



ANNUAL REPORT 2017-2018

Content

Chairman's Message	01
Management Team	03
Corporate Informations	04
Notice of Annual General Meeting	05
Directors' Report	15
Management Discussion and Analysis Report	21
Report on Corporate Governance	24
Statement Containing Salient Feature of the Financial Statements of Subsidiaries /Associates /Joint Ventures	39
Secretarial Audit Report	41
Particulars of Employees	44
Annual Report on Corporate Social Responsibility Activities	45
Independent Auditor's Report	48
Balance Sheet	54
Statement of Profit and Loss	55
Cash Flow Statement	56
Significant Accounting Policies	57
Notes to Financial Statements	60
Independent Auditor's Report on the Consolidated Financial Statements	78
Consolidated Balance Sheet	82
Consolidated Statement of Profit and Loss	83
Consolidated Cash Flow Statement	84
Significant Accounting Policies to the Consolidated Financial Statements	85
Notes to Consolidated Financial Statements	89



“CHAIRMAN'S MESSAGE”

Dear Shareholders,

I was delighted to be appointed as the Chairman of your Company in September, 2017. It gives me great pleasure and immense pride in placing before you the 25th Annual Report of your Company for the financial year 2017-18.

According to Central Statistics Office (CSO), the Indian economy posted a growth rate of 7.7% during Q4 – January – March 2018, enabling the country to retain its position as the fastest growing major economy. India has positioned itself as the most dynamic emerging economy among the largest countries and is expected to remain the fastest growing on the back of robust private consumption and noteworthy domestic reforms gradually being implemented by the Government. During the year under review, RBI made the various amendments to the regulatory framework for NBFCs. Your Company is keeping a consistent monitoring of all these developments and is continuously exploring new opportunities. The domestic challenges are not insurmountable. The overall business environment today is much better than what it was during the last few years. Your Company has been aggressively taking up the cause of the sector by way of regular interaction with the regulators and the Governments, both at the Centre and the States.

Indian businesses have successfully coped with numerous policy-led realignments and the financial services sector has been witnessing regulatory led credit quality changes which will enable a secured future for the market. Compared to the global scenario, the India story remains buoyant and holds significant

potential. We are committed to further strengthening our capabilities that allow us to serve various financial needs of our customers.

At the heart of everything we do, we try to deliver excellent service, making customers connected with us, feel recognised, respected and valued with each interaction. Over more than two decades of rich knowledge enables us to develop products and services according to the specific needs of our customers across various locations. Our continued focus on stringent credit norms has helped us in maintaining asset quality over the years. Quality and Profitability has been the underlying philosophy that has guided your Company over the years and shall continue to do so in the future as well. As always, preservation of asset quality will remain a key imperative.

We are constantly building on our existing strengths, while at the same time envisaging our business priorities to reach new horizons of growth and opportunities and also re-assured stability and soundness in terms of overall business performance by achieving profit before tax of ₹ 1,647.21 lakhs for the financial year ended 31st March, 2018

Your directors are pleased to recommend a final dividend of ₹ 0.05/-per equity share (i.e, 1% on the face value of ₹ 5/-each) for the financial year ended March 31, 2018, out of the profits of the Company for the financial year ended March 31, 2018, on the paid up capital of ₹ 9,511.92 Lakhs, if approved by the shareholders will be recognised as a liability during the financial year 2018-19.

contd.....

“CHAIRMAN’S MESSAGE”

At Golden Goenka, Our people are an important asset to us and are essential to secure the trust of our stakeholders at all times. We strive to be an employer of choice and are fully committed to improving the safety of our people. Our work environment encourages a culture of teamwork, continuous learning and work-life balance. The Company encourages all employees to advance their career through several learning programmes.

During the year under review, Mr. Girdhai Lal Goenka had resigned from the post of Chairman & Managing Director of the Company, after serving over seven years on the Board. I would like to thank him for his support and wise counsel and wish him well in the future. Furthermore, I have the good fortune and privilege to serve this great Company as a Chairman, with the new leadership team. With the huge opportunities ahead, I

am very excited about the future and sincerely believe that Golden Goenka's best days are yet to come.

On behalf of the Board and on my own behalf, I place on record my sincere appreciation and gratitude to our Bankers, RBI, SEBI, MCA, Registrar and Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories, Customers, Business Associates & Auditors for their continued support and the confidence they have reposed in the Company. I record my special appreciation of the tireless efforts of Team Golden, a dedicated and loyal band of people who have displayed unswerving commitment to their work in these challenging times and helped the Company deliver strong results. I owe my gratitude to the Company's valuable shareholders for their continued patronage & co-operation and seek their continued support and co-operation in future.

Sincerely,



Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Management Team

— BOARD OF DIRECTORS —

Mr. Udai Kothari

(Chairman & Managing Director w.e.f. 21st September, 2017)

Mr. Deepak Kothari

(Whole-time Director w.e.f. 21st September, 2017)

Mr. Dinesh Burman

(Whole-time Director)

CA Govind Kumar Goyal

(Non-Executive Independent Director)

Mrs. Leena Hinesh Jobanputra

(Non-Executive Independent Director)

Mr. Jignesh Dalal

(Non-Executive Independent Director w.e.f. 15.02.2018)

Mr. Nishant Sharadrao Nanda

(Non-Executive Independent Director w.e.f. 10.08.2018)

CA G. L. Goenka

(Chairman & Managing Director upto 20th September, 2017)

Mr. Rhythm Arora

(Non-Executive Independent Director upto 15.02.2018)

Mr. Niranjana Kumar Choraria

(Non-Executive Independent Director upto 10.08.2018)

— KEY MANAGERIAL PERSONNEL —

CA Ayush Agarwal

(Chief Financial Officer)

CS Amrita Mohta Kothari

(Company Secretary)

CORPORATE INFORMATION

AUDIT COMMITTEE

Mr. Jignesh Dalal, Chairman
Mrs. Leena Hinesh Jobanputra, Member
Mr. Govind Kumar Goyal, Member

NOMINATION AND REMUNERATION COMMITTEE

Mr. Jignesh Dalal, Chairman
Mrs. Leena Hinesh Jobanputra, Member
Mr. Govind Kumar Goyal, Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Jignesh Dalal, Chairman
Mrs. Leena Hinesh Jobanputra, Member
Mr. Udai Kothari, Member
Mr. Dinesh Burman, Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mr. Udai Kothari, Chairman
Mr. Dinesh Burman, Member
Mr. Jignesh Dalal, Member

STATUTORY AUDITORS

M/s Das & Prasad
(Chartered Accountants)

INTERNAL AUDITORS

M/s R. K. Lodha & Associates
(Chartered Accountants)

SECRETARIAL AUDITOR

M/s Prateek Kohli & Associates
(Company Secretaries)

BANKERS

HDFC Bank
United Bank of India
ICICI Bank

REGISTRAR & SHARE TRANSFER AGENTS

Niche Technologies Private Limited
D-511, Bagree Market
71, B.R.B Basu Road, Kolkata-700001
Phone: 033-22357270/71
Fax: 033-22156823
Email: nichetechpl@nichetechpl.com

REGISTERED OFFICE

Golden Goenka Fincorp Limited
16, Strand Road, 9th Floor
Room No. 908 B, Kolkata-700001
Phone No.- 033-4603 2315
Fax No. – 033-44070020
E-mail: contact@goldengoenka.com
Website: www.goldengoenka.com

CORPORATE OFFICE

Golden Goenka Fincorp Limited
Vaman Techno Centre, A-Wing, 7th Floor,
Marol Naka, Makwana Road, Andheri (East)
Mumbai-400059
Phone- 022-42300 800

CORPORATE IDENTIFICATION NUMBER

L65993WB1993PLC060377

STOCK EXCHANGE WHERE THE SHARES ARE LISTED

The BSE Limited (Security Code:-530579)
The Calcutta Stock Exchange Limited (Security Code:- 10017059)

Notice of Annual General Meeting

NOTICE is hereby given that the 25th Annual General Meeting of the Members of Golden Goenka Fincorp Limited will be held on Wednesday, the 26th day of September 2018 at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata-700069 at 11:00 A.M. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive, consider and adopt-
 - (a) The Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the report of the Board of Directors and Auditors thereon.
 - (b) The Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the report of the Auditor's thereon.
2. To declare a dividend on equity shares for the financial year ended March 31, 2018 and in this regard, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
"RESOLVED THAT a final dividend of ₹ 0.05/-per equity share (i.e, 1% on the face value of ₹ 5/-) as recommended by the Board of Directors of the Company, be and is hereby declared for the financial year ended March 31, 2018, out of the profits of the Company for the financial year ended March 31, 2018."
3. To appoint a Director in place of Mr. Deepak Kothari (DIN: 00280323) who retire by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to authorize the Board of Directors or Committee(s) thereof to fix their remuneration and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION**:
"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors, consent of Members be and is hereby accorded to re-appoint M/s Das & Prasad, Chartered Accountants (Firm Registration No. 303054E), as the Statutory Auditor of the Company to hold office for a term of 5 (Five) years from the conclusion of forthcoming 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors (including any Committee thereof) of the Company and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) of the Company be and is hereby authorised to do all acts, take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

AS SPECIAL BUSINESS

5. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION** :

"RESOLVED THAT Mr. Jignesh Dalal (DIN: 08065507), who was appointed as an Additional Director (Category-Independent) of the Company by Board of Directors with effect from 15th February, 2018 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 ("the Act") and Article 93 of Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), Mr. Jignesh Dalal (DIN: 08065507), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under both Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 15th February, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded to the re-appointment of Mr. Dinesh Burman (DIN: 00612904) as Whole-time Director of the Company, for a period of 3 (three) years with effect from May 30, 2018 at a remuneration and on the terms and conditions set out below:-

- A. Basic Salary- ₹ 17000/- per month
- B. Perquisites & Allowances-
 - i. House Rent Allowance- 50% of the Basic Salary
 - ii. Medical Reimbursement –₹ 15000/- per annum
 - iii. Leave Travel Concession equal to 1 (one) month Basic Salary



Notice of Annual General Meeting (Contd.)

- iv. Encashment of unavailed leave as per the Rules of the Company at the time of retirement/cessation of service.

The said perquisites and allowances shall be evaluated wherever applicable, as per the Income Tax Act, 1961 or any rules made there under [including any statutory modification(s), amendment(s) or re-enactment (s) thereof, for the time being in force]. In absence of any such rules, perquisites and allowances shall be evaluated as per actuals.

The Whole-time Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committee(s) thereof.

The remuneration payable to the Whole-time Director by way of salary, perquisites and allowances shall not however exceed the ceiling limit as prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors is entitled to determine and revise the salary, perquisites and allowances payable to the Whole-time Director at any time, such that the overall remuneration payable shall not exceed the aggregate limit as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The period of office of Mr. Dinesh Burman as Whole-time Director shall be liable to determination by retirement of directors by rotation. However this will not constitute discontinuation in tenure of services of Mr. Dinesh Burman.

The tenure of employment of Mr. Dinesh Burman as Whole-time Director of the Company may be terminated by the Company by giving notice of 45 days or payment of salary (Basic) in lieu thereof. In case, the Whole-time Director does not wish to continue with the Company, he should serve a notice period of 90 days prior to date of leaving or should make payment of salary (Basic) in lieu thereof.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of the Whole-time Director, the Company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 181 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof

for the time being in force), consent of the members be and is hereby accorded to the Board of Directors (herein referred to as 'the Board' which shall deem to include any committee(s) thereof) to contribute to bonafide charitable and other funds provided that the aggregate amount of contribution to such funds in a financial year shall not exceed the limits as set out in Section 181 or a sum of ₹ 140 lacs (Rupees One hundred forty lacs only) whichever is higher."

8. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13(2) and other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) or any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and the uniform listing agreement entered into by the Company with The BSE Limited and The Calcutta Stock Exchange Limited (the "Stock Exchange") and subject to the approvals, consents, sanctions and permissions of the Stock exchange(s) and/or other appropriate regulatory and statutory authorities/departments the consent of the members be and is hereby accorded to change the name of the Company from '**GOLDEN GOENKA FINCORP LIMITED**' to '**U. Y. FINCORP LIMITED**'.

RESOLVED FURTHER THAT the Name Clause of the Memorandum of Association of the Company be altered and substituted as follows:

1. The name of the Company is 'U. Y. FINCORP LIMITED'.

RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013 and the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company i.e. U. Y. FINCORP LIMITED.

RESOLVED FURTHER THAT any one of the Directors and / or Company Secretary of the Company be and are hereby severally authorised to do and perform all such acts, deeds, matters as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the Statutory Authorities, and to execute all such deeds, documents, agreement and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorised representatives, to appear before the office of the Registrar of Companies (MCA), deal with Stock Exchange(s) and/or other appropriate regulatory and statutory authorities/departments to settle and finalise all issues that may arise in this regards for giving effect to the above mentioned resolution(s) and to delegate all or any of the powers conferred herein as they may deem fit."

Notice of Annual General Meeting (Contd.)

9. To consider and, if thought fit, to pass with or without modification(s), the following resolutions as an **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Nishant Sharadrao Nanda (DIN: 08196581), who was appointed as an Additional Director (Category-Independent) of the Company by Board of Directors with effect from 10th August, 2018 and who holds office up to the date of the forthcoming Annual General Meeting under Section 161 of the Companies Act, 2013 (“the Act”) and Article 93 of Articles of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any modification(s) or re-enactment(s) thereof for the time being in force) Mr. Nishant Sharadrao

Nanda (DIN: 08196581), a Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided under both Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5(five) consecutive years from 10th August, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:
16 Strand Road
9th Floor, Room No. 908B
Kolkata-700001
Dated: 10th August, 2018

By Order of the Board
Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:-00284256)

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE SHOULD BE DULY STAMPED, COMPLETED AND SIGNED AND MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING OF THE MEETING.**

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 member.

- Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer Books will remain closed from Thursday, the 20th day of September, 2018 to Wednesday, the 26th day of September, 2018 (both days inclusive).
- Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agents at Room No. D-511, Bagree Market, 71, B.R.B Basu Road, Kolkata - 700001 or to the Company and always quote their Folio No. in all correspondence.
- A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the Meeting is annexed hereto.
- Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committee(s), shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Section forming part of the Annual Report.
- The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to M/s. Niche Technologies Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
- As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Permanent Account Number



Notice of Annual General Meeting (Contd.)

(PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).

8. Members desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may do so.
9. Pursuant to provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the statement containing information of the unclaimed amounts of dividend lying with the Company as on the date of last Annual General Meeting i.e., 20th September, 2017 has been uploaded on the website of the Company and necessary forms/returns have also been filed with the Ministry of Corporate Affairs.
10. All relevant documents referred in the Notice and Explanatory Statement will be available for inspection by the members at the Registered Office of the Company between 11:00 AM to 01:00 PM on any working day of the Company up to the date of the meeting.
11. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their attendance slip along with their copies of Annual Report to the Meeting.
12. Members desirous of getting any information in relation to the Company's Annual Report 2017-18 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company to enable the Management to keep the information readily available at the Meeting.
13. Dividend on Equity Shares, as recommended by the Board of Directors of the Company, for the financial year ended March 31, 2018, if declared, at the AGM, will be paid to:
 - i. those Members whose names appear in the Register of Members of the Company at the end of business hours on Wednesday, September 19, 2018, after giving effect to all valid share transfers in physical mode lodged with the Company / RTA on or before Wednesday, September 19, 2018.
 - ii. those 'Beneficial Owners' entitled thereto, in respect of shares held in electronic mode, whose names shall appear in the statements of beneficial ownership furnished by respective Depositories, viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on Wednesday, September 19, 2018.
14. Electronic copy of the 25th Annual Report (including the Notice) of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail IDs are registered with the Company / Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
15. The Notice and Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at www.goldengoenka.com.
16. **Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.**
17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
18. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot papers. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
19. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed there under, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.
20. A Route map with prominent landmark for easy location of the venue of the meeting is given as per the requirement of the Secretarial Standard - 2 on **"General Meetings"**.

Notice of Annual General Meeting (Contd.)

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

- (i) The remote e-voting period commences on Sunday the 23rd day of September, 2018 at 10:30 AM (IST) and ends on Tuesday the 25th day of September, 2018 at 5:00 PM (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (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> <ul style="list-style-type: none"> 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. 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	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio.</p> <ul style="list-style-type: none"> Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or Company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. Golden Goenka Fincorp Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.



Notice of Annual General Meeting (Contd.)

- (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 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) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
 - (xix) **Note for Institutional Shareholders & Custodians :**
 - Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact them at 1800 200 5533.
22. Institutional Members / Bodies Corporate (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at kohli.prateek@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 25th September, 2018 at 5:00 PM (IST) without which the vote shall not be treated as valid.
 23. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2018. A person who is not a member as on cut-off date should treat this notice for information purpose only.
 24. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 17th August, 2018.
 25. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
 26. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2018 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
 27. Investors who became members of the Company subsequent to the despatch of the Notice / E-mail and holds the shares as on the cut-off date of 19th September, 2018 are requested to send the written / E-mail communication to the Company at cs@goldengoeka.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
 28. The Board of Directors of the Company at its meeting held on 10th August, 2018 appointed M/s. Prateek Kohli & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 29. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.goldengoeka.com and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The BSE Limited and The Calcutta Stock Exchange Limited.
 30. A copy of this notice has been placed on the website of CDSL.
 31. Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 26, 2018.

Notice of Annual General Meeting (Contd.)

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

Item No. 5

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Jignesh Dalal (DIN: 08065507), as an Additional Director of the Company with effect from 15th February, 2018.

In terms of the provisions of Section 161 of the Act, Mr. Jignesh Dalal will hold office up to the date of the ensuing Annual General Meeting.

Mr. Jignesh Dalal is not disqualified from being appointed as a Director in term of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Mr. Jignesh Dalal that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointed Mr. Jignesh Dalal as Independent Director for five (5) consecutive years with effect from 15th February, 2018 subject to approval of members.

In term of Section 149 and other applicable provisions of the Act, Mr. Jignesh Dalal being eligible, is proposed for appointment as Independent Director for five (5) consecutive years on the Board of the Company.

In the opinion of Board, Mr. Jignesh Dalal fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulation 2015. Mr. Jignesh Dalal is independent of the management.

Copy of the draft letter for appointment of Mr. Jignesh Dalal as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mr. Jignesh Dalal, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

Item No. 6

The Board of Directors of the Company (the 'Board'), at its meeting held on 23rd May, 2018 has, subject to the approval of members, re-appointed Mr. Dinesh Burman as Whole-time Director of the Company for a period of 3 (three) years commencing from 30th May, 2018 to 29th May, 2021 at the remuneration and terms and conditions recommended by the Nomination and Remuneration Committee at its meeting held on 23rd May, 2018.

It is proposed to seek the members' approval for the re-appointment of and remuneration payable to Mr. Dinesh Burman as Whole-time Director in terms of the applicable provisions of the Act. The salient terms and conditions of the appointment are set out in the Item No. 6 of the Notice.

Information as required under Section II of Part II of Schedule V of the Act are as follows:-

I. GENERAL INFORMATION:-

(1) Nature of Industry

Non Banking Finance Company

(2) Date or expected date of commencement of commercial production

Your Company continues to carry on its business of Non Banking Financial Institution without accepting deposits. The Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

Notice of Annual General Meeting (Contd.)

(4) Financial performance based on given indicators

(₹ In Lacs)

Financial Year ended	31.03.2018	31.03.2017
Gross Sales & Other Income	2,360.37	2,598.48
Profit after Tax	1,151.54	1,137.56
Equity Share Capital	9,511.92	9,511.92
Reserve and Surplus	14,947.36	13,795.82

(5) Foreign investments or collaborations, if any- NIL

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background details

Mr. Dinesh Burman, aged about 61 years is the Executive Director of our Company. He holds a bachelors' degree in Science and a LLB from University of Calcutta. He was earlier associated with his own whole selling business in household appliances of various brands since 1987. He has keen analytical skills and good communication & interpersonal skills.

(2) Past Remuneration (F.Y. 2017-2018)

₹ 3.06 Lacs p.a.

(3) Recognition or Awards

Mr. Dinesh Burman holds a bachelors' degree in Science and a LLB from University of Calcutta.

(4) Job profile and his suitability

Mr. Dinesh Burman plays a major role in providing thought leadership and strategic inputs to the Company in addition to helping shape new business in the Company. Mr. Burman is responsible for the overall performance of the Company. He has been instrumental in giving direction to the entire team of Golden Goenka and has been responsible for monitoring their performance on regular basis.

With sufficient past experience in successfully managing the affairs of the Company, Mr. Burman is best suited for the position.

(5) Remuneration proposed

As referred in the resolution.

(6) Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

Keeping in view the profile, enriched knowledge & experience of the appointee, the proposed remuneration is justifiable and comparable with the prevailing remuneration being paid to the Whole-time Director of the Companies operating in the same sector in this part of the country. The remuneration payable to Whole-time Director has been considered by the Nomination and Remuneration Committee of the Company at their meeting held on May 23, 2018.

He shall be looking after and responsible for the whole affairs of the respective areas of management and shall be accountable to the Board of Directors of the Company.

(7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any

Mr. Dinesh Burman has no pecuniary relationship with the Company other than his remuneration as Whole-time Director of the Company. Relationships in accordance with Accounting Standard -18 are disclosed in the Annual Report.

There is no managerial personnel related to Mr. Dinesh Burman.

III. OTHER INFORMATION:

(1) Reasons of loss or inadequate profit

The Company is engaged in non banking financial activities. The margins in such industries traditionally are subject to economic reforms and market conditions. Increasing inflation, domestic political uncertainty and global economic condition may contribute to the inadequacy of profit of the Company.

Notice of Annual General Meeting (Contd.)

(2) Steps taken or proposed to be taken for improvement

The Company is taking steps to expand its business in all the areas of financing and related activities.

(3) Expected increase in productivity and profits in measurable terms

With the expansion plans of the Company in the area of financing and related activities the productivity of the Company is expected to be in commensurate to the prevailing industry trend in this part of the country.

IV. DISCLOSURE:

1. A draft resolution and detailed explanatory statement about the appointment and terms and conditions thereof of Mr. Dinesh Burman is presented under the Notice convening the ensuing Annual General Meeting.
2. The details regarding remuneration package etc., of all other directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.

A copy of the resolution passed at the Meetings of the Board of Directors and Nomination and Remuneration Committee and a copy of the agreement between the Company and Mr. Dinesh Burman in this connection will be kept open for inspection by the Members at the Registered Office of the Company.

The appointment and remuneration payable to Mr. Dinesh Burman require approval of the members in terms of Schedule V of the Act.

Except Mr. Dinesh Burman, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolutions.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

Item No. 7

The Company, as a corporate citizen, believes in Corporate Social Responsibility activities in various areas.

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bona fide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profits for the three immediately preceding financial years.

Pursuant to the provisions of Section 181 of the Act, approval of the members is necessary for any contribution to charitable and community development activity if such contribution in a financial year exceeds the limits prescribed in the Section.

In view of the same, the consent of the members is sought to enable the Company to continue with CSR activities.

The Board of Directors, therefore, recommend the Resolution under item no. 7 to be passed as an Ordinary Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 8

During the year under review, the outgoing Promoters of our Company viz, Mr. Girdhari Lal Goenka, M/s. Girdhar Fiscal Services Private Limited, M/s. Golden Goenka Commerce Private Limited and M/s. Golden Goenka Credit Private Limited have entered into a Share Purchase Agreement dated 30.01.2017 for sale of their entire shareholding in the Company constituting 9,55,36,854 fully paid-up equity shares of face value of ₹ 5/- each, representing 50.22% of the total equity and voting share capital of the Company with Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3).

Subsequently the Acquirers alongwith M/s. U.Y. Industries Private Limited (PAC 1) and Dipak Kothari (HUF) (PAC 2) have initiated an Open Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 vide Public Announcement dated 30.01.2017. Thereafter pursuant to receipt of the Statutory approvals from the Securities and Exchange Board of India and Reserve Bank of India, the Acquirers and the PACs acquired 2,600 equity shares from the public shareholders in the tendering period which opened on 19th June, 2017 and closed on 3rd July, 2017.

The outgoing promoters of the company has transferred their entire shareholding in the Company constituting 9,55,36,854 fully paid-up equity shares of face value of Rs. 5/- each, representing 50.22% of the total equity and voting share capital of the Company to Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3) on 14th August, 2017.

Subsequent to the aforesaid acquisitions the Acquirers along with the PACs now hold 10,66,13,254 fully paid up equity shares of face value of ₹ 5/- each representing 56.04% of the entire equity share capital of the Company and become the new promoters of the Company.



Notice of Annual General Meeting (Contd.)

Since the management of the Company had changed in August, 2017 and the new management took over under the leadership of **Mr. Udai Kothari**.

Therefore it was proposed to change the name of the Company from **Golden Goenka Fincorp Limited** to **U. Y. Fincorp Limited** by using the prefix **“U. Y.”** in place **“Golden Goenka”** to reflect the new promoter of the Company.

The Board of Directors at their meeting held on 14th August, 2017 has approved the change of name as proposed in the resolutions and subsequently the Company has obtained the necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013 and has also obtained the No objection certificate from the RBI for change the name of the Company.

The provisions of Section 13(2) of the Companies Act, 2013, inter alia requires the approval of the shareholders by means of special resolution for change of name and consequential amendment of Memorandum and Articles of Associations of the Company.

