as at 31st March, 2018
	In Rs.	In Rs.	In Rs.	In Rs.	In Rs.	In Rs.	In Rs.	In Rs.
Tangible Assets								
(a) Freehold Land	467,390	-	-	467,390	-	-	467,390	467,390
(b) Plant and Machinery	954,033	32,850	32,150	954,733	857,665	26,572	81,926	96,368
(c) Furniture and Fixtures	2,097,500	-	-	2,097,500	1,399,752	-	696,103	697,748
(d) Vehicles	6,355,696	-	-	6,355,696	3,496,550	-	1,788,746	2,859,146
(e) Office equipment	1,308,522	-	-	1,308,522	1,053,212	-	161,829	255,310
(f) Equipment	2,961,601	-	-	2,961,601	2,368,393	-	477,018	593,208
Total	14,144,742	32,850	32,150	14,145,442	9,175,572	26,572	3,673,012	4,969,170
Previous year	13,868,310	1,336,182	1,059,750	14,144,742	8,161,858	600,459	4,969,170	5,706,452

Note 10 Non Current Investment

Particulars		As at 31st March, 2019		As at 31st March, 2018	
Investment in Equity Instruments: Fully paid	Face Value (In Rs.)	Holding (no. of shares)	Cost (In Rs.)	Holding (no. of shares)	Cost (In Rs.)
Other Companies					
Quoted					
ADITYA BIRLA		300	45,360		
ASHPURA MINECHEM LTD	2	500	50,550	500	50,550
ASTRA MICROWAVE PRODUCTS LIMITED	2	500	70,550	500	70,550
BAJAJ ELECTRICALS		200	131,540	-	-
BALLAPUR INDUSTRIES	2	4,000	80,675	4,000	80,675
BANK OF MAHARASHTRA	10	2,000	116,156	2,000	116,156
BBTC LTD		50	86,105		
BEL		500	58,650		
BEML	10	1,000	1,119,395	700	1,013,310
BHARAT DYNAMIC LIMITED		300	92,310		
BHARAT FORGE LTD	2	150	81,360	-	-
BHEL	10	2,284	140,954	2,900	337,140
BOMBAY DYEING	2	500	155,550	-	-
CHENNAI SUPER KINGS CRICKET LIMITED		3,300	-		
COAL INDIA	10	210	63,987	500	164,789
DBL		300	194,850		
DLF LIMITED	2	1,500	707,406	2,000	837,556
DREDGING CORPORATION		300	197,970		
FEDDERS LLOYD CORP LIMITED	10	1,700	171,403	1,700	171,403
GATI LTD	2	3,000	369,270	2,000	278,070
GNA AXLES LTD		300	157,650		
GNFC		1,000	472,400		
GMR INFRASTRUCTURE LIMITED	1	-	-	10,000	232,000
GREAVES COTTON LTD	2	-	-	1,000	140,700
GVK POWER	1	19,000	453,925	14,000	382,175
HEG		50	216,294	-	-
HEIDELBERGE		100	18,200	-	-
HEXWARE		200	109,400	-	-
HINDUSTAN COPPER	5	3,000	285,900	3,000	285,900
IDFC LIMITED	10	1,000	60,600	1,000	60,600
IFCI LIMITED	10	98,500	4,236,583	98,000	4,226,683

