



Growth • Wealth • Success



ANNUAL REPORT 2015-16



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Chairman's Message

Dear Shareholders

It is a matter of immense pride and pleasure in placing before you the 23rd Annual Report of your Company for the financial year 2015-16.

The Indian Economy is considered the fastest growing amongst the major world economies. According to provisional estimates the Indian economy managed to clock a 7.6% GDP growth making it the world's fastest growing major economy. The growth in India is primarily consumption driven with the increase in per capita income and to some extent by the capital expenditure undertaken by the government. However other key indicators such as Industrial growth continue to remain weak. Bank credit growth also remains sluggish, indicative of a continuing capacity overhang and the resultant hesitancy on the part of industry to invest in the new capacity. On the other hand, consumption demand appears to be improving, notably in the consumer durables segment. The Reserve Bank of India (RBI) has maintained an accommodative monetary policy and since January 2015, RBI has reduced Repo rate by 150 basis points, but unfortunately fresh capital investments by the private sector is yet to pick up. International oil price is once again moving up, and although this trend has been predicted to be temporary by experts, it may marginally affect the fiscal situation. In addition, its impact on inflation will also influence RBI's decision on any further interest rate cut.

Taking cognizance of the macroeconomic scenario, the management consciously adopted a cautious approach and exercised extreme prudence in its disbursements. The quality of loan portfolio has been consistently improving and stressed clients are being closely monitored towards prudent recovery. Your Company has been making strategic investments from time to time and has always followed a strategy of harvesting such stakes at the opportune moment. The management is vigilant of such opportunities and will opt for strategic divestments whenever the right opportunity beckons. Your Company intends to



Chairman's Message contd.

expand into financial market segment on pan India basis soon and capitalize the set up for the same along with increasing capacity as required by the business.

Your Company hopes to post reasonable growth in its chosen lines of business and also continue to explore new, profitable business opportunities. Competitive pressures in the vehicle financing market are likely to remain high, with banks increasingly focussing on retail lending, thereby exerting downward pressure on margins. As always, preservation of asset quality will remain a key imperative. 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.

On behalf of the Board of Directors, I want to assure you that we are committed to providing the highest standards of governance and to ensure this, all the systems, procedures and structures of good governance have been put in place. Your Board comprises eminent members drawn from diverse backgrounds; requisite Board Committees have been constituted; and policy framework and operating procedures needed for smooth operations have been laid down.

Your Company not only displayed its resilience to extreme challenges and volatilities in the market, but also re-assured stability and soundness in terms of overall business performance by achieving profit before tax of ₹1291.96 lakhs as against ₹ 858.62 lakhs in the previous financial year.

At Golden Goenka, while we identify and reward individual brilliance, we focus on total teamwork. We are an organized team and we function on the basis of principle that we add on collectively, all of us be triumphant. We promote our staff to multitasking, to adapt new skills sets and improve their overall capabilities. This helps us to deliver a complete response to our client's requirements. We function on the fact that our team work is far more superior than the sum total of our individual abilities.

Further the "GOLDEN GROUP" is one of the leading entrepreneur in the field of Real Estate, Project Development, Non-Banking Financial Activities. Recently, the "Golden Group" is coming out with its own project "GOLDEN RESIDENCY" in the heart of Kolkata on the main road near Bhawanipore P.S. providing 4BHK with servant quarter flats where the flats will be exclusive, very private, just like your thoughts. It's distinctly different in the architecture, amenities and lifestyle with modern contemporary structure of truly excellent architectural finesse along with proper car parking space. The legend by Golden Group is a luxurious oasis nestled in the most coveted new residential quarters of the city.

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



CA G. L. Goenka
(DIN: 00613725)

Management Team

Board of Directors

CA G. L. Goenka

(Chairman & Managing Director)

Mr. Dinesh Burman

(Whole-time Director)

CA Govind Kumar Goyal

(Non-Executive Independent Director)

Mr. Niranjana Kumar Choraria

(Non-Executive Independent Director)

Mr. Rhythm Arora

(Non-Executive Independent Director)

Mrs. Leena Hinesh Jobanputra

(Non-Executive Independent Director)

Key Managerial Personnel

CA Shiv Kr. Dabhiwala

(Chief Financial Officer upto 12.11.2015)

CA Gourav Choudhary

(Chief Financial Officer w.e.f 13.11.2015 till 15.06.2016)

CS Amrita Mohita Kothari

(Company Secretary)

Corporate Informations

Audit Committee

Mr. Niranjana Kumar Choraria, *Chairman*
Mr. Rhythm Arora, *Member*
Mrs. Leena Hinesh Jobanputra, *Member*

Nomination and Remuneration Committee

Mr. Niranjana Kumar Choraria, *Chairman*
Mr. Rhythm Arora, *Member*
Mrs. Leena Hinesh Jobanputra, *Member*