The Board of Directors, therefore, recommend the Resolution under item no. 8 to be passed as a Special Resolution by the members.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 9

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company, Mr. Nishant Sharadrao Nanda (DIN: 08196581), as an Additional Director of the Company with effect from 10th August, 2018.

In terms of the provisions of Section 161 of the Act, Mr. Nishant Sharadrao Nanda will hold office up to the date of the ensuing Annual General Meeting.

Mr. Nishant Sharadrao Nanda is not disqualified from being appointed as a Director in term of Section 164 of the Act and has given his consent to act as Director.

The Company has received a declaration from Mr. Nishant Sharadrao Nanda that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee of Directors has appointed Mr. Nishant Sharadrao Nanda as Independent Director for five (5) consecutive years with effect from 10th August, 2018 subject to approval of members.

In term of Section 149 and other applicable provisions of the Act, Mr. Nishant Sharadrao Nanda being eligible, is proposed for appointment as Independent Director for five (5) consecutive years on the Board of the Company.

In the opinion of Board, Mr. Nishant Sharadrao Nanda fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulation 2015. Mr. Nishant Sharadrao Nanda is independent of the management.

Copy of the draft letter for appointment of Mr. Nishant Sharadrao Nanda as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Except Mr. Nishant Sharadrao Nanda, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

Registered Office:

16 Strand Road
9th Floor, Room No. 908B
Kolkata-700001
Dated: 10th August, 2018

By Order of the Board

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:-00284256)

Directors' Report

To

The Members of

Golden Goenka Fincorp Limited,

Your Directors have pleasure in presenting the 25th Annual Report together with the Audited Accounts for the year ended 31st March, 2018.

1. FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Revenue from Operation	2,357.98	2,594.49
Profit before Provisions & Tax	1,770.93	1,818.14
Profit before Tax	1,647.21	1,812.19
Tax Expenses	495.66	667.37
Income tax in respect of earlier year	–	7.26
Profit after Tax	1,151.55	1,137.56
Balance brought forward from previous year	2,097.21	1,187.16
Amount available for appropriation	3,248.75	2,324.72
Appropriations:–		
Interim dividend including tax	–	–
Statutory Reserve	230.31	227.51
Balance Carried to Balance Sheet	3,018.44	2,097.21

2. OPERATIONS & BUSINESS ACTIVITIES

The key highlights of your Company's performance during the year under review are:

- The profit before bad debts, provisions and tax is ₹ 1,770.93 Lakhs as against ₹ 1,818.14 Lakhs in the last year.
- Profit before taxation is ₹ 1,647.21 Lakhs as against ₹ 1,812.19 Lakhs in the last year.
- Net profit after taxation is ₹ 1,151.55 Lakhs as against ₹ 1,137.56 Lakhs in the last year.
- The total assets is ₹ 24,780.32 Lakhs as against ₹ 23,491.73 Lakhs in the last year.

Your Company discloses Standalone Unaudited Financial Results on a quarterly basis, Standalone Audited Financial Results on an annual basis and Consolidated Audited Financial Results on an annual basis. The Financial Statements of your Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013, as applicable.

A fast-growing economy, rising income levels, higher financial savings, greater propensity to spend and improving life expectancy rates are some of the encouraging factors that are likely to boost growth in the finance sector in the coming years. Over the past few years, the Reserve Bank of India (the RBI) has been steadily implementing technology to deepen and broaden financial services in India. Considering the

same, your Company intends to expand into financial market segment and capitalize the set up for the same along with increasing capacity as required by the business.

Pricing pressures continued unabated, with several new players, seeking to gain a foothold in the fiercely competitive vehicle finance segment. Your Company was largely able to counter this on account of the strong customer relationships that it has built and nurtured over the decades, its ability to raise resources at or near the best rates in the debt markets and the deft management of its liabilities portfolio, thereby enabling it to maintain its strong market position. The outlook of the business is very exciting and we take it as an opportunity to do something unique and exceptional.

A detailed review on the operation and performance of the Company and its business is given in the Management Discussion and Analysis Report. The same is enclosed as **Annexure - 1** to this Report.

3. DIVIDEND

Your directors are pleased to recommend a final dividend of ₹ 0.05/-per equity share (i.e., 1% on the face value of ₹ 5/-) for the financial year ended March 31, 2018, out of the profits of the Company for the financial year ended March 31, 2018, if approved by the shareholders will be recognised as a liability during the financial year 2018-19.

4. DEPOSITS

The Company is a non-deposit taking Non-Banking Financial Company and therefore is not accepting any public deposits during the year.



Directors' Report (Contd.)

5. LISTING OF SHARES

The equity share of the Company continues to be listed on The BSE Limited and The Calcutta Stock Exchange Limited. The Company has paid the Annual Listing Fees to the said Stock Exchanges for the financial year 2018-19.

6. RESERVE BANK OF INDIA (RBI) GUIDELINES

Your Company continues to carry on its business of Non-Banking Financial Institution without accepting deposits. The Company has not accepted public deposits during the year under review. Further the Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it including Fair Practices, Anti Money Laundering and Know Your Customer (KYC) Guidelines.

Disclosures as prescribed by Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other applicable NBFC Regulations have been made in this Annual Report.

7. SHARE CAPITAL

The paid up equity share capital as on 31st March 2018 was ₹ 9,511.92 Lakhs. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has neither issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

8. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of the requirement of Section 134 (3) (c) of the Companies Act, 2013 your 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) they have selected such accounting policies and applied them consistently and made judgements 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 of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. CORPORATE GOVERNANCE

Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Report on Corporate Governance along with certificate of compliance from M/s Prateek Kohli & Associates, Company Secretaries confirming compliances to the conditions of the Corporate Governance is enclosed as **Annexure - 2** to this Report.

All Board members and Senior Management personnel have affirmed compliance with the Code of Conduct for the year 2017-18. A declaration to this effect signed by the Managing Director/CEO of the Company is contained in the Corporate Governance Section forming part of this Report.

The Managing Director/CEO and CFO have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Company is a Non-Banking Financial Company and therefore information relating to Conservation of Energy and Technology Absorption are not applicable.

The Company has neither earned nor used any foreign exchange during the year under review.

11. KEY MANAGERIAL PERSONNEL

During the period under review, there was no change in the Key Managerial Personnel.

12. EXTRACT OF ANNUAL RETURN

The Extract of Annual Return is prepared in Form MGT-9 as per the provisions of Section 92 (3) of the Companies Act, 2013 and Rule 12 of Companies (Management and Administration) Rules, 2014 and the same is available on the Company's website and the web link of the same is: <https://www.goldengoenka.com/images/Extract%20of%20Annual%20Return%20for%20the%20year%20ended%2031.03.2018.pdf>.

13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Your Company is exempted from the applicability of the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Companies (Meetings of Board and its Powers) Amendment Rules, 2015 as your Company is RBI registered Non-Banking Financial Company whose principal business inter-alia includes financing of companies.

Directors' Report (Contd.)

Details of Loans, Investments, Guarantees or security in connection with loans to other body corporates or persons, as at the end of the year are given in notes to the Financial Statements.

14. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION

There is no such material change and commitment affecting the financial position of your Company which have occurred between the end of the financial year of your Company to which the financial statements relate and the date of the Report.

15. MEETING OF THE BOARD AND AUDIT COMMITTEE

The Board meets at regular intervals to discuss and decide on policy and strategy apart from other Board business. During the year, four Board Meetings and five Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details regarding Board and Audit Committee Meetings are given in the Corporate Governance Section forming part of this Report.

16. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12)

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

17. SECRETARIAL STANDARDS OF ICSI

The Company is in compliance with the requirements of Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2).

18. SUBSIDIARY COMPANIES/ ASSOCIATE COMPANIES/ JOINT VENTURES

As on March 31, 2018, the Company has six wholly owned non listed Indian subsidiaries and one Associate Company. None of the subsidiaries of your Company are Material Subsidiary.

As per the provisions of Section 129(3) of the Companies Act, 2013 ("the Act") read with Rule 5 of the Companies (Accounts) Rules, 2014 as amended by the Companies (Accounts) Amendment Rules, 2016, a separate statement containing the salient features of the financial statements of the Subsidiary Companies/ Associate Companies/ Joint Ventures is prepared in Form AOC-1 and the same is enclosed as **Annexure – 3** to this Report.

19. CONSOLIDATED FINANCIAL STATEMENTS

Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Consolidated Financial Statements have been prepared by the Company's Management in accordance with the

requirements of Accounting Standards 21 issued by the Institute of Chartered Accountants of India (ICAI), and as per the provisions of Companies Act, 2013 which forms part of the Annual Report.

As per the provisions of Section 136 of the Companies Act, 2013, the Company has placed separate audited accounts of its subsidiaries on its website www.goldengoenka.com and copy of separate audited financial statements of its subsidiaries will be provided to the shareholders at their request.

The annual accounts of subsidiaries will also be kept for inspection by any Member of the Company at the registered office of the Company. The Consolidated Financial Statements presented by the Company include the financial information of its subsidiaries.

The financials of Purple Advertising Services Private Limited, an associate of the Company could not be completed and hence same has not been considered for consolidation purpose.

20. AUDITORS AND AUDITOR'S REPORT

A. Statutory Auditors

M/s Das & Prasad, Chartered Accountants (ICAI Firm Registration Number: 303054E) were appointed as Statutory Auditors of the Company at the 21st Annual General Meeting (AGM) held on 10th September, 2014 to hold office for a term of five consecutive years from the conclusion of the 21st Annual General Meeting till the conclusion of the 25th Annual General Meeting, subject to ratification of the appointment by the members at every AGM held after the 21st Annual General Meeting.

As per the requirements laid down under Sections 139 and 141 of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014, the Company has received consent from M/s Das & Prasad, Chartered Accountants, Statutory Auditors of the Company and confirmation regarding their eligibility to continue as the Statutory Auditors of the Company.

Since the term of their appointment is going to expire in the forthcoming 25th AGM of the Company, therefore, your Directors requested to re-appoint M/s Das & Prasad, Chartered Accountants as the Statutory Auditors of the Company to hold office for a term of 5 (Five) years from the conclusion of forthcoming 25th Annual General Meeting until the conclusion of the 30th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors of the Company and reimbursement of out of pocket expenses as may be incurred by them during the course of the Audit.

The observations of the Auditors when read together with the relevant notes to the accounts and accounting policies are self-explanatory.



Directors' Report (Contd.)

B. Secretarial Auditor

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed M/s Prateek Kohli & Associates, Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year ended on March 31, 2018.

Secretarial Audit Report issued by M/s Prateek Kohli & Associates, Company Secretaries in Form MR-3 is enclosed as **Annexure - 4** to this Report.

There is no reservation, qualification or adverse remark contained in the Secretarial Audit Report. Information referred in Secretarial Audit Report are self-explanatory and don't call for any further comments.

21. RISK MANAGEMENT

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 through appropriate structures that are in place at Golden Goenka Fincorp Limited, including suitable reporting mechanisms.

Further kindly refer to the write-up in the Section Management Discussion and Analysis Report.

22. PARTICULARS OF EMPLOYEES REQUIRED UNDER SECTION 197(12) READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

The prescribed particulars of remuneration of employees pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016, are set out as **Annexure - 5** to this Report.

23. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTOR UNDER SUB SECTION (6) OF SECTION 149 OF COMPANIES ACT, 2013

All the Independent Directors of your Company have submitted a declaration at the time of their appointment and also annually that they meet the criteria of independence as laid down under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All requisite declarations were placed before the Board.

24. DIRECTORS

In accordance with the provisions of Section 152 of the Act and your Company's Articles of Association, Mr. Deepak Kothari (DIN: 00280323) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment.

Subjected to the approval of members at the ensuing Annual General Meeting of the Company, the Board of Directors at its

meeting held on 14th August, 2017 considered and approved the appointment of both Mr. Udai Kothari (DIN: 00284256) designated as Executive Chairman & Managing Director and Mr. Deepak Kothari (DIN:-00280323) designated as Whole-time Director of the Company for a period of 3 years with effect from 21st September, 2017. The same has been approved by the members of the company at the 24th AGM held on 20th September, 2017.

During the period under review, Mr. Girdhari Lal Goenka and Mr. Rhythm Arora, directors of the company had resigned w.e.f. 21st September, 2017 and 15th February, 2018 respectively. Further Mr. Niranjana Kumar Chordia also tendered his resignation from the Directorship of the Company w.e.f. 11th August, 2018. The Board places on record its high appreciation of the valuable services rendered by aforesaid Directors during their tenure as Directors of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of your Company has appointed both Mr. Jignesh Dalal (DIN: 08065507) and Mr. Nishant Sharadrao Nanda (DIN: 08196581) as Additional Directors (Category – Independent) with effect from 15th February, 2018 and 10th August, 2018 respectively to hold office up to the date of forthcoming Annual General Meeting (AGM) under Section 161 of the Companies Act, 2013. Subject to approval of the Members, the Board recommends appointment of both Mr. Jignesh Dalal (DIN: 08065507) and Mr. Nishant Sharadrao Nanda (DIN: 08196581) as Independent Directors of your Company for a period of 5 (five) consecutive years with effect from 15th February, 2018 and 10th August, 2018 respectively.

The information as required to be disclosed under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in case of re-appointment/appointment of the director is provided in the Corporate Governance Section forming part of this Report.

25. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

During the year under review, there is no change in the nature of the business.

26. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS/TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND YOUR COMPANY'S OPERATIONS IN FUTURE

During the year under review, there were no such orders passed by the regulators / courts / tribunals impacting the going concern status and your Company's operations in future.

27. BOARD EVALUATION

In compliance with the requirements of the provisions of Section 178 of the Companies Act, 2013 read with Rules framed thereunder and provisions of Schedule IV to the Act as well as the SEBI (Listing Obligations and Disclosure

Directors' Report (Contd.)

Requirements) Regulations, 2015, your Company has carried out performance evaluation for the Board of Directors, Committees of the Board and Individual Directors on the basis of participation of directors, quality of information available, quality of discussions, contributions and decision making etc. The overall performance of the members of the Board was found satisfactory. The manner in which the evaluation is carried out has been explained in the Corporate Governance Section forming part of this Report.

28. PARTICULARS OF CONTRACTS/ARRANGEMENTS WITH RELATED PARTIES

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year were in the ordinary course of business and on an arms' length basis and do not attract the provisions of Section 188 of the Companies Act, 2013. However, pursuant to the provisions of Regulation 23 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, prior approval of the Audit Committee was sought for entering into the Related Party Transactions. Further, the Audit Committee granted omnibus approval for repetitive transactions to be entered into with the related parties, during the year. The Audit Committee reviews all related party transactions on a quarterly basis.

A Policy on the Related Party Transactions has been devised by your Company for determining the materiality of transactions with related parties and dealings with them. The said Policy is available on your Company's website www.goldengoenka.com and a web link to the said Policy has been provided in the Corporate Governance Section forming part of this Report.

29. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Kindly refer to the write-up in the Section Management Discussion and Analysis Report.

30. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism / Whistle Blower Policy for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy, if any.

The Policy is also available on the Company's website and the web link of the same is: <http://www.goldengoenka.com/images/GGFL-WhistleBlowerPolicy.pdf>

31. POLICY ON PREVENTION OF SEXUAL HARASSMENT

The Company has in place the Policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year ended 31st March, 2018, the

Company has not received any Complaints pertaining to Sexual Harassment.

32. NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2017-18, two Nomination and Remuneration Committee Meetings was held on 14.08.2017 and 14.02.2018.

The Composition of the Committee has been provided in the Corporate Governance Section forming part of this Report.

The terms of reference of the Committee are wide enough to cover matters specified for the Committee under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

The Company's Remuneration Policy has been provided in the Corporate Governance Section forming part of this Report.

33. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee and on the recommendation of the said committee, the Board has approved a Corporate Social Responsibility ('CSR') policy and the same has been uploaded in the website of the Company www.goldengoenka.com which contains the CSR activities being carried out by the Company, governance structure, implementation process, etc.

Your Directors are pleased to inform that the Company has fulfilled its CSR obligations pursuant to Section 135(5) of the Companies Act, 2013, for the year 2017-18 inter-alia on CSR projects in the areas of education. The details on CSR activities as prescribed under Companies (Corporate Social Responsibility Policy) Rules, 2014 are provided as **Annexure - 6** and forms part of this Report.

The Policy is also available on the Company's website and the web link of the same is: https://www.goldengoenka.com/images/GGFL_CSR%20Policy.pdf.

34. OTHER DISCLOSURES

In March 2015, search and seizure operations were conducted by the Income Tax Authorities under Section 132 of the Income Tax Act. During the course of the search and seizure operations, the Income Tax Authorities have taken custody of certain materials such as documents, records and recorded statements of certain officials of the Company. The Company does not expect any liability arising out of the aforesaid search and seizure.

35. OPEN OFFER TO THE SHAREHOLDERS

During the year under review, the outgoing Promoters of our Company viz, Mr. Girdhari Lal Goenka, M/s. Girdhar Fiscal Services Private Limited, M/s. Golden Goenka Commerce Private Limited and M/s. Golden Goenka Credit Private Limited have entered into a Share Purchase Agreement dated 30.01.2017 for sale of their entire shareholding in



Directors' Report (Contd.)

the Company constituting 9,55,36,854 fully paid-up equity shares of face value of ₹ 5/- each, representing 50.22% of the total equity and voting share capital of the Company with Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3). Subsequently the Acquirers alongwith M/s. U.Y. Industries Private Limited (PAC 1) and Dipak Kothari (HUF) (PAC 2) have initiated an Open Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011 vide Public Announcement dated 30.01.2017. Thereafter pursuant to receipt of the Statutory approvals from the Securities and Exchange Board of India and Reserve Bank of India, the Acquirers and the PACs acquired 2,600 equity shares from the public shareholders in the tendering period which opened on 19th June, 2017 and closed on 3rd July, 2017.

The outgoing promoters of the company has transferred their entire shareholding in the Company constituting 9,55,36,854 fully paid-up equity shares of face value of Rs. 5/- each, representing 50.22% of the total equity and voting share capital of the Company to Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3) on 14th August, 2017.

Subsequent to the aforesaid acquisitions the Acquirers along with the PACs now hold 10,66,13,254 fully paid up equity shares of face value of ₹ 5/- each representing 56.04% of the entire equity share capital of the Company and become the new promoters of the Company.

36. CHANGE OF THE NAME OF THE COMPANY

Since the management of the Company had changed in August, 2017 and the new management took over under the leadership of **Mr. Udai Kothari**.

Therefore it was proposed to change the name of the Company from **Golden Goenka Fincorp Limited** to **U. Y. Fincorp Limited** by using the prefix "U. Y." in place "Golden Goenka" to reflect the new promoter of the Company.

Subjected to the approval of the members and other regulatory authorities, the Board of Directors at their meeting held on 14th August, 2017 had approved the change of name of the Company to U. Y. Fincorp Limited. Further the Company had obtained the necessary approval from the Registrar of Companies (MCA) for availability of the proposed name in terms of the Section 4(5) of the Companies Act, 2013 and had also obtained the No objection certificate from the RBI for change the name of the Company.

37. ACKNOWLEDGEMENTS

Your Directors would like to express their grateful appreciation for the excellent support and co-operation received from the Banks, RBI, SEBI, MCA, Registrar and Share Transfer Agents, Registrar of Companies, Stock Exchanges, Depositories, Customers, Business Associates, Members and other Stakeholders during the year under review. Your Directors also place on record their deep appreciation for the valuable contribution of the employees at all levels for the progress of your Company during the year and look forward to their continued co-operation in realisation of the corporate goals in the years ahead.

For and on behalf of the Board
Sd/-

Udai Kothari

(Chairman & Managing Director)
(DIN: 00284256)

Place: Kolkata

Date: 10th August, 2018

Annexure–1 to the Directors’ Report

Management Discussion And Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENTS

Compared to the global scenario, the India story remains buoyant and holds significant potential. Firm government reforms, businesses adjusting to transformational policy changes like demonetisation, GST, RERA, etc. and increased spending on welfare and infrastructure needs gels well with the revival of India’s growth theme. In FY 2017-18, India grew by 6.7 percent and the IMF growth forecast is 7.4 percent for FY 2018-19 and 7.8 percent in FY 2019-20. India has positioned itself as the most dynamic emerging economy among the largest countries and is expected to remain the fastest growing on the back of robust private consumption and noteworthy domestic reforms gradually being implemented by the Government.

The Economic Survey 2017-18 has highlighted that NBFCs bring in diversity and efficiency to the financial sector and makes it more responsive to the needs of the customers. The flow of non-bank resources to the corporate sector, which includes bond market borrowing and lending by NBFCs has increased by 43 per cent from April to December, 2017 substituting in part for weak bank credit. During the year under review, RBI made the various amendments to the regulatory framework for NBFCs. Your Company is keeping a consistent monitoring of all these developments and is continuously exploring new opportunities. The domestic challenges are not insurmountable. The overall business environment today is much better than what it was during the last few years. Your Company has been aggressively taking up the cause of the sector by way of regular interaction with the regulators and the Governments, both at the Centre and the States.

OPPORTUNITIES & THREATS

Our success as an organisation depends on our ability to identify opportunities and leverage them while mitigating the risks that arise while conducting our business. The RBI has been tightening regulations to manage the risk in the sector and has been proposing higher capital and provisioning requirements. We are committed to complying with all applicable laws and regulations. The relevant teams are responsible for setting detailed standards and ensuring that all employees are aware of and comply with regulations and laws specific and relevant to their roles.

Some of the opportunities for the business of your Company and key identified threats are presented below:-

a) Opportunities :-

- Demographic changes and under penetrated market.
- Growth in Commercial Vehicles, Passenger Vehicles and Tractors market.
- Use of digital solutions for business/collections.
- Economic Upliftment.

b) Threats :-

- High cost of funds.
- Rising NPAs.
- Uncertain events in the Indian economy.
- Competition from other NBFCs and banks.
- Changes in Government policies / regulatory framework

SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE

The business of the Company predominantly falls within a single primarily business segment viz. “Financial and Related Services” and hence the disclosure requirement of Accounting Standard- 17 “Segment Reporting” notified by the Central Government under Companies (Accounting Standards) Rules, 2006 is not applicable.

OUTLOOK

NBFCs continue to be an integral part of the country’s financial service ecosystem. The expected reforms and drive towards various core sectors will provide more opportunities to the NBFCs to create significant financial inclusion and employment opportunities across the country. In line with the government’s vision to achieve inclusive growth, the next key step is to include the unbanked population in the formal financial system. This will empower them and result in a significant increase in the average per capita income. Government policies, combined with the financial services industry’s efforts to look for growth, will augment financial inclusion.

The government’s efforts towards enhancing India’s attractiveness as an investment destination have started bearing fruits. India has made substantial progress in improving its ranking on various parameters like Ease of Doing Business Index, Competitiveness, Innovation and Logistics Performance



Management Discussion And Analysis Report (Contd.)

Your Company is now all set to tap the new opportunities and is consistently monitoring all these developments. Growth with Quality and Profitability has been the underlying philosophy that has guided your Company over the years and shall continue to do so in the future as well. The future of your Company's businesses continues to look more promising. We look forward to receiving your continued support in this exciting journey ahead.

RISK MANAGEMENT

Risk management remains an important and integral part of your Company's business, given the imperatives to effect optimal allocation of capital while enhancing shareholders' value, to maintain high standards of asset quality along with achieving business growth, and to hedge against unforeseen events and market conditions, especially in an environment characterised by increasing uncertainties. The risk management strategy of your Company is based on a clear understanding of various risks, and adherence to well-laid out risk policies and procedures that are benchmarked with industry best practices. Your Company has developed robust systems and embraced adequate practices for identifying, measuring and mitigating various risks – business, strategic, operational, market, credit, liquidity, reputational and process risks – and ensuring that they are maintained within pre-defined risk appetite levels.

Your Company, being in the business of financing and investment has to manage various risks. Hence, strong risk management capabilities are critical for a growing Company operating in a rapidly changing environment. The Board reviews and manages the risk at periodic intervals.

The risk management framework of the Company is driven by the following fundamentals:-

- Identification of key risks faced by the Company.
- Evaluating the probability of their occurrences and their impact.
- Set an appropriate balance between risk and reward in order to maximize shareholder return.
- Set tolerance limits and establish adequate review mechanisms to monitor and control the risks.
- Incorporate robust reporting mechanism and adoption of appropriate mitigation processes.

The Company manages credit risk through stringent credit norms established through several years of experience in this line of business and continues to follow the time tested practice by personally assessing every borrower, before committing to a credit exposure. This process ensures that the expertise in lending operations acquired by the Company over the period is put to best use and acts to mitigate credit risks. Liquidity risk and interest rate risk arising out of maturity mismatch of assets and liabilities are managed through regular monitoring of the maturity profiles. A stable and experienced management team provides much needed continuity and expertise in managing the dynamic changes in the market environment.

INTERNAL CONTROL SYSTEM

Your Company's vision, mission and core values have laid the foundation for internal controls. On the administrative controls side, your Company has a proper reporting structure, oversight committees and rigorous performance appraisal system to ensure checks and balances. On the financial controls side, your Company has in place segregation of duties and reporting mechanism to deter and detect misstatements in financial reporting.

Your Company's Internal Control System is commensurate with the nature of its business and the size and complexity of its operations and ensures compliance with policies and procedures. The Internal Control Systems are being constantly updated with new/revised standard operating procedures.