Particulars		As at 31st March, 2019		As at 31st March, 2018	
Investment in Equity Instruments: Fully paid	Face Value (In Rs.)	Holding (no. of shares)	Cost (In Rs.)	Holding (no. of shares)	Cost (In Rs.)
INDIA CEMENTS	10	500	107,200	500	107,200
INDIA BULLS REAL ESTATE	2	500	110,575	-	-
IPCA LABORATORIES LTD	2			300	253,506
JAIN STUDIO LIMITED	10	7,420	309,903	7,420	309,903
JAIPRAKASH ASSOCIATES LIMITED	2	17,000	421,100	17,000	421,100
JHAGADIA COPPER LTD	10	1,000	24,000	1,000	24,000
JINDAL SAW LTD	2	500	72,550	500	72,550
KARNATAKA BANK LTD	10	140	23,814	800	123,660
KESORAM INDUSTRIES LTD	10	5,600	1,250,282	4,600	1,134,082
KINETIC ENGINEERING LTD	10	2,258	314,035	2,258	314,035
KRIDHAN INFRASTRUCTURE		300	22,230	-	-
LIC HOUSING FINANCE LTD	2	1,300	742,980	1,000	598,800
MADRAS FERTILIZES LTD	10	1,800	86,580	2,000	96,200
MARKSANS PHARMA LTD	1	500	53,650	500	53,650
MBL INFRA STRUCTURE LTD	10	5,100	366,070	5,100	366,070
MERCATORS LINES LIMITED	1	3,000	187,800	3,000	187,800
MONTE CARLO FASHIONS LIMITED	10	150	91,365	200	121,820
MOSER BAER	10	5,250	317,425	5,250	317,425
MTNL LTD	10	1,000	176,825	1,000	176,824
MUKTA ARTS LIMITED	5	1,500	176,700	1,500	176,700
NHPC LIMITED	10	1,000	36,900	1,000	36,900
NOESIS (MEDIA VIDEO LIMITED)	10.0	600.0	25,650	600.0	25,650
OIL INDIA LTD	10	2,000	218,200	2,600	1,049,500
ONGC LTD	5	1,425	352,950	2,325	537,650
PANACEA BIOTECH LTD	1	900	308,460	1,600	526,235
POWER FINANCE CORPORATION LTD	10	1,500	83,275	1,500	83,275
PTC INDIA FINANCIAL SERVICES LTD	10	4,500	214,850	4,500	214,850
PUNJ LYODS	2	7,800	427,964	6,800	410,414
RCF		1,000	72,880		
REC LTD		1,000	154,480		
RELIANCE INDUSTRIES INFRASTRUCTURE	10	950	552,430	800	492,160
RELIANCE POWER LTD	10	3,900	515,060	3,900	515,060
RUCHI SOYA		5,000	74,500		
SAIL		1,000	70,450		

Particulars		As at 31st March, 2019		As at 31st March, 2018	
Investment in Equity Instruments: Fully paid	Face Value (In Rs.)	Holding (no. of shares)	Cost (In Rs.)	Holding (no. of shares)	Cost (In Rs.)
SAVERA INDUSTRIES LTD	10	1,204	80,198	1,204	80,198
SHIVAM AUTOTECH LTD	2	1,500	145,950	1,500	145,950
SHREE RAM URBAN INFRASTRUCTURE LTD	10	1,500	282,098	1,500	282,098
SIEMENS LTD	2	50	72,720	100	145,440
SOUTHERN PETROCHEMICALS INDUST	10	8,600	377,590	5,600	288,190
SRIKALAHASTHI PIPES LIMITED	10	200	78,840	200	78,840
STRIDES SHASUN LTD	10	150	172,016	150	172,016
SUZLON ENERGY LIMITED	2	3,000	64,500	3,000	64,500
SWARAJ ENGINES LTD	10	280	574,104	462	1,027,364
TATA MOTORS LIMITED	2	1,300	598,915	1,200	577,080
TATA MOTORS DVD-A-ORDY	2	300	110,385	-	-
TATA STEEL LTD	10	3,200	1,772,059	3,000	2,121,300
IPO - TATA STEEL				240	36,960
TD POWER SYSTEM LTD	10	1,000	235,639	1,700	452,374
TELE DATA INFO LIMITED	2	1,000	71,990	1,000	71,990
TELEDATA MARINE SOLUTION	2	500	-	500	-
TELEDATA TECHNOLOGY SOLUTION	2	500	-	500	-
UCO BANK LTD	10	500	57,150	500	57,150
UNITECH	2	1,500	190,875	1,500	190,875
VOLTAMP TRANSFORMERS LTD	10			200	259,120
WOCKHARDT LTD	5	50	96,795	50	96,795
			22,889,950		23,343,516
Unquoted					
BIHAR ALLOYS STEEL LIMITED	10	200	2,000	200	2,000
GUPTA CARPET	10	360	11,425	360	11,425
KAYPEE MANTEX	10	100	1,000	100	1,000
KOCHAR OIL MILL LTD	10	100	1,200	100	1,200
S.N.S.LEASING	10	100	650	100	650
TUNGABADRABULP BOARD STD	10	150	750	150	750
W.I.E..ENGINEERNG	10	100	2,500	100	2,500
ZEN GLOBAL FINANCE	10	5,000	75,000	5,000	75,000
			94,525		94,525
			22,984,475		23,438,041