Stakeholders Relationship Committee

Mr. Niranjana Kumar Choraria, *Chairman*
Mrs. Leena Hinesh Jobanputra, *Member*
CA G. L. Goenka, *Member*
Mr. Dinesh Burman, *Member*

Rights Issue Committee

CA G. L. Goenka, *Chairman*
Mrs. Leena Hinesh Jobanputra, *Member*

Corporate Social Responsibility Committee

CA G. L. Goenka, *Chairman*
Mr. Dinesh Burman, *Member*
Mr. Niranjana Kumar Choraria, *Member*

Statutory Auditors

M/s Das & Prasad
(Chartered Accountants)

Internal Auditors

M/s Sharad Mohata & Co.
(Chartered Accountants)

Secretarial Auditor

M/s K. Arun & Co.
(Company Secretaries)

Bankers

HDFC Bank
Punjab National Bank
United Bank of India
Karur Vysya Bank
ICICI Bank

Registrar & Share Transfer Agents

Niche Technologies Private Limited
D511, 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
1st British Indian Street, Room No. B-10
Kolkata-700069, West Bengal, India
Phone: 033-22623827
Fax: 033-44070020
E-mail: contact@goldengoenka.com
Website: www.goldengoenka.com

Corporate Office

Golden Goenka Fincorp Limited
1st British Indian Street, Room No. 109
Kolkata-700069, West Bengal, India
Phone: 033-40042424

Corporate Identification Number

L65993WB1993PLC060377

Stock Exchange where the Shares are Listed

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

Notice of Annual General Meeting

NOTICE is hereby given that the 23rd Annual General Meeting of the Members of Golden Goenka Fincorp Limited will be held on Wednesday, the 21st day of September 2016 at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata-700069 at 11:00 A.M. to transact the following businesses:

AS ORDINARY BUSINESS

- To receive, consider and adopt-
 - The Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the report of the Board of Directors and Auditors thereon.
 - The Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016 together with the report of the Auditor's thereon.
- To appoint a Director in place of Mr. Dinesh Burman (DIN: 00612904) who retire by rotation and being eligible, offers himself for re-appointment.
- To appoint Auditors and to authorize the Board of Directors or Committee thereof to fix their remuneration and in this regard 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 Sections 139, 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) or re-enactment(s) thereof for the time being in force), the appointment of M/s Das & Prasad, Chartered Accountants (Registration No. 303054E) as Statutory Auditors of the Company approved in the 21st Annual General Meeting held on 10th September, 2014 till the conclusion of 25th Annual General Meeting be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till conclusion of next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors or Committee thereof."

AS SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by registered post or by speed post or by courier or by delivery to his office or address or by such electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member in advance equivalent to the estimated actual expenses of delivery

of the documents pursuant to any request made by the shareholder for delivery of such document to him through a particular mode of services mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week advance of the despatch of the document by the Company and that no such request shall be entertained by the Company to post the despatch of such document by the Company to the shareholder.

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 :

1st British Indian Street

Room No. B-10

Kolkata-700069

Dated: 10th August, 2016

By Order of the Board

Sd/-

CA G. L. Goenka

Chairman & Managing Director

(DIN:- 00613725)

Notes:

- 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.

- The Register of Members and Share Transfer Books will remain closed from Thursday, the 15th day of September, 2016 to Wednesday, the 21st day of September, 2016 (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 Business 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

Notice of Annual General Meeting (Contd.)

areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, 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.

6. The Securities and Exchange Board of India (SEBI) mandate the submission of Permanent Account Number (PAN) by every participant in securities market. The Companies Act, 2013 and Rules made thereunder also require the further details to be submitted to the Company like e-mail address, Father's/ Mother's / Spouse's name. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.
7. 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.
8. 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., 30th September, 2015 has been uploaded on the website of the Company and necessary forms / returns have also been filed with the Ministry of Corporate Affairs.
9. 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
10. 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.
11. Members desirous of getting any information in relation to the Company's Annual Report 2015-16 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.
12. Electronic copy of the 23rd 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.
13. 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.
14. **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.**
15. 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).
16. 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.
17. 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**".
18. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on Sunday, the 18th day of September, 2016 at 10:30 AM (IST) and ends on Tuesday, the 20th day of September, 2016 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 14th September, 2016, 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.

Notice of Annual General Meeting (Contd.)

- (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.
- (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.

Notice of Annual General Meeting (Contd.)

- 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
- 19. 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 20th September, 2016 at 5:00 P.M. (IST) without which the vote shall not be treated as valid.
- 20. 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 14th September, 2016. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- 21. 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 5th August, 2016.
- 22. The shareholders shall have one vote per equity share held by them as on the cut-off date of 14th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- 23. 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 14th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- 24. 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 14th September, 2016 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.
- 25. The Board of Directors of the Company at its meeting held on 10th August, 2016 appointed CS Prateek Kohli, Partner, (CP No. 16457) of M/s. K. Arun & Co., 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.
- 26. 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. BSE Limited and The Calcutta Stock Exchange Limited.
- 27. A copy of this notice has been placed on the website of CDSL.
- 28. 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 21, 2016.