The Company has a well-established internal financial control and risk management framework, with appropriate policies and procedures, to ensure the highest standards of integrity and transparency in its operations and a strong corporate governance structure, while maintaining excellence in services to all its stakeholders. Further the Company has established procedures including a clear delegation of authority and Standard Operating Procedures (SOP) for all business parts. Appropriate controls are in place to ensure:

- a) the orderly and efficient conduct of business, including adherence to policies;
- b) safeguarding of assets;
- c) prevention and detection of frauds / errors;
- d) accuracy and completeness of the accounting records and
- e) timely preparation of reliable financial information.

The internal audit programme focuses primarily on checks and controls on systems and processes, monitoring compliances, continuous upgrade of controls and the current business risk assessment. The critical audit observations are shared with the Audit Committee on a quarterly basis for an effective monitoring of controls and implementation of recommendations. The

Management Discussion And Analysis Report (Contd.)

Audit Committee regularly reviews the audit findings as well as the adequacy and effectiveness of the internal control measures.

Kindly refer to “**Annexure-B**” of the Statutory Auditor’s Report dated 23rd May, 2018 on this matter.

FINANCIAL PERFORMANCE

During the year under review, your Company achieved revenue from operations of ₹ 2,357.98 lakhs as against ₹ 2,594.49 lakhs in the previous year and recorded profit before tax of ₹ 1,647.20 lakhs as against ₹ 1,812.19 lakhs in the financial year 2016-17.

HUMAN RESOURCES

Your Company believes that people perform to the best of their capability in organisations to which they feel truly associated. Your Company focuses on widening organisational capabilities and improving organisational effectiveness by having a competent and engaged workforce. Our people are our partners in progress and employee empowerment has been critical in driving our organisation’s growth to the next level.

Talent Management and Development plays a pivotal role to attract and build people capability for their growth and through them for the growth of the organisation. The Company also identifies and adopts best industry practices related to Health, Safety, Security and Environment which outlines the core of its business and ensures in developing a culture where its employees drive them.

Place: Kolkata

Date: 10th August, 2018

For and on behalf of the Board

Sd/-

Udai Kothari

(Chairman & Managing Director)

(DIN: 00284256)

ANNEXURE–2 TO THE DIRECTORS' REPORT

Report on Corporate Governance

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws, including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI Listing Regulations, 2015').

The Company believes in adopting best practices in the area of Corporate Governance and follows the principles of complete transparency and accountability by providing detailed information on various issues concerning the Company's business and financial performance to its shareholders.

The Board of Directors (Board) considers itself as the trustee of its shareholders. During the year under review, the Board continued its pursuit by adopting corporate strategies and prudent business plans. The Company followed adequate monitoring system to safeguard against major risk and to ensure implementation of policies and procedures to satisfy its social, legal and ethical responsibilities.

II. BOARD OF DIRECTORS

(a) Composition of the Board:

As on date, the Board of Directors comprises of three Executive Directors and four Non-Executive Directors. Non-Executive Directors constitute more than half of the total number of Directors. Four out of the seven Directors are Independent Directors which duly complied with the requirements of SEBI Listing Regulations, 2015. The Company has an Executive Chairman who is also promoter of the Company.

The information on composition of the Board as on date, category of Directors, Directorships in other Public Limited Companies and Committees of other Public Limited Companies of which the Director is a member/chairman, is as under:

Name of the Directors	Category of Directors	No. of Directorships held in other Public Limited Companies	No. of other Board Committee(s) of which he is a Member**	No. of other Board Committee(s) of which he is a Chairman#
Mr. Udai Kothari	Chairman & Managing Director-Promoter (Appointed w.e.f. 21.09.2017)	3	NIL	NIL
Mr. Deepak Kothari	Executive Non-Independent -Promoter (Appointed w.e.f. 21.09.2017)	5	NIL	NIL
Mr. G. L. Goenka	Chairman & Managing Director (Resigned w.e.f. 21.09.2017)	2	NIL	NIL
Mr. Dinesh Burman	Executive Non-Independent	3	NIL	NIL
Mr. Niranjana Kumar Choraria	Non-Executive Independent (Resigned w.e.f. 11.08.2018)	1	2	NIL
Mr. Rhythm Arora	Non-Executive Independent (Resigned w.e.f. 15.02.2018)	NIL	NIL	NIL
Mrs. Leena Hinesh Jobanputra	Non-Executive Independent	NIL	NIL	NIL
Mr. Jignesh Dalal	Non-Executive Independent (Appointed w.e.f. 15.02.2018)	NIL	NIL	NIL
Mr. Nishant Sharadrao Nanda	Non-Executive Independent (Appointed w.e.f. 10.08.2018)	NIL	NIL	NIL
Mr. Govind Kumar Goyal	Non-Executive Independent	NIL	NIL	NIL

** Only Public Limited Companies have been considered.

includes the Chairmanship/ Membership only of the Audit Committee(s) and Stakeholders Relationship Committee(s).

Report on Corporate Governance (Contd.)

There are no inter-se relationships among the directors. None of the Non-Executive Directors of the Company has any pecuniary relationship or transactions with the Company.

During the period under review, the Board of Directors of the company had evaluated the performance of the Independent Directors as required under Regulation 17(10) of the SEBI Listing Regulations, 2015.

None of the Non-Executive Directors holds any shares or convertible instruments of the Company as on 31st March, 2018.

(b) Number of Board Meetings:

During the financial year 2017-18, four meetings of the Board of Directors were held on 24.05.2017, 14.08.2017, 14.11.2017 and 14.02.2018.

The information on attendance at Board Meetings held during the year and at the last Annual General Meeting is as under:

Name of the Directors	Board Meetings			Attendance at last Annual General Meeting
	Held during the year	Held during the tenure	Attended	
Mr. Udai Kothari (Appointed w.e.f. 21.09.2017)	04	02	02	N.A.
Mr. Deepak Kothari (Appointed w.e.f. 21.09.2017)	04	02	02	N.A.
Mr. G. L. Goenka (Resigned w.e.f. 21.09.2017)	04	02	02	Yes
Mr. Dinesh Burman	04	04	04	Yes
Mrs. Leena Hinesh Jobanputra	04	04	04	No
Mr. Govind Kumar Goyal	04	04	04	No
Mr. Niranjana Kumar Choraria (Resigned w.e.f. 11.08.2018)	04	04	04	Yes
Mr. Rhythm Arora (Resigned w.e.f. 15.02.2018)	04	04	01	Yes
Mr. Jignesh Dalal (Appointment w.e.f. 15.02.2018)	04	0	0	N.A.
Mr. Nishant Sharadrao Nanda (Appointed w.e.f. 10.08.2018)	04	0	0	N.A.

(c) Independent Directors

The Company has complied with the definition of Independence as per SEBI Listing Regulations, 2015 and according to the Provisions of Section 149(6) of Companies Act, 2013. A formal letter of appointment has been issued to the Independent Directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment of Independent Directors has been placed on the Company's website and the web link of the same is :-

<http://www.goldengoenka.com/images/Terms%20&%20Conditions%20for%20appointment%20of%20Independent%20Directors.pdf>

Independent Directors Meeting

A meeting of the Independent Directors of the Company was held on March 29, 2018, in conformity with the provisions of the Schedule IV of the Companies Act, 2013 & SEBI Listing Regulations, 2015. All the Independent Directors were present in the meeting. The following issues were discussed in detail:

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;
- Assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Report on Corporate Governance (Contd.)

Training of Independent Directors

Whenever new Non-Executive and Independent Directors are inducted in the Board, the Company takes steps to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc.

The directors are also explained in detail about the compliances required from them under the Companies Act, 2013, SEBI Listing Regulations, 2015 and other relevant regulations. The details of familiarization programme for Independent Directors has been placed on the Company's website and the web link of the same is:-

<http://www.goldengoenka.com/images/Familiarization-Programme-for-Independent-Directors2.pdf>

III. AUDIT COMMITTEE

- The Committee's composition and terms of reference are in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI Listing Regulations, 2015.
- During the financial year 2017-18 five Audit Committee Meetings were held on 24.05.2017, 14.08.2017, 20.09.2017, 14.11.2017 and 14.02.2018.
- The composition of Audit Committee as on date and the information on attendance at Audit Committee Meetings held during the year are as under:

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Jignesh Dalal	Chairman (w.e.f. 15.02.2018)	Independent & Non-Executive Director	5	0	0
Mr. Govind Kumar Goyal	Member (w.e.f. 11.08.2018)	Independent & Non-Executive Director	5	0	0
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	5	5	4
Mr. Niranjana Kumar Choraria	Chairman (upto 10.08.2018)	Independent & Non-Executive Director	5	5	5
Mr. Rhythm Arora	Member (upto 14.02.2018)	Independent & Non-Executive Director	5	5	2

All the members of the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls. The Statutory Auditors and Internal Auditors are regular invitee. The Company Secretary acts as the Secretary of the Committee. The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company to answer shareholder queries.

IV. NOMINATION AND REMUNERATION COMMITTEE

- The Committee's composition and terms of reference are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI Listing Regulations, 2015.
- The Nomination and Remuneration Committee evaluates the composition and organization of the Board and its Committees in light of requirements established by any regulatory body or any other applicable statute, rule and regulation which the Committee deems relevant, make recommendations to the Board of Directors in respect to the appointment, re-appointment and resignation of Independent, Executive, Non-Executive Directors and Key Managerial Personnel of the Company, ensure 'fit and proper' status of the existing/proposed Directors of the Company in accordance with RBI Circular on Corporate Governance, issued from time to time, and other matters specified for Nomination and Remuneration Committee in Section 178 of the Companies Act, 2013, Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Listing Regulations, 2015.
- During the financial year 2017-18, two Nomination and Remuneration Committee Meeting were held on 14.08.2017 and 14.02.2018.
- The composition of Nomination and Remuneration Committee as on date and the information on attendance at Nomination and Remuneration Committee Meeting held during the year are as under:

Report on Corporate Governance (Contd.)

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Jignesh Dalal	Chairman (w.e.f. 15.02.2018)	Independent & Non-Executive Director	2	0	0
Mr. Govind Kumar Goyal	Member (w.e.f. 11.08.2018)	Independent & Non-Executive Director	2	0	0
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	2	2	2
Mr. Niranjana Kumar Choraria	Chairman (upto 10.08.2018)	Independent & Non-Executive Director	2	2	2
Mr. Rhythm Arora	Member (upto 14.02.2018)	Independent & Non-Executive Director	2	2	0

All members of the Nomination and Remuneration Committee are Independent Directors. The Company Secretary acts as the Secretary of the Committee. The Chairman of the Nomination and Remuneration Committee was present at the last Annual General Meeting of the Company to answer shareholder queries.

- e) The Committee has formulated the Policy on Board Diversity which sets out the approach to have diversity on the Board of Directors ("Board") of the Company in terms of thought, experience, knowledge, perspective and gender in the Board.

f) Performance Evaluation

The Nomination and Remuneration Committee (NRC) of the Company formulated and laid down criteria for Performance Evaluation of the Board (including Committees) and every Director (including Independent Directors) pursuant to provisions of Section 134, Section 149 read with Code of Independent Directors (Schedule IV) and Section 178 of the Companies Act, 2013 and the Regulation 19 of SEBI Listing Regulations, 2015 covering inter-alia the following parameters:

- For Board Evaluation:** – Qualification and experience, Standard of Integrity, Public relations, Future vision and innovation, Degree of fulfillment of key responsibilities; Board culture and dynamics.
- Board Committee Evaluation:** – Qualification and experience of Members, Depth of review of Financial performance, Review of Regulatory Compliances, Fraud Monitoring, Effectiveness of meetings; Committee dynamics.
- Individual Director Evaluation (including IDs):** – Qualification and experience, Attendance in Board Meetings/ AGM, Understanding the Companies Business, Contribution at Board Meetings.

Further, the Chairman and Managing Director (CMD) is evaluated on key aspects of his role which includes inter-alia effective leadership to the Board. During the year under review, the Independent Directors of your Company reviewed the performance of Non-Independent Directors and Chairperson of your Company, taking into account the views of Executive Director and Non-Executive Directors.

Further, the Independent Directors hold an unanimous opinion that the Non-Independent Directors, including the Chairman and Managing Director bring to the Board, abundant knowledge in their respective field and are experts in their areas. Besides, they are insightful, convincing, astute, with a keen sense of observation, mature and have a deep knowledge of your Company.

The Board as a whole is an integrated, balanced and cohesive unit where diverse views are expressed and dialogued when required, with each Director bringing professional domain knowledge to the table. All Directors are participative, interactive and communicative.

The Chairman has abundant knowledge, experience, skills and understanding of the Board's functioning, processes a mind for detail, is meticulous to the core and conducts the Meetings with poise and maturity.

The information flow between your Company's Management and the Board is complete, timely with good quality and sufficient quantity.

V. REMUNERATION OF DIRECTORS

- a) On the recommendation of Nomination and Remuneration Committee the Board of Directors has framed a policy, relating to remuneration of the Directors, Key Managerial Personnel and Other Employees. The Company's Remuneration

Report on Corporate Governance (Contd.)

Policy is as follows:-

REMUNERATION POLICY:-

Company's remuneration policy is guided by the following principles:

- Long-term value creation.
- Remunerate achievement of results on the basis of prudent, responsible risk bearing.
- Attract and retain the best professionals.
- Reward the level of responsibility and professional path.
- Ensure equity in the Company and competitiveness outside it.
- Ensure transparency in its remuneration policy.

i. NON-EXECUTIVE DIRECTORS

The Non-Executive Directors (NEDs) will be paid remuneration by way of Sitting Fees at a rate as fixed by the Board of Directors of the Company. Currently fee is as follows :-

- Board Meeting ₹ 5,000/-
- Committee Meeting ₹ 1,000/-

Apart from making payment of sitting fees for attending the Board Meetings/ Committee Meetings and defraying expenses for attending such meetings and other travelling expenses incurred wholly and exclusively in attending to Company's work, no remuneration in any form is paid to Non-Executive Directors.

ii. EXECUTIVE DIRECTORS

The Company pays monthly remuneration to Executive Directors. The tenure of employment of Executive Directors of the Company may be terminated by the Company by giving notice of 45 days or payment of Salary (Basic) in lieu thereof. In case, the Executive Directors do not wish to continue with the Company, they should serve a notice period of 90 days prior to date of leaving or should make payment of Salary (Basic) in lieu thereof.

The Executive Directors shall not be entitled for any sitting fees for attending the meeting of the Board of Directors of the Company or any Committees thereof, as long as they function as the Executive Directors of the Company.

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) and commission (variable component) to Managing and Whole-time Directors. Salary shall be paid within the range approved by the Shareholder's and as per Section 197 and 198 read with Schedule V of the Companies Act, 2013.

iii. OTHER KEY MANAGERIAL PERSONNELS EXCLUDING EXECUTIVE DIRECTORS

The Company shall pay remuneration by way of salary, perquisites and allowances (fixed component) and performance based variable component, if any, to other Key Managerial Personnel excluding the Executive Directors. Salary shall be paid as per term and condition of appointment letter within the range approved by and ratified by the Nomination and Remuneration Committee and Board of Directors.

Annual increments effective 1st April each year, as recommended by the Nomination and Remuneration Committee, shall be approved by the Board. Specific amount payable to personnel will be based on the performance criteria which takes into account the profits earned by the Company for the year and prevailing remuneration in similar industry in which the Company operate.

b) Remuneration paid to Directors during the financial year ended 31st March, 2018 is as under:

Non- Executive Directors

(Amount in ₹)

Name of the Directors	Sitting fees paid
Mr. Niranjana Kumar Choraria	23,000
Mr. Rhythm Arora	6,000
Mrs. Leena Hinesh Jobanputra	23,000
Mr. Govind Kumar Goyal	15,000

Report on Corporate Governance (Contd.)

Executive Directors

(Amount in ₹)

Name of the Directors	Remunerations
Mr. Udai Kothari (w.e.f. 21.09.2017) (Chairman & Managing Director)	Salary – 12,66,667 Perquisites - NIL Other Allowances -12,66,249
Mr. Deepak Kothari (w.e.f. 21.09.2017) (Whole-time Director)	Salary –6,33,333 Perquisites - NIL Other Allowances -6,32,917
Mr. G. L. Goenka (upto 20.09.2017) (Chairman & Managing Director)	Salary –6,80,000 Perquisites - NIL Other Allowances -3,40,000
Mr. Dinesh Burman (Whole-time Director)	Salary- 204,000 Perquisites - NIL Other Allowances –102,000

- c) The Non-Executive Independent Directors on the Company's Board, apart from receiving sitting fees do not have any other material pecuniary relationship or transactions with the Company, its promoters, its management or its subsidiaries or associate companies.

VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

- a) The Committee's composition and terms of reference are in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, 2015.
- b) The Stakeholders' Relationship Committee oversees the performance of Niche Technologies Private Limited, the Registrar and Shares Transfer Agents of the Company and recommends measures to improve the level of investor related services. Though the power to approve share transfer/share transmission is delegated to the Registrar and Share Transfer Agent countersigned by the Company's Representative, all the share transfer/transmission cases approved by the Registrar are reported to the Committee which also keeps a close watch on disposal status of all complaints/grievances of Shareholders. During the period under review, two complaints was received by the Company/Registrar and Share Transfer Agent from shareholders which has been resolved within timelines. There was no share transfer application pending for registration as on 31st March, 2018.
- c) During the financial year 2017-18 four Stakeholders Relationship Committee Meetings were held on 24.05.2017, 14.08.2017, 14.11.2017 and 14.02.2018.
- d) The composition of Stakeholders Relationship Committee as on date and the information on attendance at Stakeholders Relationship Committee Meetings held during the year is as under:

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Jignesh Dalal	Chairman (w.e.f. 11.08.2018)	Independent & Non-Executive Director	4	0	0
Mr. Udai Kothari	Member (w.e.f. 14.11.2017)	Managing Director	4	1	1
Mr. Dinesh Burman	Member	Executive Director	4	4	4
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	4	4	4
Mr. G. L. Goenka	Member (upto 20.09.2017)	Managing Director	4	2	2
Mr. Niranjana Kumar Choraria	Chairman (upto 10.08.2018)	Independent & Non-Executive Director	4	4	4

The Chairman of the Stakeholders Relationship Committee was present at the last Annual General Meeting of the Company to answer shareholder's queries.

Report on Corporate Governance (Contd.)

SEBI has initiated a complaints redressal system (SCORES) for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES and has not received any complaints from its shareholders in the financial year 2017-18.

- e) Name of Non-Executive Director heading the committee:-Mr. Jignesh Dalal.
- f) Name & Designation of Compliance Officer:-Mrs. Amrita Mohta Kothari, Company Secretary.
- g) Number of Shareholder's queries pending as on 1st April, 2017:- NIL
- h) Number of Shareholder's queries received during the year 2017-18:-2
- i) Number of Shareholder's queries not solved to the satisfaction of shareholders:- NIL
- j) Number of pending complaints as on 31st March, 2018:- NIL

VII. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

- a) The Board of Directors at its meeting held on 13th November, 2015 constituted the Corporate Social Responsibility (CSR) Committee in accordance with section 135 of the Companies Act, 2013 read along with rules framed there under.
- b) The Terms and Reference of the Committee are as follows:
 - Formulation and recommendation of CSR Policy to the Board.
 - Monitoring of implementation of CSR policy.
 - Identify key initiatives pursuant to the CSR policy.
 - Recommend to the Board CSR expenditure to be incurred.
 - Recommend to the Board, modifications to CSR policy as and when required.
 - To carry out such other functions, and is empowered to act as required, in terms of Companies Act, 2013 read with rules framed there under, Listing Agreement and rules and regulations framed by Securities and Exchange Board of India, including any amendment or modification thereof.
- c) During the financial year 2017-18 one CSR Committee Meeting was held on 14.02.2018.
- d) The composition of CSR Committee as on date and the information on attendance at CSR Committee Meetings held during the year is as under:

Name of the Directors	Positions Held	Nature of Directorship	No. of Meetings Held	Held during the tenure	No. of Meetings Attended
Mr. Udai Kothari	Chairman (w.e.f. 14.11.2017)	Managing Director	1	1	1
Mr. Dinesh Burman	Member	Executive Director	1	1	1
Mr. Jignesh Dalal	Member (w.e.f. 11.08.2018)	Independent & Non-Executive Director	1	0	0
Mr. G. L. Goenka	Chairman (upto 20.09.2017)	Managing Director	1	0	0
Mr. Niranjana Kumar Choraria	Member (upto 10.08.2018)	Independent & Non-Executive Director	1	1	1

Report on Corporate Governance (Contd.)

VIII. CEO/CFO CERTIFICATION

In terms of requirements of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations, 2015, Mr. Udai Kothari, Managing Director & Chief Executive Officer and Mr. Ayush Agrawal, Chief Financial Officer have furnished certificate to the Board of Directors at its meeting held on 23rd May, 2018 in the prescribed format for the year ended 31st March, 2018

To

The Board of Directors

Golden Goenka Fincorp Limited

16 Strand Road,

9th Floor, Room No 908B

Kolkata-700 001

Dear Sir,

Re: For the year ended 31st March, 2018

We certify that:

- a. That we have reviewed financial statements and the cash flow statements for the year ended 31st March, 2018 and that to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. 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.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee:
 - i. significant changes in internal control over financial reporting during the year;
 - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
 - iii. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
- e. We certify that the financial statements do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

Place: Kolkata
Date: 23.05.2018

Sd/-
Udai Kothari
Chief Executive Officer

Sd/-
Ayush Agrawal
Chief Financial Officer



Report on Corporate Governance (Contd.)

IX. CODE OF CONDUCT

The Code of Ethics and Business Conduct for Directors and Senior Management has been displayed on the Company's website:- www.goldengoenka.com. All the members of the Board and the Senior Management Personnel has affirmed compliance with the Code for the year ended 31st March, 2018 and a declaration to this effect signed by Mr. Udai Kothari, Chairman & Managing Director forms part of this Report.

To,
Board of Directors
Golden Goenka Fincorp Limited
16 Strand Road,
9th Floor, Room No 908B
Kolkata-700 001

Dear Sir,

Sub: Compliance with the Company's Code of Ethics and Business Conduct

In accordance with Schedule V (D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with Code of Ethics and Business Conduct of the Company for the financial year ended March 31, 2018.

Place: Kolkata
Date: 10th August, 2018

For and on behalf of the Board
Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN: 00284256)

X. CODE OF CONDUCT UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

In compliance with the requirement of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has framed a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and the same has been adopted by the Board of Directors. A copy of the same have been uploaded on the Company's website at www.goldengoenka.com.

Your Company has also adopted a Code of Conduct to monitor, regulate and report insider trading for prevention of Insider Trading by Company Insiders. The code inter-alia prohibits purchase and/or sale of shares of the Company by the Directors and Designated Employees while in the possession of unpublished price sensitive information of the Company.

During the period under review there has been no incidence of Non-compliance reported under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Report on Corporate Governance (Contd.)

XI. GENERAL BODY MEETING

a) Location and time of the last three AGMs/EGMs held:-

AGM/EGM	Date	Venue	Time
24th AGM	20.09.2017	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:00 A.M.
23rd AGM	21.09.2016	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:00 A.M.
22nd AGM	30.09.2015	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:00 A.M.
EGM	23.05.2012	1st British Indian Street, 1st Floor, Room No. 109, Kolkata – 700069	10:30 A.M.
EGM	12.10.2011	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	10:30 A.M.
EGM	27.04.2011	1st British Indian Street, Room No. B-10, Kolkata – 700069	10:00 A.M.

b) Whether any special resolution was passed in the previous 3 AGMs/EGMs:- Yes

AGM/EGM	Date	Particulars of Resolution passed as Special Resolution
24th AGM	20.09.2017	a) Appointment of Mr. Udai Kothari (DIN: 00284256) as an Executive Chairman and Managing Director of the Company. b) Appointment of Mr. Deepak Kothari (DIN: 00280323) as Whole-time Director of the Company.
22nd AGM	30.09.2015	Re-appointment of Mr. Dinesh Burman as a Whole-time Director of the Company.
EGM	23.05.2012	To issue Zero Percent Optionally Convertible Debentures on Preferential Basis.
EGM	12.10.2011	To change name of the Company from Golden Securities Limited to Golden Goenka Fincorp Limited.
EGM	27.04.2011	To offer, issue and allot, in one or more tranches, upto 14,000,000 (One Crore Forty Lakhs Only) Equity Shares of face value of ₹ 10/- each of the Company, on Preferential Basis at a premium of ₹ 8/- each.

c) Postal Ballot:-

During the year under review, no resolution was passed by postal ballot in connection with Section 110 of the Companies Act, 2013.

XII. MEANS OF COMMUNICATION

In compliance with Regulation 33 of SEBI Listing Regulations, 2015, the Company sends by E-mail the quarterly/ yearly unaudited/ audited financial results to the Stock Exchanges immediately after approval of the Board of Directors of the Company. Information is also sent to BSE Limited by uploading the same on the Listing Portal of BSE Limited and by hand delivery to The Calcutta Stock Exchange Limited.

Results are published in Business Standard (English) and Kalantar/Sukhabar (Bengali) etc. newspapers of Kolkata edition.

The Company's financial results and official news releases are displayed on the Company's website www.goldengoenka.com. Management Discussion and Analysis Report forms part of the Annual Report, which is posted to the shareholders of the Company.