Particulars		As at 31st March, 2019		As at 31st March, 2018	
Investment in Equity Instruments: Fully paid	Face Value (In Rs.)	Holding (no. of shares)	Cost (In Rs.)	Holding (no. of shares)	Cost (In Rs.)
Less: Aggregate Provision for diminution in value of investments			2,668,403		2,668,403
			20,316,072		20,769,638
Investment in Govt. Securities					
9.38% West Bengal SDL	100		-		200,000
8.26% UP SDL	100		100,000		100,000
8.47% UP SDL	100		300,000		300,000
8.32% TN SDL	100		190,000		190,000
8.26% GOI Bond	100		150,000		150,000
7.99% MAHA SDL	100		100,000		100,000
9.01% J & K SDL	100		200,000		200,000
8.19% GOI Bond	100		60,000		60,000
8.79% MAHA SDL	100		100,000		100,000
			1,200,000		1,400,000

Total Non-Current Investments	21,516,072	22,169,638
Aggregate Cost of Quoted Shares	22,889,950	23,343,516
Aggregate market value of listed and quoted investments	11,335,969	13,623,253
Aggregate Cost of unquoted Shares	94,525	94,525

Note 11 Long-Term Loans and Advances

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
<u>Unsecured, considered good</u>		
Advances & Deposits	421,517	421,517
Total	421,517	421,517

Note 12 Cash and Cash Equivalents

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
(a) Cash on hand	713,151	441,448
(b) Balances with banks In current accounts	21,734	47,756
(c) Cheques in Hand	794,678	333,897
Total	1,529,563	823,101

Note 13 Short-Term Loans and Advances

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
<u>Secured, considered good</u>		
Secured Loans	62,750,316	70,111,641
<u>Unsecured, considered good</u>		
Advances & Deposits	3,210,799	2,227,354
Vehicles in hand	2,307,450	2,735,450
Loans	3,038,710	4,282,420
Interest Accrued but not due	26,695	31,372
Dividend Receivable	1,775	-
<u>Other loans & advances</u>		
Income Tax (Net of provision)	870,939	871,279
Total	72,206,684	80,259,516

Note 14 Revenue from Operations

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
<u>Income from Financing Operations</u>		
Interest Receipts	12,355,520	12,470,678
Total	12,355,520	12,470,678

Note 15 Other Income

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Dividend Receipts	220,440	310,738
Interest on Govt Securities	106,285	120,342
Profit on Sale of Assets	-	180,709
Profit on sale of Shares	-	3,474,531
Miscellaneous Income	38,959	37,464
Total	365,684	4,123,784

Note 16 Employee Benefits

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Salary & Bonus	1,538,624	1,505,616
Managerial Remuneration	1,000,000	1,500,000
Staff Welfare Expenses	87,250	83,040
Total	2,625,874	3,088,656

Note 17 Finance Cost

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
<u>Interest Expense</u>		
Loan from Bank	2,123,939	2,443,153
Fixed Deposits	419,229	725,181
Other Interest	1,710,591	1,584,793
	4,253,759	4,753,127
Loan Processing Fees	147,500	-
Bank Charges	26,111	31,942
Total	4,427,370	4,785,069