ANNEXURE TO THE NOTICE

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

Item No. 4

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post or by speed post or by courier or by delivery to their office or address or by such electronic or other mode as may be prescribed. Further a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

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. 4 of the Notice for approval by the members.

Registered Office :

1st British Indian Street
Room No. B-10
Kolkata-700069
Dated: 10th August, 2016

By Order of the Board

Sd/-
CA G. L. Goenka
Chairman & Managing Director
(DIN:- 00613725)

Directors' Report

To

The Members of
Golden Goenka Fincorp Limited,

Your Directors have pleasure in presenting the 23rd Annual Report together with the Audited Accounts for the year ended 31st March, 2016.

1. FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	For the year ended March 31, 2016	For the year ended March 31, 2015
Revenue from Operation	2450.64	18102.72
Profit before Provisions & Tax	1633.02	923.85
Profit before Tax	1291.96	858.62
Tax Expenses	559.98	282.05
Profit after Tax	731.98	576.57
Balance brought forward from previous year	601.58	140.33
Amount available for appropriation	1333.55	716.89
Appropriations:-		
Interim dividend including tax	-	-
Statutory Reserve	146.40	115.31
Balance Carried to Balance Sheet	1187.16	601.58

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 ₹ 1633.02 Lakhs as against ₹ 923.85 Lakhs in the last year.
- Profit before taxation is ₹ 1291.96 Lakhs as against ₹ 858.62 Lakhs in the last year.
- Net profit after taxation is ₹ 731.98 Lakhs as against ₹ 576.57 Lakhs in the last year.
- The total assets is ₹ 22354.05 Lakhs as against ₹ 21627.41 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.

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. For the purpose of diversification your Company engaged in the expansion of its

business of vehicle loan and consumer loan etc.

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

The Directors of your Company do not recommend any dividend for the financial year ended 31st March, 2016 in order to plough back the resources for future growth.

4. DEPOSITS

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

5. LISTING OF SHARES

The equity share of the Company continues to be listed on 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 2016-17.

Your Company has applied to National Stock Exchange of India Ltd (NSE) for listing of its entire equity shares on the main Board of NSE. The same is under consideration of NSE.

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

Directors' Report (Contd.)

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 2016 was ₹ 9511.92 Lakhs. There was no public issue, rights issue, bonus issue or preferential issue etc. during the year. The Company has not issued shares with differential voting rights, sweat equity shares nor has it granted any stock options.

As on date the Promoter's shareholding in the Company is 52.47%.

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 a Practising Company Secretary 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 2015-16. 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, Mr. Shiv Kumar Dabriwala, Chief Financial Officer of the Company has resigned w.e.f. 12th November, 2015 and in his absence Mr. Gourav Choudhary was appointed as Chief Financial Officer pursuant to Section 203 read with Rule 8 of the Companies (Appointment and Remuneration) Rules, 2014 w.e.f. 13th November, 2015. The Board places on record its high appreciation of the valuable services rendered by Mr. Shiv Kumar Dabriwala during his tenure as Chief Financial Officer of the Company.

With effect from 15th June, 2016, Mr. Gourav Choudhary has resigned as Chief Financial Officer of the Company due to personal issues. The Board places on record its high appreciation of the valuable services rendered by Mr. Gourav Choudhary during his tenure as Chief Financial Officer of the Company.

The Company is under the process to fill the vacancy of Chief Financial Officer caused by resignation of Mr. Gourav Choudhary.

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 enclosed as **Annexure-3** to this Report.

Directors' Report (Contd.)

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.

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, five Board Meetings and four 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 newly introduced Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) effective from 1st July 2015.

18. SUBSIDIARY COMPANIES / ASSOCIATE COMPANIES / JOINT VENTURES

During the year under review, the Company has acquired 100% equity stake in the following Companies:-

- a) Goodpoint Conclave Private Limited (Name changed to Goodpoint Conclave Limited w.e.f. 10th June, 2016).

- b) Linkwise Promoters Private Limited

Consequent to the said acquisition, both the aforesaid Companies have become wholly owned Subsidiaries of your Company.

Further M/s Shree Saishraddha Cements Private Limited (SSCPL), became the associate of the Company w.e.f. 4th August, 2015.

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 – 4** to this Report.

As on March 31, 2016, the Company has six wholly owned non listed Indian subsidiaries and two Associates Companies. None of the subsidiaries of your Company are Material Subsidiaries.

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

Directors' Report (Contd.)

(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 Section 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.