During the year, the Company has not made any presentation to institutional investors or to the analysts.

XIII. GENERAL SHAREHOLDER INFORMATION

- Annual General Meeting Date : Wednesday, 26th September, 2018 at 11:00 A.M. to be held at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata- 700 069.
- Financial Year ended 31.03.2018 (2017-2018)
- Date of book closure– Thursday, the 20th day of September, 2018 to Wednesday, the 26th day of September, 2018 (both days inclusive).

Report on Corporate Governance (Contd.)

- (iv) Dividend Payment date – On approval by the shareholder in the Annual General Meeting, the dividend will be paid to the shareholders within the statutory time limit.

(v)	Listing on Stock Exchange	Stock Code
	a. The Calcutta Stock Exchange Limited 7 Lyons Range, Kolkata-700001	10017059
	b. The BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001	530579
	Demat ISIN Number in National Securities Depository Limited (NSDL) & Central Depository Services (India) Limited (CDSL) for Equity Shares	INE152C01025 for Face Value of ₹ 5/- each

The Company has paid the Annual Listing Fees to The BSE Limited and The Calcutta Stock Exchange Limited for the financial year 2018-19.

Further the Company has also paid the Annual Custodian Fees to NSDL & CDSL for the financial year 2018-19.

- (vi) Market Price Data: The Market Price of the Equity Share of the Company during 2017-2018 is given in the table below:

Months	BSE	
	High	Low
April 2017	7.30	6.10
May 2017	6.80	5.73
June 2017	8.45	6.13
July 2017	8.99	7.27
August 2017	8.50	6.25
September 2017	7.48	6.05
October 2017	7.29	6.27
November 2017	13.20	6.87
December 2017	13.70	10.46
January 2018	12.30	8.37
February 2018	9.66	7.78
March 2018	9.30	6.68

- There was no trading of shares at The Calcutta Stock Exchange Limited during the year.

- (vii) Performance in comparison to broad based indices such as BSE Sensex, Crisil Index etc – N.A.

	31.03.2018	31.03.2017	Change (%)
Share Prices of the Company	7.08	6.30	12.38%
BSE Sensex	32,968.68	29,620.50	11.30%

- (viii) Registrar & Share Transfer Agents: Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B.R.B. Basu Road, Kolkata-700001, Telephone- 033-22357270/7271, Email- nichetechpl@nicetechpl.com.

- (ix) **Share Transfer System:** -The transfer of shares is affected by the Registrar and Share Transfer Agents after necessary approvals of the authorised officer. The shares sent for physical transfer are generally registered within a period of maximum 15 days from the date of receipt provided the documents are in order.

Report on Corporate Governance (Contd.)

x) a) Distribution of Shareholding as on 31st March, 2018:-

No. of Shares	No. of Shareholders	Percentage to Total(%)	Total Shares	Percentage to Total(%)
1 – 500	1456	51.94	2,73,897	0.14
501 – 1000	469	16.73	4,10,077	0.22
1001 – 5000	516	18.41	13,26,054	0.70
5001 – 10000	96	3.42	7,55,602	0.40
10001 – 50000	160	5.71	37,50,088	1.97
50001 – 100000	36	1.28	27,20,813	1.43
100001 & above	70	2.51	18,10,01,798	95.14
Total	2803	100.00	19,02,38,329	100.00

b) Shareholding Pattern of the Company as on 31st March, 2018:-

Category	No. of Shareholders	Total No. of Shares	Percentage To Total(%)
Promoters	5	10,66,13,254	56.04
Residents(Individual)	2614	1,00,01,762	5.26
Non-Resident Individual /OCBs	21	2,23,713	0.12
Bodies Corporate	110	7,25,79,185	38.15
Clearing Corporation/Clearing Member/Trust	53	8,20,415	0.43
Total	2803	19,02,38,329	100.00

- (xi) Dematerialization of Shares and Liquidity: As on 31st March, 2018 the number of shares in dematerialized form was 18,99,64,870 representing 99.85% of the total shares and the balance 2,73,459 shares representing 0.15 % of the shares were held in physical form. All the shares held by promoter are in dematerialized form.
- (xii) Outstanding GDRs/Warrants or any convertible instruments, conversion date and likely impact on equity as on 31.03.2018- NIL
- (xiii) Plant location – The Company is Non-Banking Finance Company and hence there is no plant.
- (xiv) Address for correspondence:

Registered Office:- Golden Goenka Fincorp Limited,
16, Strand Road, 9th Floor
Room No. 908 B, Kolkata-700001
Phone No.- 033-4603 2315
Fax No. – 033-44070020

Corporate Office:- Golden Goenka Fincorp Limited,
Vaman Techno Centre, A-Wing, 7th Floor, Marol Naka, Makwana Road,
Andheri (East) Mumbai-400059
Phone- 022-42300 800

Email ID:- contact@goldengoenka.com

Website: www.goldengoenka.com

XIV. DISCLOSURES

- a) Disclosures on materially significant related party transactions:- The Company has not entered into any transactions of material nature, with its related parties that may have potential conflict with the interest of the Company at large, other than in the normal course of business. The transaction with related parties as per requirements of Accounting Standards AS-18 are disclosed in Note No. 27 of the Standalone Financial Statements.

Further the Company has formulated a policy on Related Party Transactions and the same is displayed on the Company's website and the web link of the same is:

<http://www.goldengoenka.com/images/GGFL-Policy%20on%20Related%20Party%20Transaction.pdf>



Report on Corporate Governance (Contd.)

- b) The Company is regular in complying with the requirement of the regulatory authorities on the matters relating to the capital market and no penalties / strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority, for non-compliance of any matter during the last three years.
- c) The Board of Directors of the Company has adopted the Whistle Blower Policy which is in place as required under Section 177 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. This policy is established for directors and employees to report to the management instances of unethical behavior, actual or suspected, fraud or violation of the company's code of conduct or ethics policy, if any. No person has been denied access to the Audit Committee.

The policy is also available on the Company's website and the web link of the same is:-

<http://www.goldengoenka.com/images/GGFL-WhistleBlowerPolicy.pdf>

- d) The Company has complied with the mandatory requirements of Corporate Governance stipulated under SEBI Listing Regulations, 2015. The non-mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed below:-

Reporting of Internal Auditor:-

The Internal Audit Report is placed before the Audit Committee.

- e) The Company has six wholly owned non-listed Indian subsidiaries. As on March 31, 2018, none of the subsidiaries of your Company are Material Subsidiary. However the Company has formulated a policy on Material Subsidiary and the same is displayed on the Company's website and the web link of the same is: **http://www.goldengoenka.com/images/Policy%20on%20Material%20Subsidiaries_1.pdf**
- f) Disclosure of Accounting Treatment:- In the preparation of the financial statements, the Company has followed Accounting Standards notified by Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.
- g) The details relating to the commodity price risks and commodity hedging activities are not applicable to the Company.

XV. The Company has complied with the requirements of Corporate Governance Report of sub-paras (2) to (10) of Schedule V of SEBI Listing Regulations, 2015.

XVI. The Company has complied all the mandatory requirement of Regulation 17 to 27 and clause (b) to (i) of sub-regulation 2 of Regulation 46 of SEBI Listing Regulations, 2015.

XVII. CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The annexed certificate from M/s. Prateek Kohli & Associates, Company Secretaries regarding compliance of conditions of Corporate Governance for the financial year ended 31st March, 2018 forms part of this Report.

XVIII. EQUITY SHARES IN UNCLAIMED SUSPENSE ACCOUNT

No shares of the Company were required to be transferred to Unclaimed Suspense Account in terms of SEBI Listing Regulations, 2015

Report on Corporate Governance (Contd.)

Information about Directors proposed to be appointed/re-appointed at the Annual General Meeting as stipulated under Regulation 36(3) of the SEBI Listing Regulations, 2015:-

Name of Director	Mr. Deepak Kothari	Mr. Jignesh Dalal	Mr. Nishant Sharadrao Nanda	Mr. Dinesh Burman
DIN	00280323	08065507	08196581	00612904
Date of Birth	16.06.1963	08.04.1972	18.09.1984	12.03.1957
Nationality	Indian	Indian	Indian	Indian
Date of appointment	21.09.2017	15.02.2018	10.08.2018	30.07.2010
Qualification	B.A. from Kanpur University	Higher Secondary	B. Sc	B. Sc. ,LLB
Nature of Expertise	More than 20 years of experience in Manufacturing Industry of Liquor and veterinary, Real Estate Industry, NBFCs, Hotel Industry and Aviation	An experience of more than 11 years in the field of Sales, Marketing and liaisoning with Government Authorities.	An experience of more than 5 years in the field of Sales, Marketing, implement marketing strategy and plans to achieve unique growth.	An Experience in administrative and general corporate matters.
Name of Directorship in other Listed Companies	NIL	NIL	NIL	NIL
Name of committees of other Listed Companies in which the director is a member/chairperson	NIL	NIL	NIL	NIL
No. of shares held in the Company	3,34,40,499	NIL	NIL	NIL
Relationships with other Directors	Father of Mr. Udai Kothari	NIL	NIL	NIL

The above Report was placed before and approved by the Board of Directors at their Meeting held on 10th August, 2018.

Place: Kolkata
Date: 10th August, 2018

For and on behalf of the Board
Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN: 00284256)



CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members,

GOLDEN GOENKA FINCORP LIMITED

16 Strand Road,

9th Floor, Room No. 908B,

Kolkata-700001

We have examined the compliance of conditions of Corporate Governance by **GOLDEN GOENKA FINCORP LIMITED** ('the Company') for the year ended **31st March 2018**, as stipulated in Regulation 17 to 27, 46(2) (b) to (i), Schedule II and V (paragraphs C, D and E) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of certifications.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementations 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, and the representations made by the directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations.

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

**For Prateek Kohli & Associates
(Company Secretaries)**

Sd/-

**Prateek Kohli
(Partner)**

(C.P. No.: 16457)

Place: Kolkata

Date: 10th August, 2018

Annexure–3 to the Directors’ Report

Statement containing salient feature of the Financial Statements of Subsidiaries/Associate Companies/Joint Ventures

FORM AOC–1

{Pursuant to first proviso to Sub–Section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014}

Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures

Part “A”: Subsidiaries:-

1	Name of the Subsidiary Company	Golden Goenka Financial Advisors Limited	Golden Goenka Management Consultancy Services Limited	Golden Goenka Properties & Construction Private Limited	Aristro Capital Markets Limited	Goodpoint Conclave Limited	Linkwise Promoters Private Limited
2	The date since when subsidiary was acquired	9th November, 2011	9th November, 2011	9th November, 2011	25th May, 2013	8th March, 2016	8th March, 2016
3	Reporting period for the subsidiary	31st March, 2018	31st March, 2018	31st March, 2018	31st March, 2018	31st March, 2018	31st March, 2018
4	Reporting currency and Exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries	₹	₹	₹	₹	₹	₹
5	Share Capital	500,000	500,000	100,000	90,00,000	500,000	500,000
6	Reserves & Surplus	(38,277)	(74,394)	2,364	147,867,418	(68,003)	(60,336)
7	Total Assets	567,923	432,106	17,108,306	168,859,455	435,997	440,964
8	Total Liabilities	567,923	432,106	17,108,306	168,859,455	435,997	440,964
9	Investments	NIL	NIL	NIL	26,747,562	NIL	NIL
10	Turnover	NIL	NIL	NIL	163,799,437	NIL	NIL
11	Profit before Taxation	(7,400)	(10,813)	(258,500)	1,239,951	(7,441)	(7,005)
12	Provision for Taxation	NIL	NIL	161	120,000	NIL	NIL
13	Profit after Taxation	(11,695)	(10,813)	(258,661)	1,119,951	(7,441)	(7,005)
14	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL
15	% of share holding	100%	100%	100%	100%	100%	100%

Notes:

- Names of Subsidiaries which are yet to commence operations: N.A.
- Names of Subsidiaries which have been liquidated or sold during the year: N.A.

Statement containing salient feature of the Financial Statements of Subsidiaries/Associate Companies/Joint Ventures

Part “B”: Associates and Joint Ventures:-

1	Name of the Associate Company	Purple Advertising Services Private Limited
2	Latest audited Balance Sheet Date	31st March, 2018
3	Date on which the Associate/Joint Ventures was associated or acquired	7th December, 2012
4	Shares of Associate/Joint Ventures held by the Company on the year end: <ul style="list-style-type: none"> No. of shares (equity) Amount of investment in Associates/Joint Venture Extend of Holding % 	2,500,000 Equity Shares ₹ 90,000,000 33.33%
5	Description of how there is significant influence	Associate
6	Reason why the Associate is not consolidated	Financials could not be completed and hence same has not been considered for consolidation purpose.
7	Net worth attributable to shareholding as per latest audited Balance Sheet	
8	Profit/Loss for the year: <ul style="list-style-type: none"> Considered in Consolidation Not considered in Consolidation 	

Notes:

- Names of Associates or Joint Ventures which are yet to commence operations: N.A.
- Names of Associates or Joint Ventures which have been liquidated or sold during the year: N.A.

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Place: Kolkata
Date: 23rd May, 2018

For and on behalf of the Board of Directors

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Annexure–4 to the Directors' Report Secretarial Audit Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST DAY OF MARCH, 2018

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

To,
**The Members,
Golden Goenka Fincorp Limited
16 Strand Road,
9th Floor, Room No. 908B
Kolkata 700001**

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by Golden Goenka Fincorp 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 Golden Goenka Fincorp Limited 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, 2018** 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 **31st March, 2018** according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 and the rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

We have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliance under other applicable Acts, Laws and Regulations. The List of major head/groups of Acts, Laws and Regulations as applicable to the Company inter-alia includes:

- The Reserve Bank of India Act, 1934 and the regulations made there under.

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

- i. The uniform Listing Agreements entered into by the Company, with The BSE Limited & The Calcutta Stock Exchange Limited.
- ii. The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- iii. The Secretarial Standards (SS - 1 and SS - 2) issued by the Institute of Company Secretaries of India.



Secretarial Audit Report (Contd.)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company **is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Woman Director.**

We further report that during the period under review **Mr. Girdhari Lal Goenka** and **Mr. Rhythm Arora** resigned w.e.f. 21st September, 2017 and 15th February, 2018 respectively from the post of Directorship of the Company and **Mr. Jignesh Dalal** was appointed as the Additional Independent Director of the Company w.e.f. 15th February, 2018.

Adequate Notice is given to all Directors to schedule the Board/Committee Meetings. Information and circulation of the agenda with detailed information thereof, convening of meetings was done in compliance with the applicable laws, rules, regulations and guidelines, etc. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

Resolutions were carried through majority decision. The minutes of the meetings held during the audit period did not reveal any dissenting members' views.

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 period under review we have come across the following events having major bearing on the affairs of the company:

- i) The outgoing promoters viz. Mr. Girdhari Lal Goenka, M/s Girdhar Fiscal Services Private Limited, M/s Golden Goenka Commerce Private Limited and M/s Golden Goenka Credit Private Limited has through the process of open offer sold their entire equity shareholding in the company to the new promoters along with persons acting in concert namely Mr. Deepak Kothari, Mr. Udai Kothari, M/s Lotus Capital Financial Services Limited, M/s U. Y. Industries Private Limited and Dipak Kothari (HUF).
- ii) The company has obtained prior approval from the Reserve Bank of India for both change in the shareholding and composition of the Board of the Company.
- iii) The Board of Directors of the Company at their meeting held on 14th November, 2017, approved the proposal for name change of the company from Golden Goenka Fincorp Limited to U. Y. Fincorp Limited subject to the approval, consents, sanctions and permission of Reserve Bank of India (RBI), Ministry of Corporate Affairs (MCA), the Shareholders, Stock Exchanges and other appropriate regulatory and statutory authorities, to the extent applicable. The Company had received No Objection Certificate from the RBI for the said name change.

**For Prateek Kohli & Associates
(Company Secretaries)**

Sd/-

**Prateek Kohli
(Partner)**

(C.P. No.: 16457)

Place: Kolkata

Date: 10th August, 2018

{Our report is also to be read with our letter annexed in "Annexure A".}

Secretarial Audit Report (Contd.)

'Annexure A'

To,
The Members
Golden Goenka Fincorp Limited

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

- 1) Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
- 4) Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 5) 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 procedures on test basis.
- 6) The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Prateek Kohli & Associates
(Company Secretaries)**

Sd/-

**Prateek Kohli
(Partner)**

(C.P. No.: 16457)

**Place: Kolkata
Date: 10th August, 2018**

Annexure–5 to the Directors' Report

Particulars of Employees

PARTICULARS 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 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016

- (i) **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the Financial Year 2017-2018 :-**

Sl. No.	Name of the Director	Ratio
1	Udai Kothari (Managing Director) w.e.f 21.09.2017	8.06 : 1
2	Deepak Kothari (Whole-time Director) w.e.f 21.09.2017	4.06 : 1
3	Girdhari Lal Goenka (Managing Director) upto 20.09.2017	3.24 : 1
4	Dinesh Burman (Whole-time Director)	0.97 : 1

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (ii) **The percentage increase in the remuneration of each Director, Chief Financial Officer and Company Secretary or manager in the Financial Year 2017-2018: -**

Sl. No.	Name	% increase
1	Udai Kothari (Managing Director) w.e.f 21.09.2017	N.A.
2	Deepak Kothari (Whole-time Director) w.e.f 21.09.2017	N.A.
3	Girdhari Lal Goenka (Managing Director) upto 20.09.2017	NIL
4	Dinesh Burman (Whole-time Director)	NIL
5	Ayush Agarwal (Chief Financial Officer)	21%
6	Amrita Mohta Kothari (Company Secretary)	25%

Other Directors of the Company are paid only sitting fees which are not considered as remuneration.

- (iii) **The percentage increase in the median remuneration of employees in the Financial Year 2017-2018 :-** 45.61%

- (iv) **The number of permanent employees on the rolls of the Company: -**

There were 6 employees on the rolls as on March 31, 2018.

- (v) **Average percentage 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 thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:-**

There was no increase in Remuneration paid to Managing Director & Whole-time Director during the financial year ended 31st March, 2018.

- (vi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company:-** Yes

Place: Kolkata
Date: 10th August, 2018

For and on behalf of the Board
Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN: 00284256)

Annexure–6 to the Directors’ Report

Annual Report on Corporate Social Responsibility (CSR) Activities

Annual Report on Corporate Social Responsibility (CSR) Activities

1. A brief outline of the Company’s CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:

In terms of Section 135 and Schedule VII of the Companies Act, 2013, the Board of Directors have constituted a “Corporate Social Responsibility (CSR) Committee.”

On the recommendation of the said committee, the Board has approved a Corporate Social Responsibility (‘CSR’) policy which contains the CSR activities being carried out by the Company, governance structure, implementation process, etc.

The Policy recognizes that corporate social responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as notified under Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014:

- Eradicating hunger, poverty and malnutrition.
- Promoting Health care including Preventive Health care.
- Ensuring environmental sustainability and ecological balance.
- Employment and livelihood enhancing vocational skills and projects.
- Promotion of education.
- Promoting gender equality and women empowerment.
- Rural Development Projects etc.

The CSR Policy of the Company has been uploaded on the Company’s website and the web link of the same is:- http://www.goldengoenka.com/images/GGFL_CSR%20Policy.pdf

2. Composition of the CSR Committee:

The Board of Directors at their meeting held on 13th November, 2015 constitute a committee in the name of “Corporate Social Responsibility Committee”. The same was re-constituted on 14th November, 2017 and 10th August, 2018. The composition of Committee as on date are:-

- | | | |
|---------------------|---|----------|
| • Mr. Udai Kothari | - | Chairman |
| • Mr. Dinesh Burman | - | Member |
| • Mr. Jignesh Dalal | - | Member |

3. Average net profit of the Company for last three financial years: ₹ 1315.52 Lakhs

4. Prescribed CSR Expenditure(two percent of the amount as in item 3 above): ₹ 26.31 Lakhs

5. Details of CSR Spent during the Financial Year:

- i. Total amount to be spent for the financial year: ₹ 26.31 Lakhs
- ii. Amount Spent: ₹ 29.00 Lakhs
- iii. Amount unspent, if any: NIL

Annual Report on Corporate Social Responsibility (CSR) Activities (Contd.)

iv. **Manner in which the amount spent during the financial year is detailed below:**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
SL. No.	CSR project or activity identified	Sector in which the Project is Covered	Projects or Programms (1) Local Area or other (2) Specify the State and District where projects or programmes was undertaken	Amount outlay (budget) project or programmes wise.	Amount spent on the projects or programmes Sub-heads; (1) Direct expenditure on projects or programmes. (2) Overheads:	Cumulative expenditure upto to the reporting period.	Amount spent: Direct or through implementing agency
1.	Promotion of education (Clause ii of Schedule VII of Companies Act, 2013)	Providing the Education through Ekal Vidyalaya	Rampurhat, West Bengal	₹ 4.00 Lakhs	₹ 4.00 Lakhs	₹ 4.00 Lakhs	Direct
2.	Promotion of education (Clause ii of Schedule VII of Companies Act, 2013)	Promoting education through construction of School Premises	Lucknow, Uttar Pradesh	₹ 25.00 Lakhs	₹ 25.00 Lakhs	₹ 29.00 Lakhs	Direct

6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report: Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:

The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

Place: Kolkata

Date: 10th August, 2018

For and on behalf of the Board

Sd/-

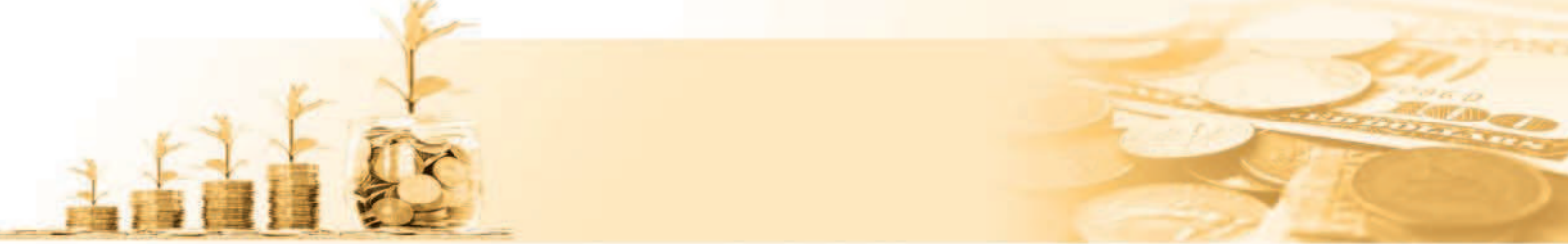
Udai Kothari

(Chairman & Managing Director)

(DIN: 00284256)

The background is a warm, orange-toned collage. It features several Indian 1000 Rupee banknotes, some of which show the portrait of Mahatma Gandhi. A silver-toned pocket watch with a diamond-encrusted case is open, showing a white face with black numerals and hands. A silver-toned ballpoint pen lies diagonally across the lower right portion of the image. The overall aesthetic is professional and financial.

Standalone Financials



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF "GOLDEN GOENKA FINCORP LIMITED"

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Golden Goenka Fincorp Limited** ('the Company'), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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 and presentation 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, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

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, 2018, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

INDEPENDENT AUDITOR'S REPORT (Contd.)

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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with 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 that needs to be disclosed in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

Anil Kumar Agarwal

(Partner)

Membership No. 062368

Place: Kolkata

Date: 23rd May, 2018



Annexure – A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2018, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on the such verification;
(c) As per information and explanation given to us by the management, and the records verified by us and based on the examination of the registered title deed provided to us, we report that all the immovable properties are held in the name of the Company as at the balance sheet date.
- (ii) In our opinion the stock for trade were physically verified during the year by the Management at reasonable intervals and as explained to us, no material discrepancies were noticed on physical verification.
- (iii) In respect of the loans, secured or unsecured, granted by the Company to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:
(a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are prima facie, not prejudicial to the interest of the Company.
(b) The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and /or receipts of interest have been regular as per stipulations.
(c) There are no overdue amounts in respect of the loan granted to the aforesaid listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans, investments made and guarantees given.
- (v) The Company has not accepted any deposit from the public covered under Section 73 to 76 of the Companies Act, 2013. Therefore, the provisions of paragraph 3(v) of the Order is not applicable to the Company.
- (vi) Being a Non-Banking Financial Company, the provisions of paragraph 3(vi) of the Order is not applicable to the Company
- (vii) a) According to the records of the Company, undisputed statutory dues including Provident Fund, Income Tax, Service Tax, cess or other material statutory dues have been generally regularly deposited during the year by the Company with appropriate authorities. According to the information and explanation given to us no undisputed statutory dues including Provident Fund, Income Tax, Service Tax, Value Added Tax, GST, cess or other material statutory dues were in arrears as at 31st March 2018 for a period of more than six months from the date they become payable.
b) According to the information and explanation given to us, there were no disputed dues which have not been deposited by the company on account of dispute as at 31st March 2018:
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) According to information and explanation given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly paragraph 3(ix) of the Order is not applicable.
- (x) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

Annexure – A to the Auditors' Report (Contd.)