Note 18 Other Expenses

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
Advertisement Expenses	30,509	46,145
Audit Fees	100,000	100,000
Bad Debts	342,991	528,697
Business Promotion Expenses	11,994	33,568
Commission & Brokerage	14,250	28,500
Communication Expenses	90,847	122,387
Custodial charges	47,200	40,000
Demat Charges	1,864	2,166
Directors Sitting Fees	34,000	28,000
Electricity Expenses	77,118	74,030
Insurance Charges	109,454	169,617
Legal & Professional Fees	710,311	638,255
Listing Fees	295,000	287,500
Loss on Sale of Asset	78	-
Miscellaneous Expenses	588,747	472,329
Office Expenses	70,479	178,506
Office Rent	400,000	480,000
Parking Charges	9,000	9,500
Printing and Stationery	51,165	56,943
Rates and taxes	4,500	123,250
Repairs & Maintenance Charges	42,060	69,524
Service Tax Paid	-	28,269
STT	69,343	112,722
Travelling and Conveyance	49,368	120,254
Vehicle Maintenance	419,332	339,574
Total	35,69,610	4,089,736

NOTE 19 - General - Payment to Auditors

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
For Statutory Audit	50,000	50,000
For Tax Audit	12,500	12,500
For Taxation	12,500	12,500
For Other Services	15,000	15,000
For Out of pocket expenses	10,000	10,000
Total	100,000	100,000

NOTE 20 - Finance Charges

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
On Fixed Loans	419,229	725,181
On Other Loans	3,834,530	4,027,946
Total	4,253,759	4,753,127

NOTE 21

The Company is engaged primarily in the business of financing and accordingly there are no separate reportable segment as per accounting standard 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India.

NOTE 22 - Payment to Directors

Particulars	As at 31st March, 2019 In Rs.	As at 31st March, 2018 In Rs.
A. Interest on Fixed Deposit	332,104	332,203
B. Sitting Fees	34,000	28,000
C. Salary & Allowance	1,000,000	1,500,000
Total	1,366,104	1,860,203

NOTE 23 - Related Party Disclosures :
A. Related Parties
a. Directors & Key Management Personnel :

Mr. J Ashok Galada, Managing Director
Mr.Naveen Galada, Non-Executive Director
Justice Ponniah Bhaskaran, Director
Mr.Venkata Krishnan, Director
Mr.K Ramu, Director
Mrs. R.S. Indira, Director
Ms.Priyanka, Company Secretary
Mrs. K.R.Manimeghala, Chief Financial Officer

b. Relatives of Directors & Key Management Personnel :

Mrs. Shanti Galada, Wife of Managing Director
Mrs. B.Padmavathi, Wife of Director

B. Transaction with Related Parties
(i) With respect to (a) above

Name of the Party	Relationship between the party	Nature of Transaction	Volume of transaction	Amount Payable
Priyanka	Company Secretary	Salary, Bonus & Conveyance	204,000	-
K.R.Manimeghala	Chief Financial Officer	Salary, Bonus & Conveyance	584,675	-
J Ashok Galada	Managing Director	Salary	10,00,000	-
Justice Ponniah Bhaskaran	Director, Chairman	Interest on Fixed Deposit	42,531	2,533
K Ramu	Director	Interest on Fixed Deposit	289,573	397,196
Justice Ponniah Bhaskaran	Director, Chairman	Fixed Deposit	3,00,000	3,00,000
K Ramu	Director	Fixed Deposit	21,80,000	21,80,000
Justice Ponniah Bhaskaran	Director, Chairman	Sitting Fees	10,000	-
K Ramu	Director	Sitting Fees	10,000	-
Venkata Krishnan	Director	Sitting Fees	10,000	-
Indiara Devi	Director	Sitting Fees	4,000	-

(ii) With respect to (b) above

Name of the Party	Relationship between the party	Nature of Transaction	Volume of transaction	Amount Payable
Shanthi Devi Galada	Managing Director's Wife	Rent	400,000	-
B.Padmavathi	Director' Wife	Interest on Fixed Deposit		-

NOTE 24

In accordance with the Accounting Standard 22 (Accounting for taxes on income) issued by the Institute of Chartered Accountants of India, the deferred tax liability/ assets as the case may be as at 31st March, 2019 has been charged to/reversed back in the Profit & Loss Account. In the current year, provision has been reversed on account of timing difference of depreciation on assets.

NOTE 25 - Earning Per Share

Particulars	FY 2018-19 In Rs.	FY 2017-18 In Rs.
Profit after Tax	(1,559,904)	1,337,128
No of Shares outstanding	3,000,000	3,000,000
Earning Per Share - Basic & Diluted	(0.52)	0.45

As per our report of even date attached

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors

Diwali B

Proprietrix
Membership No. 242354

J Ashok Galada

Managing Director
DIN : 00042295

Naveen Galada

Director
DIN: 00043054

Priyanka

Company
Secretary

K.R Manimeghala

Chief Financial
Officer

Place : Chennai

Date : 27-05-2019

SCHEDULE TO THE BALANCE SHEET OF A NON-BANKING FINANCIAL COMPANY

(as required in terms of Paragraph 9BB of
Non-Banking Financial Companies Prudential Norms(Reserve Bank) Directions, 1998

Particulars		(Rs. in Lakhs)
Liabilities side:		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid	Amount outstanding	Amount Over due
(a) Debentures : Secured	-	-
: Unsecured	-	
(other than falling within the meaning of public deposit*)		
(b) Deferred Credits	-	
(c) Term Loans	18	
(d) Inter-corporate loans and borrowing	-	
(e) Commercial Paper	-	
(f) Public Deposits *	-	
(g) Other Loans (specify nature)		
From Banks	165	
From Others	58	
From Others - (Directors Deposit)	29	
(2) Break-up of (1) (f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(a) In the form of Unsecured debentures	-	
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	-	
(c) Other public deposits	-	
Asset side:	Amount outstanding	
(3) Break-up of Loans and Advances including bills receivable [other than those included in (4) below] :		
(a) Secured	511	
(b) Unsecured	27	

<p>(4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</p> <p>(i) Lease assets including lease rental under sundry debtors :</p> <p>(a) Financial lease (NET) -</p> <p>(b) Operating lease -</p> <p>(ii) Stock on hire including hire charges under sundry debtors :</p> <p>(a) Asset on hire (NET) -</p> <p>(b) Repossessed Assets 23</p> <p>(iii) Hypothecation loans counting towards EL/HP activities</p> <p>(a) Loans where assets have been repossessed -</p> <p>(b) Loans other than (a) above (NET) -</p>		
<p>(5) Break-up of Investments:</p> <p>Current Investments:</p> <p>1. Quoted :</p> <p>(i) Shares : (a) Equity -</p> <p>(b) Preference -</p> <p>(ii) Debentures and Bonds -</p> <p>(iii) Units of mutual funds -</p> <p>(iv) Government Securities -</p> <p>(v) Others (please specify) -</p> <p>2. Unquoted :</p> <p>(i) Shares : (a) Equity -</p> <p>(b) Preference -</p> <p>(ii) Debentures and Bonds -</p> <p>(iii) Units of mutual funds -</p> <p>(iv) Government Securities -</p> <p>(v) Others (please specify) -</p>		

(6) Borrower group-wise classification of all leased assets, stock on hire and loans and advances : Please see Notes 2 below

Category		Amount net of provisions		
		Secured	Unsecured	Total
1. Related Parties **				
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		511	27	538
Total		511	27	538

**(7) Investor group-wise classification of all investments(Current and long term) in shares \ and securities(both quoted and unquoted):
Please see Notes 3 below**

Category		Market Value / Break Up or fair value or NAV		Book Value (Net of Provisions)
1. Related Parties **				
(a) Subsidiaries		-	-	-
(b) Companies in the same group		-	-	-
(c) Other related parties		-	-	-
2. Other than related parties		-	113	215
Total			113	215

** as per Accounting Standard of ICAI (Please see Note 3)

(8) Other Information

Particulars		Amount
(i)	Gross Non-Performing Assets (Agreement balance)	
(a)	Related parties	
(b)	Other than related parties	171
(ii)	Net Non-Performing Assets (Agreement balance less advance hire charges/advance interest & provision)	
(a)	Related parties	
(b)	Other than related parties	87
(iii)	Assets acquired in satisfaction of debt	-