- (xi) According to information and explanation given to us, the Company has paid or provided managerial remuneration in accordance with the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company and hence the paragraph 3(xii) is not applicable.
- (xiii) In our opinion and on the basis of information and explanation given to us by the management, all the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) According to information and explanation given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) According to information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly the paragraph 3(xv) is not applicable to the Company;
- (xvi) In our opinion and on the basis of information and explanation given to us by the management, the Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the company has obtained the necessary registration.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

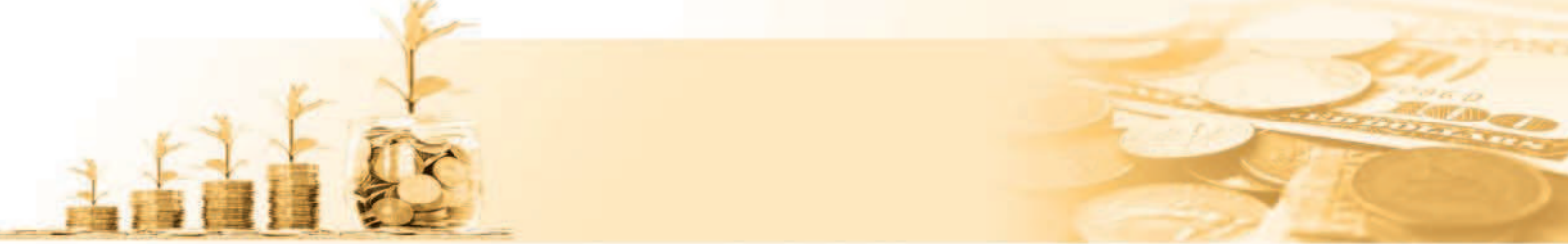
Anil Kumar Agarwal

(Partner)

Place: Kolkata

Date: 23rd May, 2018

Membership No. 062368



Annexure – B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Golden Goenka Fincorp Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Annexure – B to the Auditors' Report (Contd.)

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 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

Anil Kumar Agarwal

(Partner)

Membership No. 062368

Place: Kolkata

Date: 23rd May, 2018

Balance Sheet as at 31st March, 2018

(Amount in ₹)

Particulars	Note	As at 31st March, 2018	As at 31st March, 2017
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	951,191,645	951,191,645
Reserves and Surplus	3	1,494,736,885	1,379,582,376
		2,445,928,530	2,330,774,021
Non-Current Liabilities			
Long-Term Provisions	4	30,590,888	18,073,136
		30,590,888	18,073,136
Current Liabilities			
Other Current Liabilities			
- Current Maturities of Long-Term Borrowings		-	-
- Others	5	1,512,440	325,946
		1,512,440	325,946
TOTAL		2,478,031,859	2,349,173,103
ASSETS			
Non-Current Assets			
Fixed Assets			
- Tangible Assets	6	11,883,336	9,635,696
		11,883,336	9,635,696
Deferred Tax Assets (Net)	7	4,923,922	4,145,475
Non-Current Investments	8	343,186,000	365,700,300
Long-Term Loans and Advances			
- Loan Assets	9	-	16,830,000
- Other Long-Term Advances	10	376,947	2,932,755
		348,486,869	389,608,530
Current Assets			
Stock for Trade	11	1,338,662	29,133,264
Trade Receivable	12	136,493	1,432,695
Cash and Bank Balances	13	31,840,958	101,951,686
Short-Term Loans and Advances			
- Loan Assets	9	653,828,220	893,550,000
- Other Short-Term Advances	14	126,280,331	76,483,239
Other Current Assets			
- Current Maturities of Long-Term Loan Assets	9	1,284,045,541	826,478,779
- Other Current Assets	15	20,191,449	20,899,214
		2,117,661,653	1,949,928,877
TOTAL		2,478,031,859	2,349,173,103

Significant Accounting Policies and Notes to Financial Statements
The Notes referred to above form an integral part of the Balance Sheet
This is the Balance Sheet referred to in our report of even date

1 to 33

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Place: Kolkata
Date: 23rd May, 2018

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Statement of Profit and Loss for the year ended 31st March, 2018

(Amount in ₹)

Particulars	Note	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue From Operations	16	235,798,917	259,449,186
Other Income	17	238,030	399,298
Total		236,036,947	259,848,484
EXPENSES			
Purchases of Shares, Mutual Funds & Commodities		448,750	64,051,259
Changes in Stock for Trade		27,794,602	(7,144,376)
Employee Benefits Expense	18	8,351,304	5,973,449
Finance Cost		-	-
Depreciation/Amortisation and Impairment	6	1,456,372	886,299
Other Expenses	19	20,893,172	14,267,933
Total		58,944,199	78,034,565
Profit Before Provisions, Exceptional Items & Tax		177,092,748	181,813,919
Contingent Provisions against Standard Assets	4(a)	(1,461,859)	1,993,213
Provision for Non-Performing Assets	4(a)	13,833,894	(1,398,896)
		12,372,035	594,317
Profit before Exceptional Items & Tax		164,720,713	181,219,602
Exceptional Items			
Provision for diminution in value of Investments		-	-
Profit before Tax		164,720,713	181,219,602
Tax Expense:			
- Current tax		50,344,650	65,743,953
- Deferred Tax		(778,447)	992,837
Total Tax for current year		49,566,203	66,736,790
Income Tax in respect of earlier year		-	726,542
Profit After Tax		115,154,509	113,756,270
Earnings per Equity Share (Par Value ₹ 5/- per Equity Share)	25		
Basic (₹)		0.61	0.60
Diluted (₹)		0.61	0.60

Significant Accounting Policies and Notes to Financial Statements

1 to 33

The Notes referred to above form an integral part of the Statement of Profit and Loss

This is the Statement of Profit and Loss referred to in our report of even date

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Place: Kolkata
Date: 23rd May, 2018

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Cash Flow Statement for the year ended 31st March, 2018

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit Before Tax	164,720,713	181,219,602
Adjustment for:		
Depreciation/Amortisation and Impairment	1,456,372	886,299
Contingent Provisions against Standard Assets	(1,461,859)	1,993,213
Provision for Non-Performing Assets	13,833,894	(1,398,896)
Loss/(Profit) from sale of investments	-	13,128
Operating Profit before Working Capital Changes	178,549,119	182,713,346
Adjustments for:		
Increase / (Decrease) in Liabilities and Provisions	1,332,212	(580,558)
Decrease / (Increase) in Trade Receivables	1,296,202	(452,831)
Decrease / (Increase) in Stock for Trade	27,794,602	(7,144,377)
Decrease / (Increase) in Loans and Advances/Other Assets	(238,384,326)	(114,366,876)
Cash Generated from/(used in) Operations	(29,412,190)	60,168,704
Direct Taxes Paid	(59,508,825)	(48,635,493)
Net Cash (Used in)/Generated from Operating Activities	a (88,921,016)	11,533,211
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(3,854,842)	(8,544,041)
Proceeds from Sale of Fixed Assets	150,830	1,403,129
Profit/(Loss) from sale of Investments	-	(13,128)
(Increase) / Decrease in Investments	22,514,300	24,751,833
(Increase) / Decrease in Fixed Deposit	-	-
Interest Income from Investment in Fixed Deposit/Bonds	-	-
Net Cash (Used)/ Generated in Investing Activities	b 18,810,288	17,597,793
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Share Capital	-	-
Increase / (Decrease) in Vehicle Loan	-	-
Interim Dividend Paid	-	(1,840)
Net Cash (Used)/ Generated in Financing Activities	c -	(1,840)
Net Increase/(Decrease) in Cash & Cash Equivalents	a+b+c (70,110,727)	29,129,164
Cash & Cash Equivalents at the beginning of the year	101,951,686	72,822,522
Cash & Cash Equivalents at the end of the year	31,840,959	101,951,686

Explanations:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
- Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current year's classification.

This is the Cash Flow Statement referred to in our report of even date

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Place: Kolkata
Date: 23rd May, 2018

For and on behalf of the Board of Directors

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Significant Accounting Policies and Notes to Financial Statements

1 Significant Accounting Policies

1.1 Basis of Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards ('AS') specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act as applicable. Further, the Company follows the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-Deposit Accepting or Holding) Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

1.2 Use of estimates

The preparation of financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and the estimates are recognised in the periods in which the results are known / materialised. Any revision to the accounting estimates are recognised prospectively in the current and future years.

1.3 Fixed Assets, Depreciation/Amortisation and Impairment

a) Fixed Assets

Tangible Fixed Assets are carried at cost less accumulated depreciation/amortisation and impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which takes substantial period of time to get ready for their intended use, are also capitalised to the extent they relate to the period till such assets are ready to put to use.

b) Depreciation/Amortisation

Depreciation/Amortization is provided under straight line method at the rates determined based on the useful lives of the respective assets and residual values in accordance with Schedule II of the Companies Act, 2013.

Fixed Asset costing upto ₹ 5,000/- are depreciated fully over a period of 12 months from the date of purchase.

c) Impairment

The carrying amount of assets is reviewed at each Balance Sheet date to determine if there is any indication of impairment, based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

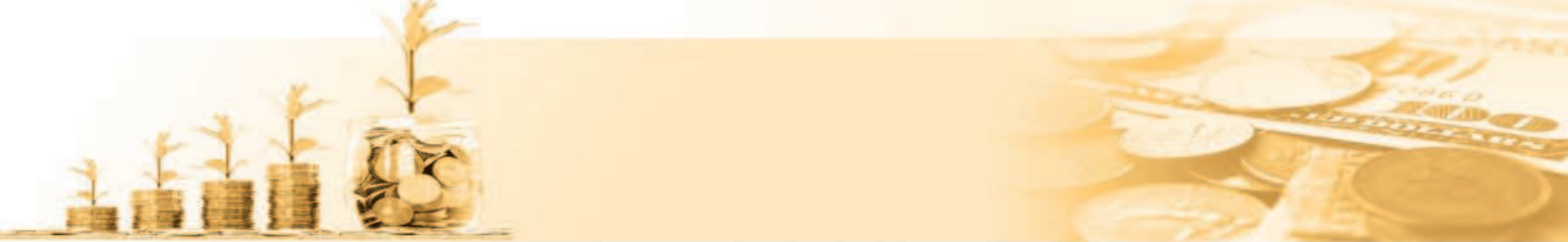
1.4 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006. Current investments also include current maturities of long-term investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and market price determined category-wise. All non-current investments including investments in Subsidiary Companies are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, on an individual basis.

Cost is arrived at on weighted average method for the purpose of valuation of investment.

1.5 Stock for Trade

Stock for Trade is carried at lower of cost and market price, determined category-wise.



Significant Accounting Policies and Notes to Financial Statements (Contd.)

1.6 Loan Assets

Loan Assets include loans advanced by the Company, secured by collateral offered by the customers, if applicable.

Loan assets are carried at net amount including installments fallen due and are net of unmatured / unearned finance charges, amounts received, assets not paid for, etc.

1.7 Provisioning / Write-off of Assets

The Company makes provision for Standard and Non-Performing Assets as per the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for other financial services is also made on similar basis.

1.8 Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured:

- a) Revenue from sale of Stock for Trade (shares/securities, commodities and mutual fund) is recognised when a binding obligation has been entered into.
- b) Interest Income from Loan assets is recognised in the Statement of Profit and Loss on accrual basis as per the terms and conditions of the loan agreement, except in the case of non-performing assets where it is recognised upon realisation, as per the Prudential Norms / Directions of the Reserve Bank of India, applicable to NBFCs. Penal interest is recognized upon realization.
- c) Profit/loss from derivative instruments (futures and options) are recognised on a marked to market basis.
- d) Dividend income is recognised when the right to receive the dividend is established.
- e) Profit or Loss on sale of investments is recognised when a binding obligation has been entered into.
- f) Interest is recognised using the time proportion basis taking into account the amount outstanding and the interest rate applicable.
- g) All other income is accounted for on accrual basis.

1.9 Prior Period and Extra Ordinary Items

Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

1.10 Retirement and other Employee Benefits

a) Gratuity

Liability for gratuity, which is a defined benefit scheme, is provided for based on an actuarial valuation carried out as at the balance sheet date. The Company has taken a policy administered by Life Insurance Corporation of India. Actuarial gains/losses are charged to the Statement of Profit and Loss and are not deferred.

b) Compensated Absences

Short term compensated expenses are charged to the Statement of Profit and Loss in the year in which the related service is rendered.

c) Provident Fund and Employee State Insurance

The provision of Employees' Provident Fund (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952) and Employee State Insurance is not applicable to the Company as the number of employees were less than 20 during the year and at year end.

1.11 Borrowing Costs

Borrowing costs relating to the acquisition / construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The ancillary costs incurred in connection with the arrangement of borrowings are amortised over the life of underlying borrowings. Premium payable on redemption of debentures is amortised over the tenure of the debentures. These form part of the borrowing costs.

Significant Accounting Policies and Notes to Financial Statements (Contd.)

Borrowing costs also include exchange differences arising from Foreign currency borrowings, to the extent they are regarded as an adjustment to the borrowing costs.

All other costs related to borrowings are recognised as expense in the period in which they are incurred.

1.12 Segment reporting

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Company is predominantly engaged in a single reportable segment of 'Financing and Related Services'.

1.13 Leases

Leases, where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset, are classified as operating leases. Operating lease payments are recognised on a straight-line basis over the lease term.

1.14 Earnings Per Share (EPS)

Basic EPS is calculated by dividing the net profit or loss for the year, attributable to equity shareholders, by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.15 Cash and Cash Equivalents

Cash and Cash Equivalents in the Cash Flow Statement comprise of cash on hand and at bank, demand deposits with banks, cheques on hand, remittances in transit and short term highly liquid investments with an original maturity of three months or less.

1.16 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.17 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the company has a present obligation as a result of past event and it is probable that 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 their 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. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

Notes to Financial Statements

2. Share Capital

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
Equity Shares, ₹ 5/- par value per share	1,000,000,000	1,000,000,000
200,000,000 (Previous year: 200,000,000), Equity Shares	1,000,000,000	1,000,000,000
Issued		
Equity Shares, ₹ 5/- par value per share	966,005,600	966,005,600
193,201,120 (Previous year: 193,201,120), Equity Shares	966,005,600	966,005,600
Subscribed and Fully Paid-up		
Equity Shares, ₹ 5/- par value per share	951,191,645	951,191,645
190,238,329 (Previous year: 190,238,329), Equity Shares	951,191,645	951,191,645

(a) Reconciliation of Equity Shares outstanding:

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below:

Equity Shares	As at 31st March, 2018		As at 31st March, 2017	
	No. of shares	(Amount in ₹)	No. of shares	(Amount in ₹)
At the beginning of the financial year	190,238,329	951,191,645	190,238,329	951,191,645
Add: Shares issued as fully paid-up during the financial year	-	-	-	-
At the end of the financial year	190,238,329	951,191,645	190,238,329	951,191,645

(b) Rights, preferences and restrictions in respect of each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company's authorised capital consist of one class of shares, referred to as equity shares, having par value of ₹ 5/- each. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining asset of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shareholders holding more than 5% equity shares each, are set out below:

Name of the Shareholders	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mr. Udai Kothari	33,483,699	17.60%	-	0.00%
Mr. Deepak Kothari	33,440,499	17.58%	-	0.00%
Lotus Capital Financial Services Limited	28,661,056	15.07%	-	0.00%
Strong Dealtrade Private Limited	16,100,000	8.46%	16,100,000	8.46%
UY Industries Private Limited	11,000,000	5.78%	11,000,000	5.78%
Golden Goenka Credit Private Limited (Formerly known as Risewell Credit Private Limited)	-	0.00%	71,071,495	37.36%
Girdhar Fiscal Services Private Limited	-	0.00%	13,522,119	7.11%
Golden Goenka Commerce Private Limited (Formerly known as Rajgaj Traders Private Limited)	-	0.00%	9,680,387	5.09%

Notes to Financial Statements (Contd.)

3. Reserves and Surplus

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Securities Premium Reserve		
Opening Balance	1,111,476,045	1,111,476,045
Add: Addition during the year	-	-
Add: Premium on Redemption of Debentures w/back	-	-
Closing Balance	1,111,476,045	1,111,476,045
Special Reserve [Reserve Fund as per Section 45-IC of Reserve Bank of India Act, 1934]		
Opening Balance	58,012,478	35,261,224
Add: Transfer from Surplus in the Statement of Profit and Loss	23,030,902	22,751,254
Closing Balance	81,043,380	58,012,478
General Reserve		
Opening Balance	372,892	372,892
Closing Balance	372,892	372,892
Surplus in the Statement of Profit and Loss		
Opening Balance	209,720,960	118,715,944
Add: Net Profit for the year	115,154,509	113,756,270
Amount available for appropriation	324,875,469	232,472,214
Appropriations:		
Special Reserve	23,030,902	22,751,254
Closing Balance	301,844,567	209,720,960
Total Reserves and Surplus	1,494,736,885	1,379,582,376

4. Long-Term Provisions

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision for Employee Benefits (Non Current Portion) [Refer note 23]		
-Gratuity	250,125	104,407
Others		
Contingent Provisions against Standard Assets [Refer note (a) herein below]	4,476,521	5,938,710
Provisions for Non-Performing Assets [Refer note (a) herein below]	25,864,242	12,030,019
Provisions for Bad & Doubtful Debts	-	-
Total	30,590,888	18,073,136

Note:

- (a) Provisions for non-performing assets (NPAs) is made in the financial statements according to the Prudential Norms prescribed by RBI for NBFCs. The Company also makes additional provision based on the management's best estimate, to the extent considered necessary.

The Company has created a general provision on the standard assets outstanding on the balance sheet date, as per the RBI Prudential Norms.

The following table sets forth the movement of aforesaid Provisions year-on-year:

(Amount in ₹)

Particulars	As at 1st April, 2017	Provision made during the year	As at 31st March 2018
Contingent Provisions against Standard Assets	5,938,380	(1,461,859)	4,476,521
Provision for Non-Performing Assets	12,030,348	13,833,894	25,864,242

Notes to Financial Statements (Contd.)

5. Other Current Liabilities - Others

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unclaimed Dividend	120,290	120,290
Other Payables		
-Liability for Expenses	1,075,347	134,685
-Statutory Liabilities	297,903	70,971
-Other Liabilities	18,900	-
Total	1,512,440	325,946

6. Fixed Assets

(Amount in ₹)

Particulars	Land- Freehold	Air- conditioner & Electrical Equipments	Office Equipment	Furniture and Fixtures	Motor Vehicles	Computers	Office Premises	Total
Gross Block								
At April 1, 2016	1,189,000	127,267	416,093	35,400	5,811,750	1,159,566	-	8,739,076
Additions	-	-	-	-	-	-	8,544,041	8,544,041
Disposals	-	-	-	-	5,811,750	-	-	5,811,750
At March 31, 2017	1,189,000	127,267	416,093	35,400	-	1,159,566	8,544,041	11,471,367
Additions	-	123,924	490,762	1,679,847	1,106,034	454,275	-	3,854,842
Disposals	-	127,267	416,093	35,400	-	1,159,566	-	1,738,326
At March 31, 2018	1,189,000	123,924	490,762	1,679,847	1,106,034	454,275	8,544,041	13,587,883
Depreciation								
At April 1, 2016	-	114,727	252,556	35,400	3,962,752	992,558	-	5,357,993
Charge for the year	-	2,189	75,117	-	445,869	81,814	281,310	886,299
Disposals	-	-	-	-	4,408,621	-	-	4,408,621
At March 31, 2017	-	116,916	327,673	35,400	-	1,074,372	281,310	1,835,671
Charge for the year	-	11,979	97,649	144,142	322,797	96,860	782,945	1,456,372
Disposals	-	118,261	352,007	35,400	-	1,081,828	-	1,587,496
At March 31, 2018	-	10,634	73,315	144,142	322,797	89,404	1,064,255	1,704,547
Net Block								
At March 31, 2017	1,189,000	10,351	88,420	-	-	85,194	8,262,731	9,635,696
At March 31, 2018	1,189,000	113,290	417,447	1,535,705	783,237	364,871	7,479,786	11,883,336

None of the Company's Fixed Assets are considered impaired as on the Balance Sheet date.

7. Deferred Tax Assets (Net)

In terms of Accounting Standard 22, the Deferred Tax Assets (DTA) recognised during the year is ₹ 4,923,922 (Previous year: ₹ 4,145,475) and the Deferred Tax Liabilities recognised during the year is ₹ Nil (Previous year: ₹ Nil). Consequently, the net DTA as at 31st March, 2018 stands at ₹ 4,923,922 (Previous year: ₹ 4,145,475).

Deferred taxes comprises the following:

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Deferred Tax Assets		
Depreciation on Fixed asset	212,297	(17,874)
Others	4,711,625	4,163,349
Total	4,923,922	4,145,475

Notes to Financial Statements (Contd.)

8. Non-Current Investments

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Investments (at Cost unless otherwise stated)		
In Equity instruments - Unquoted		
In Subsidiaries		
50,000 (Previous year: 50,000), equity shares of ₹ 10/- each in Golden Goenka Financial Advisors Limited	500,000	500,000
50,000 (Previous year: 50,000), equity shares of ₹ 10/- each in Golden Goenka Management Consultancy Services Limited	500,000	500,000
10,000 (Previous year: 10,000), equity shares of ₹ 10/- each in Golden Goenka Properties & Construction Private Limited	100,000	100,000
900,000 (Previous year: 900,000), equity shares of ₹ 10/- each in Aristro Capital Markets Limited	148,586,000	148,586,000
50,000 (Previous year: 50,000), equity shares of ₹ 10/- each in Goodpoint Conclave Limited	500,000	500,000
50,000 (Previous year: 50,000), equity shares of ₹ 10/- each in Linkwise Promoters Private Limited	500,000	500,000
In Associate		
2,500,000 (Previous year: 2,500,000), equity shares of ₹ 10/- each in Purple Advertising Services Private Limited	90,000,000	90,000,000
In Others		
Nil (Previous year: 36,506), equity shares of ₹ 100/- each in Auto Profiles Limited	-	25,014,300
800,000 (Previous year: 800,000), equity shares of ₹ 10/- each in S2 Capital Services Private Limited [Net of provision for other than temporary diminution aggregating ₹ Nil (P.Y. Nil)]	12,500,000	12,500,000
500,000 (Previous year: Nil), equity shares of ₹ 10/- each in Brihans Laboratories Private Limited	5,000,000	-
3,200,000 (Previous year: 3,200,000), equity shares of ₹ 10/- each in Shalimar Lakecity Private Limited (Formerly known as ANS Developers Private Limited)	80,000,000	80,000,000
Nil (Previous year: 250,000), equity shares of ₹ 10/- each in Megha Agri Food Products Private Limited	-	2,500,000
500,000 (Previous year: 500,000), equity shares of ₹ 10/- each in Shree Saishraddha Cements Private Limited	5,000,000	5,000,000
Total	343,186,000	365,700,300
Aggregate amount of quoted non-current investments	-	-
Aggregate market value of quoted non-current investments	-	-
Aggregate amount of unquoted non-current investments	343,186,000	365,700,300
Aggregate provision for diminution in the value of non-current investments	-	-
All Investments mentioned above are fully paid-up.		

Notes to Financial Statements (Contd.)

9. Loan Assets

(Amount in ₹)

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	Long-Term		Short-Term	Long-Term		Short-Term
	Non-Current Maturities	Current Maturities		Non-Current Maturities	Current Maturities	
Considered Good, unless otherwise stated						
Secured						
-Two-Wheeler Loans [Refer note (a) herein below]	-	445,541	-	-	478,779	-
Unsecured						
Loan to Related parties [Refer note (c) herein below] & [Refer note 27]	-	-	-	16,830,000	-	-
Loan to Others [Refer note (b) herein below]	-	1,283,600,000	653,828,220	-	826,000,000	893,550,000
Total	-	1,284,045,541	653,828,220	16,830,000	826,478,779	893,550,000

Note

- (a) Two-Wheeler Loans includes Non-Performing Assets of ₹ 139,242 (Previous Year ₹ 228,779).
 (b) Short-Term, unsecured, Loan to Others includes Non-Performing Assets of ₹ 25,725,000 (Previous Year ₹ 39,950,000).
 (c) The interest free loan has been granted to its wholly owned subsidiaries.

10. Other Long-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Considered Good, unless otherwise stated		
Unsecured		
Capital Advances	163,547	2,719,355
Security Deposits	213,400	213,400
Total	376,947	2,932,755

11. Stock for Trade

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Stock for Trade [Refer Annexure I to Notes to Financial Statements] (At lower of cost and net realisable value)	1,338,662	29,133,264
Total	1,338,662	29,133,264

12. Trade Receivables

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, considered good		
Other Debts	136,493	1,432,695
Total	136,493	1,432,695

Notes to Financial Statements (Contd.)

13. Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash and Cash Equivalents:		
Cash on Hand	101,746	342,903
Balances with Banks		
- In Current Account	31,618,922	101,488,493
- In Unclaimed Dividend Account	120,290	120,290
- In Cheque in Hand	-	-
Total	31,840,958	101,951,686

14. Other Short-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good		
Interest accrued and due on Loans	105,609,252	64,890,817
Other loans and advances		
- Other advances	14,506	14,506
- Goods & Service Tax/ Service tax receivable	-	85,518
- Advance Tax [(net of provision for tax ₹ 128,848,152) (Previous year ₹ 108,321,679)]	20,656,573	11,492,398
Total	126,280,331	76,483,239

15. Other Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, considered good		
Current maturities of Long-Term Loan Assets	-	-
Interest accrued but not due	20,191,449	20,883,513
Gratuity Fund (Refer note 23)	-	15,701
Total	20,191,449	20,899,214

16. Revenue from Operations

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Sale of Stock for Trade	43,967,161	64,355,405
Income from Loans	191,831,756	195,093,781
Total	235,798,917	259,449,186

17. Other Income

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Dividend Income from Stock for Trade	238,030	399,298
Total	238,030	399,298

18. Employee Benefits Expense

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Salaries, Allowances and Bonus	7,902,068	5,658,505
Contribution to Provident and Other Funds	265,826	191,713
Staff Welfare Expenses	183,410	123,231
Total	8,351,304	5,973,449

Notes to Financial Statements (Contd.)