As per our report of even date attached

For DIYALI B AND ASSOCIATES

For and on behalf of the Board of Directors

Chartered Accountants

Firm Regn No. 017740S

Diyaali B

Proprietrix
Membership No. 242354

J Ashok Galada
Managing Director
DIN : 00042295

Naveen Galada
Director
DIN: 00043054

Priyanka
Company Secretary

K.R Manimeghala
Chief Financial Officer

Place : Chennai

Date : 27-05-2019

CASH FLOW STATEMENT AS AT 31ST MARCH 2019

Particulars	As on 31.03.2019 Rs. In Lakhs	As on 31.03.2018 Rs. In Lakhs
Cash flow from operating activities		
Net profit before Tax and Extra ordinary items	(12.86)	17.10
Add: Non operating expenses/Non cash flow items		
Adjustment for depreciation	13.23	16.14
Interest & Financial Charges	42.54	47.53
Loss on Sale of Shares	19.72	-
Loss on Sale of fixed Assets	-	-
Provision For NPA	0.89	13.07
	76.38	76.74
Less : Non operating incomes		
Profit on Sale of Shares	-	34.75
Profit on Sale of Assets	-	1.81
Interest on Government Securities	1.06	1.20
Dividend Receipts	2.20	3.11
	3.26	40.87
Operating profit before working capital changes	60.26	52.97
Add/(Less) : Adjustments for working capital changes		
Increase / (Decrease) in Current Liabilities	(0.19)	(5.81)
(Increase) / Decrease in advance & deposits	12.45	70.61
	12.26	64.80
Cash Generated from Operations	72.52	117.77
Less : Interest Paid	(43.33)	(55.46)
Income Tax paid	(3.51)	(6.71)
Net Cash from Operating activities (A)	25.68	55.60
Cash flow from investing activities		
Sale / (Purchase) of Fixed Assets (Net)	(0.27)	(6.96)

Particulars	As on 31.03.2019 Rs. In Lakhs	As on 31.03.2018 Rs. In Lakhs
Purchase of Investments (Net)	(13.18)	(9.02)
Net Cash used in Investing Activities (B)	(13.45)	(15.98)
Cash Flow from Financing Activities		
Repayment of Long term Borrowing & Debts (Net of repayments)	(7.26)	8.34
Short Term Borrowings (Net of repayments)	(1.17)	(49.39)
Interest on Government Securities	1.06	1.20
Dividend Receipts	2.20	3.11
Dividend Paid		
Net Cash Flow from financing activities (C)	(5.17)	(36.74)
Net increase in cash and cash equivalents (A+B+C)	7.06	2.88
Cash and equivalents as at 31st March 2018	8.23	5.35
Cash and equivalents as at 31st March 2019	15.29	8.23
Increase / Decrease in cash equivalents	7.06	2.88
	0.00	0.00

As per our report of even date attached

For DIYALI B AND ASSOCIATES

Chartered Accountants
Firm Regn No. 017740S

For and on behalf of the Board of Directors

Diwali B

Proprietrix
Membership No. 242354

J Ashok Galada

Managing Director
DIN : 00042295

Naveen Galada

Director
DIN: 00043054

Priyanka

Company
Secretary

K.R Manimeghala

Chief Financial
Officer

Place : Chennai

Date : 27-05-2019

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of Galada Finance Limited derived from the audited Financial Statements for the year ended 31st March 2019. The statement has been prepared by the Company in accordance with requirements of Clause 32 of the listing agreement with the stock exchange. Previous year's figures have been re-grouped wherever found necessary.

For DIYALI BAND ASSOCIATES

Chartered Accountants
Firm Regn No. 017740S

Diyali B
Proprietrix
Membership No. 242354

Place : Chennai
Date : 27-05-2019

**Form No. MGT-11
Proxy form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65191TN1986PLC012826
 Name of the company: Galada Finance Limited
 Registered office: "SHANTI SADAN",
 Old No.4, New No.7 Shaffee Mohamed Road,
 Thousand Lights, Chennai-600006

Name of the Member(s): Registered address: E-mail Id: Folio No/ Clint Id: DP ID:
--

I/ We being the member (s) ofshares of the above named Company, hereby appoint

1. Name:
 Address:
 E-mail Id:
 Signature:, or failing him

2. Name:
 Address:
 E-mail Id:
 Signature:,or failing him

3. Name:
 Address:
 E-mail Id:
 Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday 28th September 2019 at 4.00 p.m. at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Signed this day of..... 20....
 Signature of Shareholder
 Signature of Proxy holder(s)

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

Please Fill the Attendance Slip and Hand it over at the entrance of the Meeting Venue

Joint shareholders may obtain Attendance Slip on request.

DP ID:

Reg. Folio No.

Client ID:

No. of shares held:

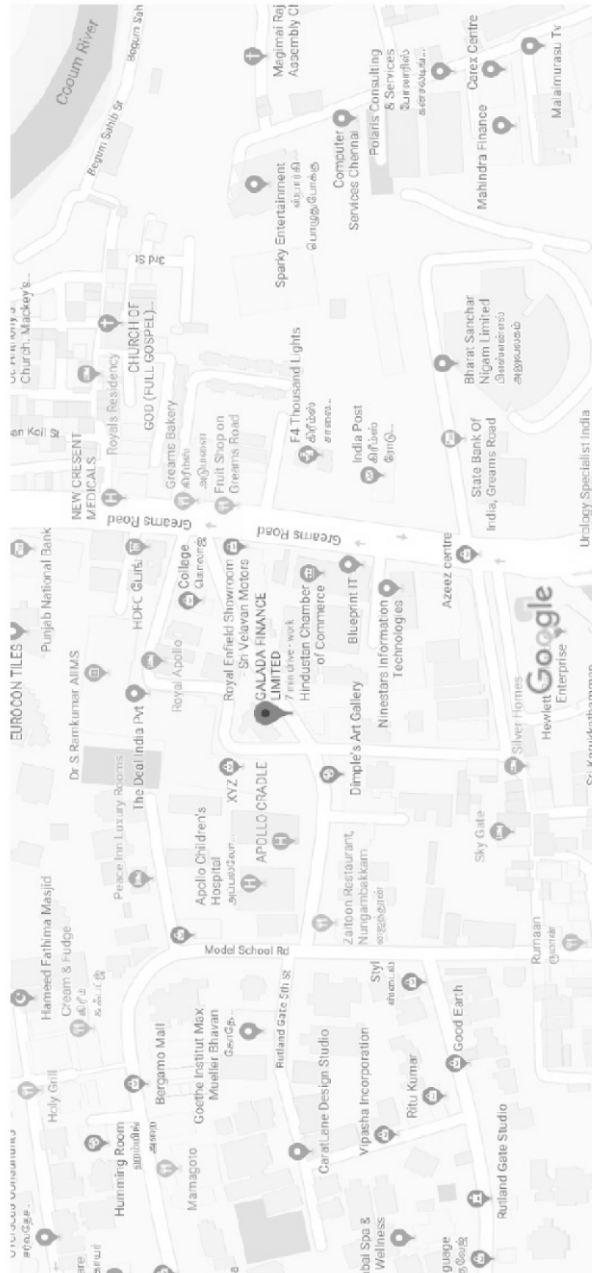
I certify that I am a Member/ proxy for the member of the Company.

I hereby record my presence at the Thirty Third Annual General Meeting of the company held on Saturday 28th day of September 2019 at 4.00 p.m. at the registered office of the Company.

Signature of the member/proxy

Signature of the member/proxy

NOTE : NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING



Map data ©2019 50 m

Tel : 28294830

galadafinance.in

GALADA FINANCE LIMITED

"Shanti Sadan",
Old No.4, New No.7
Shafee Mohamed Road,
Thousand Lights, Chennai-600006



If Undelivered please return to:

GALADA FINANCE LIMITED

Regd. Off. : "Shanti Sadan" Old No.4 (New No. 7),
Shaffee Mohammed Road, Thousand Lights
Chennai - 600 006. Ph : 28294830, 43099009,
28294831, Telefax : 28294830