19. Other Expenses

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Advertisement, Publicity & Sales Promotion	86,552	107,736
Auditors' Remuneration [Refer note 20]	165,050	158,350
Capital & Commodity Market Expenses	57,270	102,427
Commission	940,000	-
Communication Expenses	83,481	105,077
Corporate Compliance Fees	638,519	540,033
CSR Expenditure	2,900,000	1,550,000
Directors' Sitting Fees	72,530	181,700
Donation	10,000,000	5,841
Electricity Charges	161,349	161,468
Fees & Subscription	66,757	14,451
Insurance	132,604	147,535
Legal & Professional Fees	1,062,905	200,292
Loss on Sale of Fixed Assets	-	13,128
Miscellaneous Expenses	101,815	333,520
Motor Car Expenses	17,935	186,309
Printing and Stationery	489,007	133,168
Rates and Taxes	90,418	2,500
Rent	347,192	520,788
Repair and Maintenance to Others	204,676	201,725
Service Tax Expenses	-	40,000
Investments Written off	-	151,833
Loan Written Off	150,830	9,090,120
Travelling and Conveyance	3,124,281	319,932
Total	20,893,172	14,267,933

20. Auditors' Remuneration*

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
As Auditors	80,000	80,000
For Taxation Matters	17,700	17,250
For Other Services	67,350	61,100
Total	165,050	158,350

*excluding Service Tax/ GST

21. Contingent Liabilities and Commitments (to the extent not provided for)

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
I Contingent Liabilities		
Bank Guarantee*	-	-
Guarantees in favor of a bank against facilities granted to		
• Others	3,000,000,000	3,000,000,000
II Commitments		
Estimated amount of capital contracts remaining to be executed and not provided for (Net of advances)	-	-

Notes to Financial Statements (Contd.)

* The Corporate Guarantee given by the Company to secure the term Loan of ₹ 300 Crores granted to M/s Shalimar Lakecity Pvt Ltd (SLPL) (Formerly known as M/s ANS Developers Pvt Ltd) by Syndicate Bank, MID Corporate Branch has been paid off in full and final by the SLPL. Furthermore the company has received the No Objection Certificate dated 17th May, 2018 from the bank regarding the satisfaction of charge so created by the company against the Corporate Guarantee. The company is in the process of filing the same with ROC, Kolkata.

In March 2015, search and seizure operations were conducted by the Income Tax authorities under Section 132 of the Income Tax Act. During the course of the search and seizure operations, the income tax authorities have taken custody of certain materials such as documents, records, and recorded statements of certain officials of the Company. The Company does not expect any liability arising out of the aforesaid search and seizure.

22. Operating lease-in the capacity of lessee

The Company earlier had a cancellable operating lease arrangement for office space. Post the acquisition the company has shifted to a new office. The total rental expenses for the year amounted to ₹ 347,192 (Previous year ₹ 520,788).

23. Disclosure pursuant to Accounting Standard (AS) 15 (Revised) - Employee Benefits

Defined Benefit Plan:

The trustees of the gratuity scheme for the employees of the Company have entrusted the administration of the scheme to the Life Insurance Corporation of India (LIC).

(a) Expenses recognised in the Statement of Profit and Loss are as follows: (Amount in ₹)

Particulars	Gratuity	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Current services cost	162,037	112,281
Interest cost	37,954	27,257
Expected return on plan assets	(41,129)	(37,223)
Past Service Cost	-	-
Net actuarial losses/(gains)	106,964	(5,831)
Net benefit expense	265,826	96,484

(b) Net Liability recognized in the Balance Sheet is as follows: (Amount in ₹)

Particulars	Gratuity	
	As at 31st March, 2018	As at 31st March, 2017
Defined benefit obligation	380,097	474,423
Fair value of plan assets	630,222	490,124
Net Asset / Liability	250,125	15,701
- Non-Current	250,125	15,701
- Current	-	-

(c) Changes in the present value of the defined benefit obligations are as follows: (Amount in ₹)

Particulars	Gratuity	
	Year ended 31st March, 2018	Year ended 31st March, 2017
Opening defined benefit obligation	474,423	340,716
Interest cost	37,954	27,257
Current service cost	162,037	112,281
Benefit paid	-	-
Actuarial losses/(gains)	(294,317)	(5,831)
Plan Amendments	-	-
Closing defined benefit obligation	380,097	474,423

Notes to Financial Statements (Contd.)

(d) The details of fair value of plan assets at the Balance Sheet date are as follows: (Amount in ₹)

Particulars	Gratuity	
	As at 31st March, 2018	As at 31st March, 2017
Opening fair value of plan assets	490,124	443,723
Expected return on plan assets	41,129	37,223
Contribution	97,846	9,178
Benefits paid	-	-
Actuarial (losses) / gains	1,123	-
Closing fair value of plan assets	630,222	490,124

(e) The principal assumptions used in determining the gratuity and leave liability are as shown below:

Particulars	As at 31st March, 2018	As at 31st March, 2017
Discount rate (%)	7.63%	8.00%
Mortality Rate	Indian Assured Lives Morality (2006-08) Ultimate	LIC (1994-96) Ultimate

(f) The amounts for the current and previous years are as follows: (Amount in ₹)

Particulars	Gratuity	
	31st March, 2018	31st March, 2017
Defined benefit obligation	380,097	474,423
Fair value of plan assets	630,222	490,124
Deficit	250,125	15,701
Experience adjustments on plan liabilities – gain/ (loss)	-	-
Experience adjustments on plan assets – gain/(loss)	-	-
Actuarial gain/(loss) due to change on assumptions	-	-

24. The management is of the view that the business of the Company predominantly falls within a single primary segment viz. “Financial and Related Services” and hence the disclosure requirement of Accounting Standard-17 ‘Segment Reporting’ notified by the Central Government under Companies (Accounting Standards) Rules, 2006, is not applicable.

25. Earnings Per Equity Share

Particulars	As at 31st March, 2018	As at 31st March, 2017
Profit After Tax attributable to Equity Shareholders (₹)	115,154,509	113,756,271
Weighted average number of Equity Shares (Basic)	190,238,329	190,238,329
Weighted average number of Equity Shares (Diluted)	190,238,329	190,238,329
Nominal Value of Equity per share (₹)	5	5
Earnings per share (₹) - Basic	0.61	0.60
- Diluted	0.61	0.60

26. The Company has not received any memorandum from ‘Suppliers’ (as required to be filed by the ‘Suppliers’ with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2018 as micro, small or medium enterprises. Consequently, the amount paid / payable to these parties during the year is ₹ Nil (Previous year: ₹ Nil).

Notes to Financial Statements (Contd.)

27. Related Party Disclosures

A. Related Parties:

- | | | |
|--|---|---|
| i. Subsidiaries | : | Golden Goenka Properties & Construction Private Limited
Golden Goenka Financial Advisors Limited
Golden Goenka Management Consultancy Services Limited
Aristro Capital Markets Limited
Goodpoint Conclave Limited
Linkwise Promoters Private Limited |
| ii. Associates | : | Purple Advertising Services Private Limited. |
| iii. Enterprises significantly influenced by Key management personnel or their relatives | : | Lotus Capital Financial Services Limited
Brima Sagar Maharashtra Distilleries Limited
Brihans Laboratories Private Limited
Zircon Traders Limited
Usha Colonisers Limited
U.Y. Trienviro Private Limited
Karni Infra Holding Private Limited
GSL Shareholdings Private Limited
Golden Highrise Private Limited
Dinesh Enterprise |

B. Key Management Personnel:

- | | | |
|-----------------------------|---|---|
| iv. Managing Director | : | Mr. Udai Kothari (w.e.f. 21st September 2017)
Mr. Girdhari Lal Goenka (upto 20th September 2017) |
| v. Executive Director | : | Mr. Dinesh Burman
Mr. Deepak Kothari (w.e.f. 21st September 2017) |
| vi. Chief Financial Officer | : | Mr. Ayush Agarwal |
| vii. Company Secretary | : | Mrs. Amrita Mohta Kothari |

C. Relative of Key Management Personnel :

- | | | |
|-----------------------------------|---|--|
| viii. Wife of Girdhari Lal Goenka | : | Mrs. Raj Goenka (upto 20th September 2017) |
|-----------------------------------|---|--|

Notes to Financial Statements (Contd.)

The following is the summary of transactions with related parties:

(Amount in ₹)

Name of related party	Nature of transactions and outstanding balances	2017-18	2016-17
Enterprise significantly influenced by Key Management Personnel or their Relatives :			
Zircon Traders Limited	Loan Given	61,000,000	—
	Loan Repaid	—	—
	Balance Receivable: Loans	239,703,678	—
	Interest Income	20,781,865	—
Brima Sagar Maharashtra Distilleries Limited	Loan Given	—	—
	Loan Repaid	11,000,000	—
	Balance Receivable: Loans	243,158,505	—
	Interest Income	21,175,000	—
Brihans Laboratories Private Limited	Loan Given	91,500,000	—
	Loan Repaid	—	—
	Balance Receivable: Loans	233,208,995	—
	Interest Income	17,454,349	—
	Investment in Shares	5,000,000	—
Subsidiaries:			
Linkwise Promoters Private Limited	Deposit Given pursuant to section 160 of Companies Act 2013	—	200,000
	Amount Repaid	—	200,000
	Balance Receivable:	—	—
	Investment In Equity Instruments	—	—
Goodpoint Conclave Limited	Deposit Given pursuant to section 160 of Companies Act 2013	—	200,000
	Advance Repaid	—	200,000
	Balance Receivable:	—	—
	Investment In Equity Instruments	—	—
Golden Goenka Management Consultancy Services Limited	Deposit Given pursuant to section 160 of Companies Act 2013	—	100,000
	Advance Repaid	—	100,000
	Balance Receivable:	—	—
	Investment In Equity Instruments	—	400,000
Golden Goenka Properties & Construction Private Limited	Loan Given	150,000	5,050,000
	Loan Repaid	16,900,000	3,000,000
	Balance Receivable: Loans	—	16,750,000

Notes to Financial Statements (Contd.)

Golden Goenka Financial Advisors Limited	Deposit Given pursuant to section 160 of Companies Act 2013	–	100,000
	Amount Repaid	80,000	100,000
	Loan Repaid	–	–
	Balance Receivable: Loans	–	80,000
	Investment In Equity Instruments	–	–
Aristro Capital Markets Limited	Security transaction Tax*	38,537	67,664
	Purchase of Shares & Securities*	903,903	33,051,259
	Sales of Shares & Securities*	38,390,440	34,107,446
	Direct Expenses on Shares*	14,078	20,560
	Demat Charges*	2,550	14,203
	Share Speculation Profit/(Loss)*	–	40,662
	Balance Receivable/(Payable)*	136,493	1,432,465
Key Management Personnel			
Mr. Udai Kothari	Managerial Remuneration	2,532,916	–
Mr. Deepak Kothari	Managerial Remuneration	1,266,250	–
Mr. Girdhari Lal Goenka	Managerial Remuneration	1,020,000	2,160,000
Mr. Dinesh Burman	Managerial Remuneration	306,000	306,000
Mr. Ayush Agarwal	Remuneration	1,118,443	623,206
Mrs. Amrita Mohta Kothari	Remuneration	706,576	565,986
Relative of Key Management Personnel			
Mrs. Raj Goenka	Rent Paid	13,992	20,988

* as a Stock Broker

- 28.** The Board of Directors of the Company at its meeting held on 19th January, 2017 considered and approved the disinvestment of the entire shares of one of its material wholly owned subsidiary viz, Aristro Capital Markets Limited to one or more entities subjected to the Shareholders approval vide Postal Ballot.

Further as per the combined Scrutinizer Report on E-voting & Postal Ballot dated 21st March, 2017 issued by Mr. Prateek Kohli, Practicing Company Secretary (CP No 16457), Proprietor of M/s Prateek Kohli & Associates, Company Secretaries, the Scrutinizer, the members of our Company had approved the proposal of disinvestment of the M/s Aristro Capital Markets Limited to one or more entities. The transaction for sale of shares is pending for regulatory approvals. Pending such approval, the effect of the transaction has not been reflected.

- 29.** As per the terms of the Share Purchase Agreement dated 30th January, 2017 entered into between the Mr. Girdhari Lal Goenka, M/s. Girdhar Fiscal Services Private Limited, M/s. Golden Goenka Commerce Private Limited & M/s. Golden Goenka Credit Private Limited (hereafter together referred as Outgoing Promoters) with Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3), the Acquirers alongwith M/s. U.Y. Industries Private Limited (PAC1) and Dipak Kothari (HUF) (PAC2) (hereafter together referred as Incoming Promoters) have initiated an Open Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Thereafter pursuant to receipt of the Statutory approvals from the Securities and Exchange Board of India and Reserve Bank of India the Acquirers and the PACs acquired 2,600 equity shares from the public shareholders in the tendering period which opened on 19th June, 2017 and closed on 3rd July, 2017.



Notes to Financial Statements (Contd.)

The outgoing promoters of the company has transferred their entire shareholding in the Company constituting 95,536,854 fully paid-up equity shares of face value of ₹ 5/- each, representing 50.22% of the total equity and voting share capital of the Company to Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3) on 14th August, 2017.

Subsequent to the aforesaid acquisitions the Acquirers along with the PACs now hold 106,613,254 fully paid up equity shares of face value of ₹ 5/- each representing 56.04% of the entire equity share capital of the Company and become the new promoters of the Company.

30. The Company and its investing company [M/s Golden Goenka Credit Private Limited (Formerly known as Risewell Credit Private Limited)] had made an investment in M/s Purple Advertising Services Private Limited (the "Associate") during the year 2012-13 and 2013-14 and as a result M/s Purple Advertising Services Private Limited became the Associate of the Company from year 2013-14. As per the terms of agreement for investment, the Associate Company had agreed to issue a specified number of its equity shares in lieu of investments made. However, the requisite numbers of shares were not issued. Consequently, the agreement was cancelled and a money suit was filed in the Hon'ble Calcutta High Court against the Associate Company.
31. Additional information as required by Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is furnished vide **Annexure – II** is attached herewith.
32. The Board of Directors has recommended the payment of final dividend of ₹ 0.05/- per equity share (i.e., 1% of the paid up equity share capital) for the year ended 31st March, 2018, subjected to the approval of the share holders at the ensuing Annual General Meeting.
33. Figures pertaining to the previous year have been rearranged/regrouped, reclassified and restated, wherever necessary, to make them comparable with those of current year.

Signatories to Notes **1** to **33**

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Place: Kolkata
Date: 23rd May, 2018

For and on behalf of the Board of Directors

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Notes to Financial Statements (Contd.)

ANNEXURE – I TO THE NOTES TO FINANCIAL STATEMENTS [REFER NOTE 11]

Particulars of stock of trade as on 31st March, 2018

Particulars	Face Value (₹)	Quantity (Nos.)	Cost Value (Amount in ₹)	Value (Amount in ₹)
Equity Shares: Trade (A)				
Bharati Defence And Infrastructure Limited	1	33,000	2,696,130	165,331
Chisel & Hammer (Mobel) Limited	10	7,500	295,250	1
Crew B O S Products Ltd	10	56,685	1,419,004	1
Kappac Pharma Limited	10	20,200	5,369,566	1
Lanco Infratech Limited	2	37,000	410,732	39,220
Lumax Automotive Systems Limited	2	2,373	70,338	1
Mystic Electronics Limited	10	22,305	12,230,088	1,070,640
Rei Agro Limited	10	5,000	2,450	–
Zenith Birla (India) Ltd	2	5,000	8,960	8,651
Zenith Computers Limited	1	38,333	669,440	54,816
Total			23,171,959	1,338,662
Mutual Fund (B)				
		Units	Cost Value (Amount in ₹)	Value (Amount in ₹)
Reliance Liquid Fund – Cash Plan Growth Option–Growth Plan		–	–	–
Total			–	–
Particulars			Cost Value (Amount in ₹)	Value (Amount in ₹)
Grand Total (A+B)			23,171,959	1,338,662
Less: Provision for Diminution			21,833,296	–
Total			1,338,662	1,338,662

Notes to Financial Statements (Contd.)

ANNEXURE II TO THE NOTES TO FINANCIAL STATEMENTS [REFER NOTE 31]

Disclosure of details as required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

(Amount in ₹)

Particulars	Amount Outstanding	Amount Overdue
Liabilities Side:		
(1) Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:		
(i) Debentures:		
Secured	—	—
Unsecured (other than falling within the meaning of public deposit)	—	—
(ii) Deferred Credits	—	—
(iii) Term Loans	—	—
(iv) Inter-corporate loans and borrowing	—	—
(v) Commercial Paper	—	—
(vi) Other Loans:	—	—
Working capital facility		
Public Deposit		

Particulars	Amount Overdue
Assets Side:	
(2) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	
(i) Secured	445,541
(ii) Unsecured	1,937,873,761
(3) Break-up of Leased Assets and Stock on Hire and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors:	
(a) Financial Lease	—
(b) Operating Lease	—
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	—
(b) Repossessed Assets	—
(iii) Others Loans counting towards AFC activities:	
(a) Loans where assets have been repossessed	—
(b) Loans other than (a) above	—
(4) Break up of Investments	
Current Investments*	
(i) Quoted:	
(a) Shares: (A) Equity	1,338,662
(B) Preference	—
(b) Debentures and bonds	—
(c) Units of mutual funds	—
(d) Government Securities	—
(e) Others	—

Notes to Financial Statements (Contd.)

	(ii)	Unquoted:	
	(a)	Shares: (A) Equity	—
		(B) Preference	—
	(b)	Debentures and bonds	—
	(c)	Units of mutual funds	—
	(d)	Government Securities	—
	(e)	Others	—

* Stock for Trade

Particulars		Amount Overdue
	Long term investments	
	(i) Quoted:	—
	(a) Shares: (A) Equity	—
	(B) Preference	—
	(b) Debentures and bonds	—
	(c) Units of mutual funds	—
	(d) Government Securities	—
	(e) Others	—
	(ii) Unquoted:	
	(a) Shares: (A) Equity	343,186,000
	(B) Preference	—
	(b) Debentures and bonds	—
	(c) Units of mutual funds	—
	(d) Government Securities	—
	(e) Others	—

(5) Borrower group-wise classification of assets financed as in (2) and (3) above:

Category		Amount net of provisions		
		Secured	Unsecured	Total
i.	Related Parties:			
	(a) Subsidiaries	—	—	—
	(b) Companies in the same group	—	—	—
	(c) Other related parties	—	—	—
ii.	Other than related parties	445,541	1,937,428,220	1,937,873,761
Total		445,541	1,937,428,220	1,937,873,761

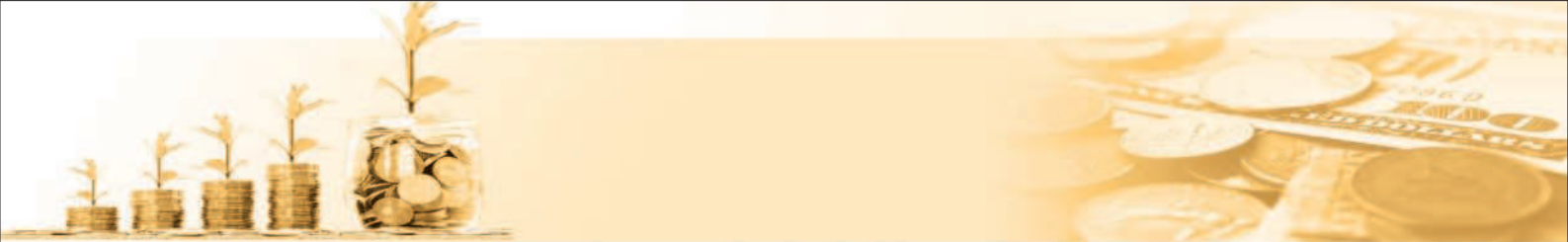
Notes to Financial Statements (Contd.)

(6)	Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):		
	Category		Market Value / Break up or fair value or NAV
			Book Value (net of provisions)
	i.	Related Parties:	
		(a) Subsidiaries	150,686,000
		(b) Companies in the same group	90,000,000
		(c) Other related parties	–
	ii.	Other than related parties	102,500,000
Total			343,186,000

(7)	Other Information:	
	Particulars	
	Amount in ₹	
	i.	Gross Non–Performing Assets
		(a) Related parties
		(b) Other than related parties
	ii.	Net Non–Performing Assets
		(a) Related parties
		(b) Other than related parties
	iii.	Assets acquired in satisfaction of debt

The background is a warm, orange-toned collage. It features several Indian 1000 Rupee banknotes, some of which show the portrait of Mahatma Gandhi. A gold-colored wristwatch with a diamond-set bezel and a metal link bracelet is positioned in the lower-left quadrant. A silver-colored pen lies diagonally across the lower-right portion of the image. The overall aesthetic is professional and financial.

Consolidated Financials



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GOLDEN GOENKA FINCORP LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Golden Goenka Fincorp Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associate, comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of other auditors, on the financial statements of the subsidiaries and associates noted below, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31st March, 2018, and its consolidated profit and its consolidated cash flows for the year ended on that date.

Emphasis of Matter

- a) We draw attention in respect of one of the subsidiary, the subsidiary has made investments in 1,385,000 equity shares of Aqua Logistics Ltd having face value of Rs. 1 each amounting to Rs.157.34 Lakhs (Previous Year Rs.157.34 Lakhs) being shown as quoted / Non-current investments in the Consolidated financial statements of the Company for the financial year ended 31st March 2018. The Hon'ble Bombay High Court vide its order dated 12th November, 2013, has ordered that Aqua Logistics Ltd. be wound up and the Official Liquidator attached to the Hon'ble High Court, Bombay has been appointed as Liquidator hereof with usual powers. Hence, we are unable to form an opinion regarding valuation of the said investment. The management of the Company is of the view that it will recover the investment amount and therefore no provision for diminution in the value of the investment has been made in the current financial year.

INDEPENDENT AUDITOR'S REPORT (Contd.)

- b) As stated in Note no. 23(a) of the consolidated financial statements, in absence of the financial statements of associate company M/s Purple Advertising Services Private Limited for the year ended 31st March 2018, the results of same has not been consolidated as per Accounting Standard 23 on "Accounting for Investment in Associates" in Consolidated Financial Statements. Consequently the impact of the same and the value of investments in such associate are not ascertainable presently.

Our opinion is not modified in respect of above matter

Other Matters

- a) We did not audit the financial statements of 6(six) subsidiaries, whose financial statements reflect total assets of Rs.1,878.44 Lakhs as at 31st March 2018 and total revenue of Rs.1,637.99 Lakhs for the year ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

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

- 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 of the aforesaid consolidated financial statements.
- in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- with respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "**Annexure A**"; and
- with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Group does not have any pending litigations that needs to be disclosed in the consolidated financial statements.
 - The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There has been were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

Anil Kumar Agarwal

(Partner)

Place: Kolkata

Date: 23rd May, 2018

Membership No. 062368



Annexure – A to the Auditors' Report

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting of Golden Goenka Fincorp Limited ("the Holding Company") and its subsidiary companies and an associate which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Annexure to the Independent Auditors' Report on Consolidated Financial Statements (contd.)

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 Holding Company and its subsidiary companies and an associate, which are companies incorporated in India, 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 2018, based on the internal control over financial reporting criteria established by the Group 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to 6 (six) subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Sd/-

Anil Kumar Agarwal

(Partner)

Membership No. 062368

Place: Kolkata

Date: 23rd May, 2018

Consolidated Balance Sheet as at 31st March, 2018

(Amount in ₹)

Particulars	Note	As at 31st March, 2018	As at 31st March, 2017
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	951,191,645	951,191,645
Reserves and Surplus	3	1,502,943,844	1,386,969,541
		2,454,135,489	2,338,161,186
Non-Current Liabilities			
Long-Term Loans	4A	20,922,447	-
Long-Term Provisions	4B	30,590,888	18,073,136
		51,513,335	18,073,136
Current Liabilities			
Other Current Liabilities			
- Others	5	9,705,330	15,155,535
		9,705,330	15,155,535
TOTAL		2,515,354,154	2,371,389,857
ASSETS			
Non-Current Assets			
Fixed Assets	6		
- Tangible assets		33,502,778	24,786,637
- Intangible assets		164,187	164,187
		33,666,965	24,950,824
Deferred Tax Assets (Net)	7	4,923,280	4,144,994
Non-Current Investments	8	219,247,562	241,761,862
Long-Term Loans and Advances			
- Other Long-Term Advances	10	29,302,447	39,258,255
Other Non-Current Assets	11	-	1,537,491
		253,473,289	286,702,602
Current Assets			
Stock for Trade	12	78,236,099	107,347,398
Trade Receivables	13	3,398,677	5,996,880
Cash and Bank Balances	14	58,111,995	127,033,937
Short-Term Loans and Advances			
- Loan Assets	9	653,828,220	893,550,000
- Other Short-Term Advances	15	130,077,930	78,047,999
Other Current Assets			
- Current Maturities of Long-Term Loan Assets	9	1,284,045,540	826,478,779
- Other Current Assets	16	20,515,439	21,281,438
		2,228,213,899	2,059,736,431
TOTAL		2,515,354,154	2,371,389,857

Significant Accounting Policies and Notes to Consolidated Financial Statements 1 to 34

The Notes referred to above form an integral part of the Balance Sheet

This is the Balance Sheet referred to in our report of even date

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Place: Kolkata
Date: 23rd May, 2018

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Consolidated Statement of Profit and Loss for the year ended 31st March, 2018

(Amount in ₹)

Particulars	Note	Year ended 31st March, 2018	Year ended 31st March, 2017
INCOME			
Revenue From Operations	17	397,586,395	407,132,591
Other Income	18	2,246,535	875,219
Total		399,832,930	408,007,810
EXPENSES			
Purchases of Shares, Mutual Funds & Commodities		132,704,623	219,768,441
Changes in Stock for Trade		29,111,299	(34,660,297)
Employee Benefits Expense	19	12,965,005	8,967,841
Finance Cost	20	94,373	3,247
Depreciation/Amortisation and Impairment	6	1,933,706	1,451,242
Other Expenses	21	44,982,385	28,612,155
Total		221,791,390	224,142,629
Profit before Provisions & Tax		178,041,540	183,865,181
Contingent Provisions against Standard Assets		(1,461,859)	1,993,213
Provision for Non-Performing Assets		13,833,894	(1,398,896)
		12,372,035	594,317
Profit Before Exceptional items & Tax		165,669,505	183,270,864
Exceptional Items			
Provision for diminution in value of Investments		-	-
Profit Before Tax		165,669,505	183,270,864
Tax Expense:			
- Current tax		50,464,651	65,989,410
- Tax for Earlier Year		4,295	726,542
- Deferred Tax		(778,286)	993,240
Total Tax for the current year		49,690,660	67,709,192
Profit After Tax but before Share of Profit of Associate		115,978,845	115,561,672
Share of Profit of Associate		-	-
Profit After Tax		115,978,845	115,561,672
Earnings per Equity Share (Par Value ₹ 5/- per Equity Share)	25		
Basic (₹)		0.61	0.61
Diluted (₹)		0.61	0.61

Significant Accounting Policies and Notes to Consolidated Financial Statements

1 to 34

The Notes referred to above form an integral part of the Statement of Profit and Loss

This is the Statement of Profit and Loss referred to in our report of even date

 For **Das & Prasad**
 Chartered Accountants
 (Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

 Sd/-
Anil Kumar Agarwal
 (Partner)
 (Membership No. 062368)

 Sd/-
Udai Kothari
 (Chairman & Managing Director)
 (DIN:- 00284256)

 Sd/-
Deepak Kothari
 (Executive Director)
 (DIN:- 00280323)

 Place: Kolkata
 Date: 23rd May, 2018

 Sd/-
CA Ayush Agarwal
 (Chief Financial Officer)

 Sd/-
Amrita Mohta Kothari
 (Company Secretary)

Consolidated Cash Flow Statement for the year ended 31st March, 2018

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
A. Cash Flow from Operating Activities		
Profit Before Tax	165,669,505	183,270,864
Adjustment for:		
Depreciation/Amortisation and Impairment	1,933,706	1,451,242
Contingent Provisions against Standard Assets	(1,461,859)	1,993,213
Provision for Non-Performing Assets	13,833,894	(1,398,896)
Dividend Income on Long Term Investments	(1,127,962)	(399,298)
Loss on Sale of Investments	150,830	9,241,953
Operating Profit before Working Capital Changes	178,998,114	194,159,078
Adjustments for:		
Increase / (Decrease) in Liabilities and Provisions	(5,304,487)	(6,214,127)
Decrease / (Increase) in Trade Receivables	2,598,203	(2,950,315)
Decrease / (Increase) in Stock for Trade	29,111,299	(34,660,297)
Decrease / (Increase) in Loans and Advances/Other Assets	(247,245,683)	(89,444,999)
Cash Generated from/(used) Operations	(41,842,554)	60,889,340
Direct Taxes Paid	(60,843,420)	(48,871,416)
Net Cash (Used in)/Generated from Operating Activities a	(102,685,974)	12,017,924
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(10,649,847)	(21,706,079)
(Increase) / Decrease in Investments	22,363,470	40,985,463
Dividend Income on Long Term Investments	1,127,962	399,298
Interest Income from Investment in Fixed Deposit/Bonds	-	-
Net Cash (Used)/ Generated in Investing Activities b	12,841,585	19,678,682
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Long-Term Borrowings	20,922,447	-
Interim Dividend Paid	-	(1,840)
Net Cash (Used)/ Generated in Financing Activities c	20,922,447	(1,840)
Net Increase/(Decrease) in Cash & Cash Equivalents a+b+c	(68,921,942)	31,694,766
Cash & Cash Equivalents at the beginning of the year	110,158,937	78,464,171
Cash & Cash Equivalents at the end of the year	41,236,995	110,158,937

Explanations:

- The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard-3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
- Previous year's figures have been regrouped/ reclassified wherever necessary to conform to the current year's classification. This is the Cash Flow Statement referred to in our report of even date

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

For and on behalf of the Board of Directors

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Place: Kolkata
Date: 23rd May, 2018

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

Significant Accounting Policies and Notes to the Consolidated

1. Significant Accounting Policies

1.1 Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards ('AS') specified under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act as applicable. Further, the Company follows the guidelines issued by the Reserve Bank of India ('RBI') as applicable to a Non-Banking Financial (Non-Deposit Accepting or Holding) Company ('NBFC'). The financial statements have been prepared under the historical cost convention, on accrual basis. The accounting policies applied by the Company are consistent with those applied in the previous year except as otherwise stated elsewhere.

1.2 Use of estimates

The preparation of consolidated financial statements requires the management to make estimates and assumptions which are considered to arrive at the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the reported income and expenses during the reporting year. Although these estimates are based upon the management's best knowledge of current events and actions, actual results could differ from these estimates. The difference between the actual results and the estimates are recognised in the periods in which the results are known / materialised. Any revision to the accounting estimates are recognised prospectively in the current and future years.

1.3 Principles of Consolidation

Golden Goenka Fincorp Limited (the Holding Company, hereinafter referred to as "the Company"), its subsidiaries and associate are collectively referred to as 'the Group'. The Consolidated Financial Statements of the Group have been prepared in accordance with Accounting Standard 21 (AS-21) "Consolidated Financial Statements" and Accounting Standard 23 (AS-23) "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006. The consolidated financial statements have been prepared on the following basis:

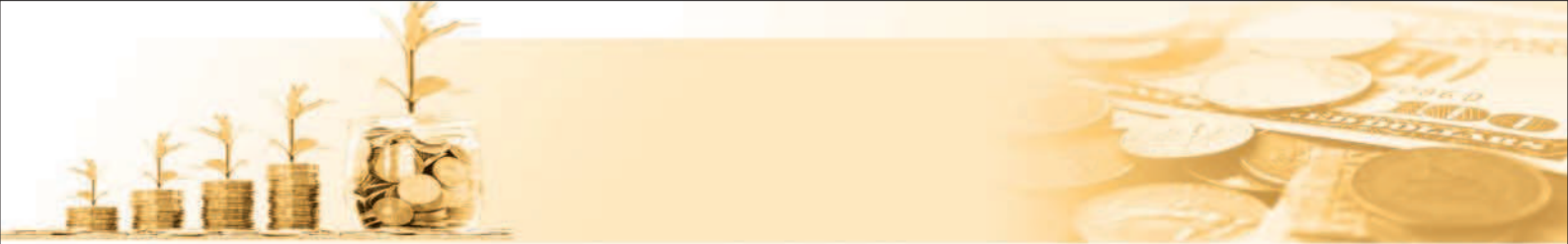
- a) The financial statements of the Holding Company and its subsidiary companies have been combined on line by line basis by adding together the book value of like items of Assets, Liabilities, Income and Expenses after eliminating intra-group balances and intra-group transactions resulting in unrealised profits or losses.
- b) Uniform accounting policies for like transactions and other events in similar circumstances have been adopted and presented, to the extent possible, in the same manner as the Holding Company's separate financial statements.
- c) The excess of cost of the Holding Company of its investment in the subsidiary over the Holding Company's portion of equity of the subsidiary as at the date of investment is recognised in the consolidated financial statements as Goodwill. It is tested for impairment on a periodic basis and written-off if found impaired.
- d) The excess of Holding Company's portion of equity of the Subsidiary, over cost as at the date of investment, is treated as Capital Reserve.
- e) Investment in associate is accounted using the equity method and disclosed separately in the Consolidated Balance Sheet.

1.4 Fixed Assets, Depreciation/Amortisation and Impairment

a) Fixed Assets

Tangible Fixed Assets are carried at cost less accumulated depreciation / amortisation and impairment losses, if any. Cost comprises of the purchase price and any directly attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets, which take substantial period of time to get ready for their intended use, are also capitalised to the extent they relate to the period till such assets are ready to put to use.

Intangible Assets comprising of computer software and licenses expected to provide future enduring economic benefits are carried at cost less accumulated amortisation and impairment losses, if any. Cost comprises of purchase price and directly attributable expenditure on making the asset ready for its intended use. Any technology support cost or annual maintenance cost for such software is charged to the Statement of Profit or Loss.



Significant Accounting Policies and Notes to the Consolidated Financial Statements (Contd.)

b) Depreciation/Amortisation

Depreciation/Amortisation is provided under straight line method at the rates determined based on the useful lives of the respective assets and residual values in accordance with Schedule II of the Companies Act, 2013.

Fixed Asset costing upto ₹ 5,000/- are depreciated fully over a period of 12 months from the date of purchase.

c) Impairment

The carrying amount of assets is reviewed at each balance sheet date to determine if there is any indication of impairment, based on internal/external factors. An impairment loss is recognised wherever the carrying amount of an asset exceeds its recoverable amount.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation, if there was no impairment.

1.5 Investments

Investments which are readily realisable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified under the Companies (Accounting Standards) Rules, 2006. Current investments also include current maturities of long-term investments. All other investments are classified as non-current investments. Current investments are carried at lower of cost and market price determined category-wise. All non-current investments including investments in Subsidiary Companies are carried at cost. However, provision for diminution in value, other than temporary in nature, is made to recognise a decline, on an individual basis.

Cost is arrived at on weighted average method for the purpose of valuation of investments.

1.6 Stock for Trade

Stock for Trade is carried at lower of cost and market price, determined category-wise.

1.7 Loan Assets

Loan Assets include loans advanced by the Company, secured by collateral offered by the customers, if applicable.

Loan assets are carried at net investment amount including installments fallen due and are net of unmatured / unearned finance charges, amounts received, assets not paid for, etc.

1.8 Provisioning / Write-off of assets

The Company makes provision for Standard and Non-Performing Assets as per the Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, as amended from time to time. The Company also makes additional provision towards loan assets, to the extent considered necessary, based on the management's best estimate. Provision for other financial services is also made on similar basis.

1.9 Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- a) Revenue from sale of Stock for Trade (shares/securities, commodities and mutual fund) is recognised when a binding obligation has been entered into.
- b) Income from Loan Assets is recognised in the Statement of Profit and Loss on accrual basis as per the term and condition of the loan agreement, except in the case of non-performing assets where it is recognised, upon realisation, as per the Prudential Norms / Directions of the RBI, applicable to NBFC.
- c) Profit/loss from derivative instrument (future and options) are recognised on a marked to market basis.
- d) Dividend income is recognised when the right to receive the dividend is established.
- e) Profit or Loss on sale of investments is recognised when a binding obligation has been entered into.
- f) Interest is recognised using the time proportion basis taking into account the amount outstanding and the interest rate applicable.
- g) All other income is accounted for on accrual basis.

Significant Accounting Policies and Notes to the Consolidated Financial Statements (Contd.)

1.10 Prior Period and Extra Ordinary Items

Prior Period and Extra Ordinary items having material impact on the financial affairs of the Company are disclosed separately.

1.11 Retirement and Other Employee Benefits

a) Gratuity

Liability for gratuity, which is a defined benefit scheme, is provided for based on an actuarial valuation carried out as at the balance sheet date. The Company has taken a policy administered by Life Insurance Corporation of India. Actuarial gains/losses are charged to the Statement of Profit and Loss and are not deferred.

b) Compensated Absences

Short term compensated expenses are charged to the Statement of Profit and Loss in the year in which the related service is rendered.

c) Provident Fund and Employee State Insurance

The provision of Employees' Provident Fund (under the provisions of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952) and Employee State Insurance is not applicable to the Company as the number of employees were less than 20 during the year and at year end.

1.12 Borrowing Costs

Borrowing costs relating to the acquisition / construction of qualifying assets are capitalised until the time all substantial activities necessary to prepare the qualifying assets for their intended use are complete. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use.

The ancillary costs incurred in connection with the arrangement of borrowings are amortised over the life of underlying borrowings. Premium payable on redemption of debentures is amortised over the tenure of the debentures. These form part of the borrowing costs.

Borrowing costs also include exchange differences arising from Foreign currency borrowings, to the extent they are regarded as an adjustment to the borrowing costs.

All other costs related to borrowings are recognised as expense in the period in which they are incurred.

1.13 Segment Reporting

Based on the risks and returns associated with business operations and in terms of Accounting Standard-17 (Segment Reporting), the Group is predominantly engaged in 'Financing and Related Services' and 'Property Development and Construction' as primary reportable segments.

Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".

Segment assets and segment liabilities represent assets and liabilities in respective segments. Fixed assets used in the Group's business have not been identified to any of the reportable segments, as the fixed assets are used interchangeably between segments.

1.14 Leases

Leases, where the lessor effectively retains substantially all the risks and rewards of ownership of the leased asset, are classified as operating leases. Operating lease payments are recognised on a straight-line basis over the lease term.

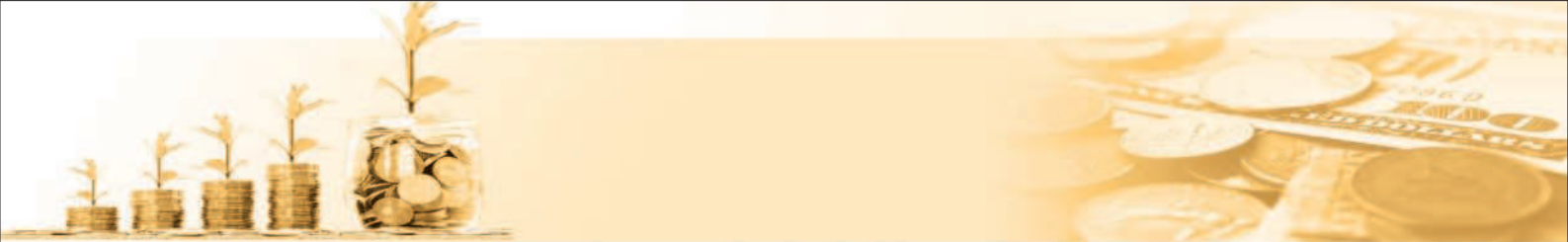
1.15 Earnings Per Share (EPS)

Basic EPS is 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 year.

For the purpose of calculating diluted EPS, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

1.16 Cash and Cash Equivalents

Cash and cash equivalents in the Cash Flow Statement comprises of cash on hand, cash at bank, demand deposits with banks, cheques on hand, remittances in transit and short-term highly liquid investments with an original maturity of three months or less.



Significant Accounting Policies and Notes to the Consolidated Financial Statements (Contd.)

1.17 Taxes on Income

Tax expense comprises of current tax [(net of Minimum Alternate Tax (MAT) credit entitlement)] and deferred tax.

Current tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax reflects the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities. The deferred tax assets and deferred tax liabilities relate to the taxes on income levied by the same governing taxation laws. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each Balance Sheet date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which such deferred tax assets can be realised.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by The Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.18 Provision, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that 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 their 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. Contingent Liabilities are not recognised but are disclosed in the notes to financial statements. Contingent Assets are neither recognised nor disclosed in the consolidated financial statements.

Notes to Consolidated Financial Statements

2. Share Capital

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
Equity Shares, ₹ 5/- par value per share	1,000,000,000	1,000,000,000
200,000,000 (Previous year: 200,000,000), Equity Shares	1,000,000,000	1,000,000,000
Issued		
Equity Shares, ₹ 5/- par value per share	966,005,600	966,005,600
193,201,120 (Previous year: 193,201,120), Equity Shares	966,005,600	966,005,600
Subscribed and Fully Paid-up		
Equity Shares, ₹ 5/- par value per share	951,191,645	951,191,645
190,238,329 (Previous year: 190,238,329), Equity Shares	951,191,645	951,191,645

(a) Reconciliation of Equity Shares outstanding:

The reconciliation of the number of equity shares outstanding and the corresponding amount thereof, as at the Balance Sheet date is set out below :

Equity Shares	As at 31st March, 2018		As at 31st March, 2017	
	No. of shares	(Amount in ₹)	No. of shares	(Amount in ₹)
At the beginning of the financial year	190,238,329	951,191,645	190,238,329	951,191,645
Add : Shares issued as fully paid-up during the financial year	–	–	–	–
At the end of the financial year	190,238,329	951,191,645	190,238,329	951,191,645

(b) Rights, preferences and restrictions in respect of each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company's authorised capital consist of one class of shares, referred to as equity shares, having par value of ₹ 5/- each. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining asset of the Company, after distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shareholders holding more than 5% equity shares each, are set out below:

Name of the Shareholders	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Mr. Udai Kothari	33,483,699	17.60%	–	0.00%
Mr. Deepak Kothari	33,440,499	17.58%	–	0.00%
Lotus Capital Financial Services Limited	28,661,056	15.07%	–	0.00%
Strong Dealtrade Private Limited	16,100,000	8.46%	16,100,000	8.46%
UY Industries Private Limited	11,000,000	5.78%	11,000,000	5.78%
Golden Goenka Credit Private Limited (Formerly known as Risewell Credit Private Limited)	–	0.00%	71,071,495	37.36%
Girdhar Fiscal Services Private Limited	–	0.00%	13,522,119	7.11%
Golden Goenka Commerce Private Limited (Formerly known as Rajgaj Traders Private Limited)	–	0.00%	9,680,387	5.09%

Notes to Consolidated Financial Statements (Contd.)

3. Reserves and Surplus

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Capital Reserve		
Opening Balance	30,359,534	30,359,534
Closing Balance	30,359,534	30,359,534
Securities Premium Reserve		
Opening Balance	1,111,476,045	1,111,476,045
Add: Addition during the year	-	-
Closing Balance	1,111,476,045	1,111,476,045
Special Reserve [Reserve Fund as per Section 45-IC of Reserve Bank of India Act, 1934]		
Opening Balance	58,638,656	35,526,322
Add: Transfer from Surplus in the Statement of Profit and Loss	23,195,769	23,112,334
Closing Balance	81,834,425	58,638,656
General Reserve		
Opening Balance	372,892	372,892
Closing Balance	372,892	372,892
Surplus in the Statement of Profit and Loss		
Opening Balance	186,122,414	93,673,076
Add: Net Profit for the year	115,978,845	115,561,672
Amount available for appropriation	302,101,259	209,234,748
Appropriations:		
Special Reserve	23,195,769	23,112,334
Closing Balance	278,900,948	186,122,414
Total Reserves and Surplus	1,502,943,844	1,386,969,541

4A. Long-Term Loans

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured Loans		
-Loan from ICICI Bank	3,822,447	-
Unsecured Loans		
-Loans and advances from Others	17,100,000	-
Total	20,922,447	-

4B. Long-Term Provisions

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision for Employee Benefits (Non Current Portion)		
-Gratuity	250,125	104,407
Others		
Contingent Provisions against Standard Assets	4,476,521	5,938,710
Provisions for Non-Performing Assets	25,864,242	12,030,019
Total	30,590,888	18,073,136

5. Other Current Liabilities - Others

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unclaimed Dividend	120,290	120,290
Other payables		
-Liability for Expenses	8,704,728	14,595,057
-Statutory Liabilities	494,112	440,188
Others	386,200	-
Total	9,705,330	15,155,535

Notes to Consolidated Financial Statements (Contd.)

6. Fixed Assets

(Amount in ₹)

Particulars	Tangible Assets								Intangible Assets		Total
	Land-Freehold	Flat	Office Premises	Air-conditioner	Office Equipment	Furniture and Fixtures	Motor Vehicles	Computers	Total	Goodwill @	
Gross Block											
At April 1, 2016	1,189,000	-	-	127,267	1,485,422	1,095,015	5,811,750	4,689,398	14,397,852	88,602	14,486,454
Additions/Adjustments	-	13,989,581	8,544,041	-	-	-	-	500,000	23,033,622	75,585	23,109,207
Disposals/Adjustments	-	-	-	-	-	-	5,811,750	-	5,811,750	-	5,811,750
At March 31, 2017	1,189,000	13,989,581	8,544,041	127,267	1,485,422	1,095,015	-	5,189,398	31,619,724	164,187	31,783,911
Additions/Adjustments	-	1,817,212	-	123,924	515,762	1,679,847	6,181,267	482,665	10,800,677	-	10,800,677
Disposals/Adjustments	-	-	-	127,267	416,093	35,400	-	1,159,566	1,738,326	-	1,738,326
At March 31, 2018	1,189,000	15,806,793	8,544,041	123,924	1,585,091	2,739,462	6,181,267	4,512,497	40,682,075	164,187	40,846,262
Depreciation											
At April 1, 2016	-	-	-	114,727	901,403	846,871	3,962,752	3,964,713	9,790,466	-	9,790,466
Charge for the year	-	-	281,310	2,189	159,252	79,332	445,869	483,290	1,451,242	-	1,451,242
Disposals/Adjustments	-	-	-	-	-	-	4,408,621	-	4,408,621	-	4,408,621
At March 31, 2017	-	-	281,310	116,916	1,060,655	926,203	-	4,448,003	6,833,087	-	6,833,087
Charge for the year	-	-	782,945	11,979	169,273	198,110	440,320	331,079	1,933,706	-	1,933,706
Disposals/Adjustments	-	-	-	118,261	352,007	35,400	-	1,081,828	1,587,496	-	1,587,496
At March 31, 2018	-	-	1,064,255	10,634	877,921	1,088,913	440,320	3,697,254	7,179,297	-	7,179,297
Net Block											
At March 31, 2017	1,189,000	13,989,581	8,262,731	10,351	424,767	168,812	-	741,395	24,786,637	164,187	24,950,824
At March 31, 2018	1,189,000	15,806,793	7,479,786	113,290	707,170	1,650,549	5,740,947	815,243	33,502,778	164,187	33,666,965

@ Goodwill arising on consolidation of subsidiaries

None of the Company's Fixed Assets are considered impaired as on the Balance Sheet date.

Notes to Consolidated Financial Statements (Contd.)

7. Deferred Tax Assets (Net)

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Deferred Tax Assets		
Depreciation on Fixed asset	(17,874)	(17,847)
Others	4,941,154	4,162,868
Total	4,923,280	4,144,994

8. Non-Current Investments

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
In Equity instruments - Unquoted	201,900,000	224,414,300
In Equity instruments - Quoted #	17,347,562	17,347,562
Total	219,247,562	241,761,862
Aggregate amount of quoted non-current investments	17,347,562	17,347,562
Aggregate market value of quoted non-current investments	1,460,050	1,460,050
Aggregate amount of unquoted non-current investments	219,247,562	241,761,862
Aggregate provision for diminution in the value of non-current investments	—	—

All Investments mentioned above are fully paid-up.

Quoted Non Current investments include 1,385,000 equity shares of Aqua Logistics Limited of face value of ₹ 1/- each amounting to ₹ 15,734,147. The Hon'ble Bombay High Court has ordered Aqua Logistics Ltd. vide its order dated November 12, 2013 to wound up and the official Liquidator has been appointed with usual powers under the Companies Act, 1956 after it heard a winding up petition by one of Aqua's client to recover dues of \$141,000 from the Company. The Networth of the Company as on 31st March, 2012 is ₹ 52,155.71 lacs. The management is of the view that it will recover the Investment amount and provision for diminution in value of investment, if any will be provided upon final liquidation of the company.

9. Loan Assets

(Amount in ₹)

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	Long-Term		Short-Term	Long-Term		Short-Term
	Non-Current Maturities	Current Maturities		Non-Current Maturities	Current Maturities	
Considered good, unless otherwise stated						
Unsecured						
Loan to Others	-	1,284,045,540	653,828,220	-	826,478,779	893,550,000
Total	-	1,284,045,540	653,828,220	-	826,478,779	893,550,000

10. Other Long-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Considered good, unless otherwise stated		
Unsecured		
Capital Advances	6,876,947	9,432,755
Security Deposits	22,425,500	29,825,500
Total	29,302,447	39,258,255

Note:

- (a) Advances for Capital Assets of ₹ 6,500,000 constitutes amount paid to Neeraj Apartments and Investment Pvt Ltd against purchase of a flat. However, ownership of the flat has not been transferred to the Company till date. The Company is taking necessary steps to recover the same.

Notes to Consolidated Financial Statements (Contd.)

11. Other Non-Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Considered Good, unless otherwise stated		
Investments in/Advances for Property Development	—	1,537,491
Total	—	1,537,491

12. Stock for Trade

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Stock for Trade	78,236,099	107,347,398
Total	78,236,099	107,347,398

13. Trade Receivables

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, considered good		
Outstanding for more than six months	100,000	900,314
Other Debts	3,298,677	5,096,566
Total	3,398,677	5,996,880

14. Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash and Cash Equivalents:		
Cash on Hand	3,714,742	2,964,067
Balances with Banks		
-In Current Account	37,401,963	107,074,580
-In Unclaimed Dividend Account	120,290	120,290
(A)	41,236,995	110,158,937
Other Bank Balance:		
Fixed Deposit with bank (having balance maturity of more than 12 months) [Refer note (a) herein below]	16,875,000	16,875,000
(B)	16,875,000	16,875,000
Total (A+B)	58,111,995	127,033,937

Note:

- (a) The fixed deposit receipt is pledged with Stock Exchange as security amounting to ₹ 16,875,000 (Previous year ₹ 16,875,000) for availing bank guarantee/overdraft facility.

Notes to Consolidated Financial Statements (Contd.)

15. Other Short-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered good		
Interest accrued and due on Loans	105,609,252	64,890,817
Other loans and advances		
-Other advances	89,197	524,506
-Amount Recoverable from Stock Exchange	180,371	120,424
-Goods & Service Tax/ Service tax receivable	205,250	102,062
-Prepaid Expenses	1,216,239	2,500
-Advance Tax (net of provision for tax)	22,777,621	12,407,690
Total	130,077,930	78,047,999

16. Other Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Interest accrued but not due	20,191,449	20,883,513
Gratuity Fund	-	15,701
Interest accrued but not due on Fixed Deposit	323,989	382,224
Total	20,515,438	21,281,438

17. Revenue From Operations

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Sale of Stock for Trade	198,232,153	205,803,802
Income from Loans	190,744,266	195,093,781
Other Financial Services	551,861	209,920
Interest received from others	1,155,397	1,376,195
Demat Charges Received	942,699	368,516
Income from Brokerage and Commission	5,960,020	4,280,377
Total	397,586,395	407,132,591

18. Other Income

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Dividend Income From Long-Term Investment	1,127,962	399,298
Dividend Income from Stock for Trade	-	454,074
Interest on Income Tax Refund	31,083	6,726
Income from sale of Investment	1,087,490	15,121
Total	2,246,535	875,219

19. Employee Benefits Expense

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Salaries, Allowances and Bonus	12,343,463	8,507,697
Contribution to Provident and Other Funds	265,826	191,713
Staff Welfare Expenses	355,716	268,431
Total	12,965,005	8,967,841

Notes to Consolidated Financial Statements (Contd.)

20. Finance Cost

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Interest Expense		
Other Interest	94,373	3,247
Total	94,373	3,247

21. Other Expenses

(Amount in ₹)

Particulars	Year ended 31st March, 2018	Year ended 31st March, 2017
Advertisement, Publicity & Sales Promotion	1,788,811	998,212
Auditors' Remuneration	223,050	213,850
Capital & Commodity Market Expenses	986,822	906,494
Commission	940,000	500,000
Communication Expenses	205,562	399,800
Corporate Compliance Fees	638,519	540,033
CSR Policy Exp	2,900,000	1,550,000
Directors' Sitting Fees	72,530	181,700
Donation	10,229,460	5,841
Electricity Charges	376,859	343,956
Fees & Subscription	394,237	740,481
Insurance	198,798	176,535
Legal & Professional Fees	2,886,340	656,227
Loss on Sale of Fixed Assets	-	13,128
Loss on Sale of Investment	150,830	9,241,953
Miscellaneous Expenses	15,547,071	8,800,083
Motor Car Expenses	17,935	186,309
Printing and Stationery	541,374	843,975
Rates and Taxes	93,718	9,500
Rent	1,587,192	760,788
Repair and Maintenance		
-Computers	62,930	57,010
-Others	206,521	236,125
Goods & Service Tax/ Service Tax Expenses	-	40,000
Travelling and Conveyance	4,933,825	1,210,155
Total	44,982,385	28,612,155

22. In accordance with Accounting Standard 21 "Consolidated Financial Statements" notified by Central Government under Companies (Accounting Standards) Rules, 2006, the Consolidated Financial Statements of the Group include the financial statements of the Holding Company and all its subsidiaries which are more than 50% owned and controlled. Enterprises over which the Company exercises significant influence are considered for preparation of the Consolidated Financial Statements as per Accounting Standard 23 "Accounting for Investments in Associates in Consolidated Financial Statements" notified by the Central Government under the Companies (Accounting Standards) Rules, 2006.

Notes to Consolidated Financial Statements (Contd.)

23. The details of subsidiaries and associates are as follows:–

Name of the Company	Country of Incorporation	% Holding as at 31st March, 2018	% Holding as at 31st March, 2017
Subsidiaries			
Golden Goenka Financial Advisors Limited	India	100%	100%
Golden Goenka Management Consultancy Services Limited	India	100%	100%
Golden Goenka Properties & Construction Private Limited	India	100%	100%
Aristro Capital Markets Limited	India	100%	100%
Goodpoint Conclave Limited	India	100%	100%
Linkwise Promoters Private Limited	India	100%	100%
Associates			
Purple Advertising Services Private Limited [Refer note (a) herein below]	India	33.33%	33.33%

Note:

(a) Financials of the said company could not be completed and hence same has not been considered for consolidation purpose.

24. Contingent Liabilities and Commitments (to the extent not provided for)

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
I Contingent Liabilities		
-Bank Guarantee*	-	-
Guarantee in favor of a bank against facilities granted to		
• Others	3,000,000,000	3,000,000,000
II Commitments		
Estimated amount of capital contracts remaining to be executed and not provided for (Net of advances)	-	-

* The Corporate Guarantee given by the Company to secure the term Loan of ₹ 300 Crores granted to M/s Shalimar Lakecity Pvt Ltd (SLPL) (Formerly known as M/s ANS Developers Pvt Ltd) by Syndicated Bank, MID Corporate Branch has been paid off in full and final by the SLPL. Furthermore the company has received the No Objection Certificate dated 17th May, 2018 from the bank regarding the satisfaction of charge so created by the company against the Corporate Guarantee. The company is in the process of filing the same with ROC, Kolkata.

25. Earnings per Equity Share

Particulars	As at 31st March, 2018	As at 31st March, 2017
Profit After Tax attributable to Equity Shareholders (₹)	115,978,845	115,561,672
Weighted average number of Equity Shares (Basic)	190,238,329	190,238,329
Weighted average number of Potential Equity Shares	-	-
Weighted average number of Equity Shares (Diluted)	190,238,329	190,238,329
Nominal Value of Equity per share (₹)	5	5
Earnings per share (₹) - Basic	0.61	0.61
- Diluted	0.61	0.61

26. 'Financing and Related Services' is the only main business segment and 'Property Development & Construction' & 'Stock Broking Services' operations are less than 10% of the total revenue. Further there is a single geographical segment. Hence, there is no requirement of segment reporting for the company as per Accounting Standard-17 (Segment Reporting).

Notes to Consolidated Financial Statements (Contd.)

27. Related Party Disclosures

A. Related Parties:

i. Associates	:	Purple Advertising Services Private Limited
ii. Investing Company	:	Golden Goenka Credit Private Limited (upto – 14th August 2017)
iii. Enterprises significantly influenced by	:	Lotus Capital Financial Services Limited
Key management personnel or their relatives	:	Brima Sagar Maharashtra Distilleries Limited
	:	Brihans Laboratories Private Limited
	:	Zircon Traders Limited
	:	Usha Colonisers Limited
	:	U.Y. Industries Private Limited
	:	U.Y. Trienviro Private Limited
	:	Karni Infra Holding Private Limited
	:	GSL Shareholdings Private Limited
	:	Dinesh Enterprise

B. Key Management Personnel:

Managing Director	:	Mr. Udai Kothari	(w.e.f. 21st September 2017)
	:	Mr. Girdhari Lal Goenka	(upto 20th September 2017)
Executive Director	:	Mr. Deepak Kothari	(w.e.f. 21st September 2017)
	:	Mr. Dinesh Burman	
Chief Financial Officer	:	Mr. Ayush Agarwal	
Company Secretary	:	Mrs. Amrita Mohta Kothari	
Director	:	Mr. Girdhari Lal Goenka	
	:	Mr. Bal Kishan Gourisaria	
	:	Mr. Vinay Goenka	

C. Relative of Key Management Personnel:	:	Mrs. Raj Goenka
	:	Mr. Rajeev Goenka
	:	Ms. Nikita Goenka
	:	Mrs. Puja Goenka

Notes to Consolidated Financial Statements (Contd.)

The following is the summary of transactions with related parties:

(Amount in ₹)

Name of related party	Nature of transactions and outstanding balances	2017-18	2016-17
Enterprises significantly influenced by Key management personnel or their relatives:			
Zircon Traders Limited	Loan Given	61,000,000	—
	Loan Repaid	—	—
	Balance Receivable: Loans	239,703,678	—
	Interest Income	20,781,865	—
Brima Sagar Maharashtra Distilleries Limited	Loan Given	—	—
	Loan Repaid	11,000,000	—
	Balance Receivable: Loans	243,158,505	—
	Interest Income	21,175,000	—
Brihans Laboratories Private Limited	Loan Given	91,500,000	—
	Loan Repaid	—	—
	Balance Receivable: Loans	233,208,995	—
	Interest Income	17,454,349	—
	Investment in Shares	5,000,000	—
Golden Goenka Credit Private Limited	Brokerage Income	2,094,412	1,306,917
Girdhar Fiscal Services Private Limited	Brokerage Income	1,257,829	675,111
Golden Goenka Commerce Private Limited	Brokerage Income	276,369	84,296
Key Management Personnel:			
Mr. Udai Kothari	Managerial Remuneration	2,532,916	—
Mr. Deepak Kothari	Managerial Remuneration	1,266,250	—
Mr. Girdhari Lal Goenka	Managerial Remuneration	1,020,000	2,160,000
	Brokerage Income	42,568	14,179
Mr. Dinesh Burman	Managerial Remuneration	306,000	306,000
Mr. Ayush Agarwal	Remuneration	1,118,443	623,206
Mrs. Amrita Mohta Kothari	Remuneration	706,576	565,986
Relative of Key Management Personnel:			
Mrs. Raj Goenka	Rent paid	13,992	20,988
	Brokerage Income	64,979	39,730
Rajeev Goenka	Brokerage Income	38,909	41,476
Nikita Goenka	Brokerage Income	29,331	21,081
Puja Goenka	Remuneration	300,000	149,220
	Brokerage Income	2,382	4,581

Notes to Consolidated Financial Statements (Contd.)

- 28.** The Board of Directors of the Company at its meeting held on 19th January, 2017 considered and approved the disinvestment of the entire shares of one of its material wholly owned subsidiary viz, Aristro Capital Markets Limited to one or more entities subjected to the Shareholders approval vide Postal Ballot.

Further as per the combined Scrutinizer Report on E-voting & Postal Ballot dated 21st March, 2017 issued by Mr. Prateek Kohli, Practicing Company Secretary (CP No 16457), Proprietor of M/s Prateek Kohli & Associates, Company Secretaries, the Scrutinizer, the members of our Company had approved the proposal of disinvestment of the M/s Aristro Capital Markets Limited to one or more entities. The transaction for sale of shares is pending for regulatory approvals. Pending such approval, the effect of the transaction has not been reflected.

Till such transfer of shares takes place M/s Aristro Capital Markets Limited continues to be wholly owned subsidiary of the company.

- 29.** As per the terms of the Share Purchase Agreement dated 30th January, 2017 entered into between the Mr. Girdhari Lal Goenka, M/s. Girdhar Fiscal Services Private Limited, M/s. Golden Goenka Commerce Private Limited & M/s. Golden Goenka Credit Private Limited (hereafter together referred as Outgoing Promoters) with Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3), the Acquirers alongwith M/s. U.Y. Industries Private Limited (PAC1) and Dipak Kothari (HUF) (PAC2) (hereafter together referred as Incoming Promoters) have initiated an Open Offer under Regulation 3(1) and 4 of the SEBI (SAST) Regulations, 2011. Thereafter pursuant to receipt of the Statutory approvals from the Securities and Exchange Board of India and Reserve Bank of India the Acquirers and the PACs acquired 2,600 equity shares from the public shareholders in the tendering period which opened on 19th June, 2017 and closed on 3rd July, 2017.

The outgoing promoters of the company has transferred their entire shareholding in the Company constituting 95,536,854 fully paid-up equity shares of face value of ₹ 5/- each, representing 50.22% of the total equity and voting share capital of the Company to Mr. Deepak Kothari (Acquirer 1), Mr. Udai Kothari (Acquirer 2) and M/s. Lotus Capital Financial Services Limited (Acquirer 3) on 14th August, 2017.

Subsequent to the aforesaid acquisitions the Acquirers along with the PACs now hold 106,613,254 fully paid up equity shares of face value of ₹ 5/- each representing 56.04% of the entire equity share capital of the Company and become the new promoters of the Company.

- 30.** The Company and its investing company [M/s Golden Goenka Credit Private Limited (Formerly known as Risewell Credit Private Limited)] had made an investment in M/s Purple Advertising Services Private Limited (the "Associate") during the year 2012-13 and 2013-14 and as a result M/s Purple Advertising Services Private Limited became the Associate of the Company from year 2013-14. As per the terms of agreement for investment, the Associate Company had agreed to issue a specified number of its equity shares in lieu of investments made. However, the requisite numbers of shares were not issued. Consequently, the agreement was cancelled and a money suit was filed in the Hon'ble Calcutta High Court against the Associate Company.
- 31.** The Board of Directors has recommended the payment of final dividend of ₹ 0.05/- per equity share (i.e, 1% of the paid up equity share capital) for the year ended 31st March, 2018, subjected to the approval of the share holders at the ensuing Annual General Meeting.

32. One of the subsidiaries of the company namely Aristro Capital Markets Limited has pledged the following shares with The National Securities Clearing Corporation Ltd. towards Margin Money:

Script	2017-18		2016-17	
	Quantity	Book Value (Amount in ₹)	Quantity	Book Value (Amount in ₹)
Apollo Tubes Ltd	–	–	1,500	951,000
Berger Paints India Ltd	–	–	1,400	338,940
Castrol India Ltd	–	–	1,500	648,600
Central Bank of India Ltd	25,000	1,808,750	35,000	2,009,000
Gujarat Narmada Valley Fertilizers & Chemicals Ltd	–	–	15,000	4,305,750
Glaxosmithkline Pharmaceuticals Ltd	–	–	100	274,455
HBL Power System Ltd	3,000	132,450	10,000	383,500
HDFC Bank Ltd	–	–	500	721,275
IndiaBulls Ventures Ltd (partly paid)	5,858	507,888	–	–
IndiaBulls Ventures Ltd	25,000	6,097,500	–	–
Ipca Laboratories Ltd	–	–	1,400	873,390
JK Tyre & Industries Ltd	–	–	25,000	3,298,750
Kitex Garments Ltd	–	–	3,500	1,495,200
KEC International Ltd	10,000	3,897,500	–	–
Larsen & Toubro Ltd	1,425	1,868,032	950	1,292,931
Lloyd Electric & Engineering Ltd	–	–	10,000	2,425,500
Lupin Ltd	1,000	1,445,200	1,000	1,445,200
Mastek Ltd	5,000	2,652,500	–	–
Minda Corporation Ltd	10,000	1,774,000	–	–
Network18 Media & Investments Ltd	–	–	25,000	887,500
Opto Circuits (India) Ltd	15,000	272,400	15,000	272,400
Radico Khaitan Ltd	–	–	20,000	2,756,000
Reliance Industries Ltd	–	–	600	792,540
Sarda Energy Minerals Ltd	15,000	6,340,500	–	–
Suzlon Energy Ltd	37,000	706,700	37,000	706,700
Surya Roshni Ltd	–	–	10,000	2,106,500
Tata Elxsis Ltd	–	–	100	146,490
Tata Steel Ltd	–	–	5,500	2,654,850
TVS Motors Company Ltd	–	–	3,850	1,658,580
Welspun India Ltd	100,000	8,475,000	100,000	8,475,000

33. Additional information in respect of Net Assets and Profits/ Loss of each entity within the group and their proportionate shares of the totals

SI No.	Name of the entity in the	Net Assets i.e. Total Assets minus Total Liabilities		Share in Profit & Loss	
		As % of consolidated net assets	Amount (₹)	As % of consolidated Profit & Loss	Amount (₹)
1	Parent :				
	Golden Goenka Fincorp Limited	99.67%	2,445,928,530	99.29%	115,154,509
2	Subsidiaries :				
	Golden Goenka Financial Advisors Limited	(0.00%)	(38,277)	(0.01%)	(11,695)
	Golden Goenka Management Consultancy Services Limited	(0.00%)	(74,394)	(0.01%)	(10,813)
	Golden Goenka Properties & Construction Private Limited	0.00%	2,364	(0.22%)	(258,661)
	Aristro Capital Markets Limited	0.34%	8,445,605	0.97%	1,119,951
	Goodpoint Conclave Limited	(0.00%)	(68,003)	(0.01%)	(7,441)
	Linkwise Promoters Private Limited	(0.00%)	(60,336)	(0.01%)	(7,005)
3	Associates :				
	Purple Advertising Services Private Limited [Refer note (a) herein below]	—	—	—	—
	Total	100.00%	2,454,135,489	100.00%	115,978,845

Note:

(a) Financials of the said company could not be completed and hence same has not been considered for consolidation purpose.

34. Figures pertaining to the previous year have been rearranged/regrouped, reclassified and restated, wherever necessary, to make them comparable with those of current year.

Signatories to Notes **1** to **34**

For **Das & Prasad**
Chartered Accountants
(Firm's Registration No. 303054E)

Sd/-
Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Place: Kolkata
Date: 23rd May, 2018

For and on behalf of the Board of Directors

Sd/-
Udai Kothari
(Chairman & Managing Director)
(DIN:- 00284256)

Sd/-
CA Ayush Agarwal
(Chief Financial Officer)

Sd/-
Deepak Kothari
(Executive Director)
(DIN:- 00280323)

Sd/-
Amrita Mohta Kothari
(Company Secretary)

**GOLDEN GOENKA FINCORP LIMITED****Regd. Off.-** 16 Strand Road, 9th Floor, Room No. 908B, Kolkata-700001**Tel:** +91 33 4603 2315; **Fax:** +91 33 4407 0020;**E-mail:** contact@goldengoenka.com; **Website:** www.goldengoenka.com**Corporate Identification Number:** L65993WB1993PLC060377**PROXY FORM****Form MGT- 11**

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

Name of the Shareholder(s) (In Block Letters) -----**Registered Address** -----**E-mail Id** -----**Registered FolioNo./DP ID & Client ID No.** -----

I/We, being the member(s) of ----- shares of Golden Goenka Fincorp Limited hereby appoint:-

- (1) Name ----- Address -----
E-mail ID----- Signature -----
or falling him/her
- (2) Name ----- Address -----
E-mail ID----- Signature -----
or falling him/her
- (3) Name ----- Address -----
E-mail ID----- Signature -----
or falling him/her

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Wednesday, 26th day of September, 2018 at 11:00 A.M. at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata-700069 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business	Special Business
1) Consider and adopt: a) Audited Financial Statements of the Company as on March 31, 2018 including report of Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements as on that date.	5) Appointment of Mr. Jignesh Dalal (DIN: 08065507) as an Independent Director of the Company. 6) Re-appointment of Mr. Dinesh Burman (DIN: 00612904) as Whole-time Director of the Company.
2) Appointment of Mr. Deepak Kothari (DIN: 00280323) as Director, who retire by rotation and being eligible, offers himself for re-appointment.	7) Approval u/s 181 of the Companies Act, 2013 to contribute to bonafide charitable and other funds.
3) To declare a Dividend for the financial year ended March, 31, 2018.	8) Change of name of the Company.
4) Re-appointment of M/s Das & Prasad, Chartered Accountants (Registration No. 303054E) as Statutory Auditors of the Company.	9) Appointment of Mr. Nishant Sharadrao Nanda (DIN: 08196581) as an Independent Director of the Company.

Signed this _____ day of _____ 2018.

Signature of Shareholder (s) _____

Signature of Proxy holder(s) _____

Affix
Re. 1/-
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 at 16th Strand Road, 9th Floor, Room No. 908B, Kolkata- 700 001 not less than 48 hours before the commencement of the meeting.



GOLDEN GOENKA FINCORP LIMITED

Regd. Off.- 16 Strand Road, 9th Floor, Room No. 908B, Kolkata-700001

Tel: +91 33 4603 2315; **Fax:** +91 33 4407 0020;

E-mail: contact@goldengoenka.com; **Website:** www.goldengoenka.com

Corporate Identification Number: L65993WB1993PLC060377

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE.

Name of the Shareholder(s) (In Block Letters) -----

Registered Folio No./DP ID & Client ID No. -----

No. of Shares held -----

Name of the Proxy, if any (In Block Letters) -----

I hereby record my/our presence at the 25TH ANNUAL GENERAL MEETING of the Company being held at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata- 700069 on Wednesday, 26th day of September, 2018 at 11:00 A.M.

Signature of the Shareholder(s) or Proxy -----



GOLDEN GOENKA FINCORP LIMITED

Regd. Off.- 16 Strand Road, 9th Floor, Room No. 908B, Kolkata-700001

Tel: +91 33 4603 2315; **Fax:** +91 33 4407 0020;

E-mail: contact@goldengoenka.com; **Website:** www.goldengoenka.com

Corporate Identification Number: L65993WB1993PLC060377

Registration of e-mail address for future communication

Name of the Shareholder(s) (In Block Letters) -----

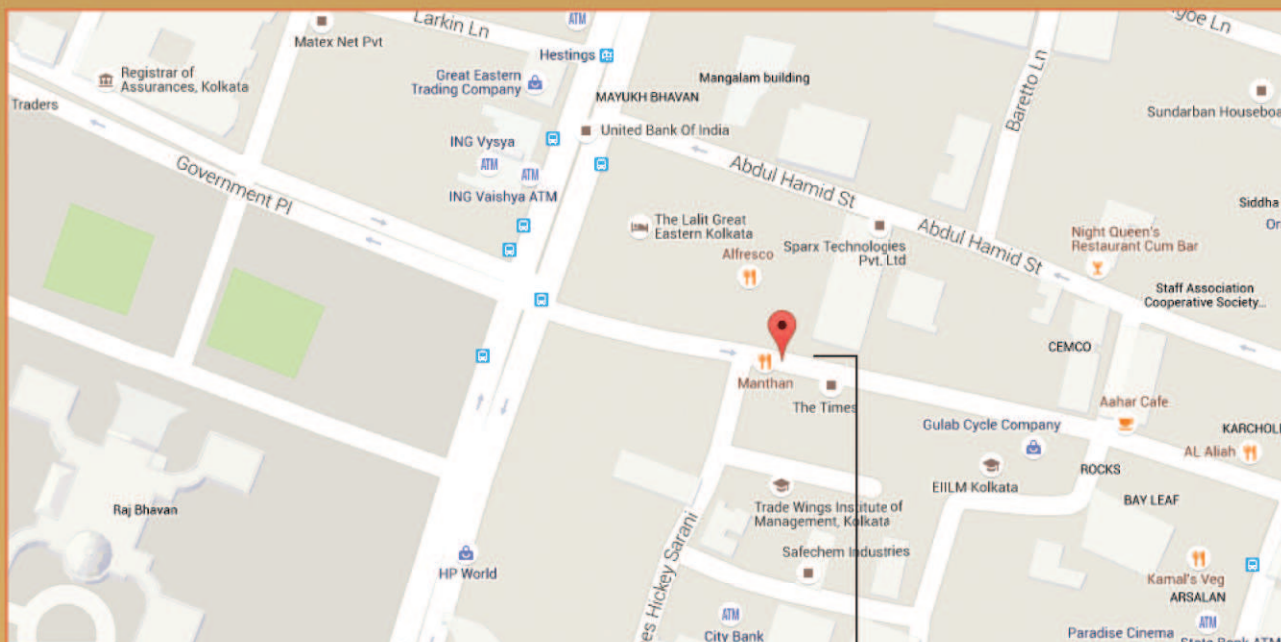
Registered Address -----

E-mail Id -----

Registered FolioNo/DP ID & Client ID No -----

Signature of Shareholder (s) -----

Route Map of AGM Venue



Manthan (Banquet Hall) 3, Waterloo Street, Kolkata- 700069

Forward Looking Statement

Statements contained in this Report, may constitute "forward-looking statements". Forward-looking statements are generally identifiable by the use of the words "may", "will", "should", "plan", "expect", "anticipate", "estimate", "believe", "intend", "project", "goal" or "target" or the negative of these words or other variations on these words or comparable terminology. Forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that could cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. In addition to these, other important factors that could cause actual results to differ materially from our expectations include international economic and political conditions; changes in laws, regulations and accounting standards; distributor and licensee relationships and actions; effectiveness of spending and marketing programmes; and unusual weather patterns. Golden Goenka Fincorp Limited does not undertake publicly to update or revise any forward looking statement that may be made in this Report, whether as a result of new information, future events or otherwise. Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee future results, levels of activity, performance or achievements.



Golden Goenka Fincorp Limited

Registered Office :

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