Your Directors requested to ratify the appointment of M/s Das & Prasad, Chartered Accountants as the Statutory Auditors of the Company at the ensuing AGM.

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

B. Secretarial Auditor

As per the provisions of Section 204 of the Companies Act, 2013, the Board of Directors have appointed M/s K. Arun & Co, Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year ended on March 31, 2016.

Secretarial Audit Report issued by M/s K. Arun & Co, Company Secretaries in Form MR-3 is enclosed as **Annexure - 5** 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 - 6** 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

The Board of Directors at their meeting held on 13th May, 2015 re-appointed Mr. Dinesh Burman as the Whole-time Director of the Company for a further period of 3 years w.e.f 30th May, 2015. Subsequently, at the 22nd Annual General Meeting of your Company held on 30th September, 2015 appointment of Mr. Burman was approved by the Members of the Company as a Whole-time Director of the Company for a further period of 3 years w.e.f 30th May, 2015.

Further the Board of Directors at its meeting held on 12th November, 2014 and 24th July, 2015 appointed Mrs. Leena Hinesh Jobanputra (DIN: 06975039) and Mr. Govind Kumar Goyal (DIN:- 02466348) as an Additional Directors (Category – Independent) of the Company with effect from 12th November, 2014 and 24th July, 2015 respectively. Subsequently, at the 22nd Annual General Meeting of your Company held on 30th September, 2015 appointment of Mrs. Jobanputra and Mr. Goyal was approved by the Members of the Company as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 12th November, 2014 and 24th July, 2015 respectively.

In accordance with the provisions of Section 152 of the Act and your Company's Articles of Association, Mr. Dinesh Burman (DIN: 00612904) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. 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 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.



Directors' Report (Contd.)

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 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.

During the year, the Company had not entered into any contract / arrangement / transactions with Related Parties which could be considered as material in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the disclosure of Related Party Transactions pursuant to Section 134 (3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable. In accordance with Accounting Standard 18, the Related Party Transactions are disclosed under Note No. 29 of the Standalone Financial Statements.

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, 2016, the Company has not received any Complaints pertaining to Sexual Harassment.

32. NOMINATION AND REMUNERATION COMMITTEE

During the financial year 2015-16 three Nomination and Remuneration Committee Meetings were held on 13.05.2015, 24.07.2015 and 13.11.2015.

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

Directors' Report (Contd.)

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 2015-16 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 - 7** and forms part of this Report.

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. 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/-

CA G. L. Goenka

*Chairman & Managing Director
(DIN: 00613725)*

Place: Kolkata

Date: 10th August, 2016



Annexure - 1 to the Directors' Report

Management Discussion And Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENTS

A sharp decline in commodity prices, choppy financial markets and volatile currencies were key highlights of Financial Year (FY) 2015-16. Global macroeconomic parameters remained uncertain as downward risks to growth in advanced economies emerged while emerging economies were already struggling with weak growth, high inflation and tight financial markets.

India's growth story on the contrary remained reasonably positive due to stable domestic consumption, lower commodity and energy prices and hence improving macroeconomic parameters. Inflation, fiscal deficit and current account balance exhibited some signs of improvement. The data on national income released in February 2016 by the Central Statistical Organisation of the Government of India anticipates real GDP growth of 7.6% for FY 2015-16. This is a creditable achievement given the muted global economic scenario.

Unfortunately, these positive factors were accompanied by two consecutive years of drought across many parts of India, rising non-performing assets (NPAs) of banks and low credit growth.

The Reserve Bank of India (RBI) cut policy rate by 50 basis points in FY 2014-15, 75 basis points in FY 2015-16 and by further 25 basis points in April 2016. However, due to continued stress of high NPAs on bank balance sheets, this did not translate into equivalent reduction in interest costs for borrowers and curtailed incremental lending by the banks.

In the past year, the government has accelerated efforts to boost public investment, with a particular focus on roads, railways and the power sector. Notably, the government has taken several steps to improve road project execution. Project approvals have also been accelerated. In the power sector, after addressing the issue of coal availability in its first year in office, the government has now turned its attention to restoring the financial health of India's electricity distribution companies, which are primarily owned by state governments. Two important legislations, the Bankruptcy bill and the Real Estate Regulation bill were approved by both houses of Parliament.

OPPORTUNITIES & THREATS

Government has announced a number of policy measures to achieve the projected GDP growth in 2016-17. This includes, approval for large infrastructure projects, addressing challenges of mining and power sectors, increasing foreign investment limits in Insurance and Pension, Asset Reconstruction Companies, E-commerce, Stock Exchanges, Food Processing, Ports, etc. Growth in agricultural sector output and expectations of good monsoon will drive demand from rural areas.

In view of the aforesaid initiatives of the Government, NBFCs can also look for growth in lending activities including asset financing.

Growth of the Company's asset book, quality of assets and ability to raise funds depend significantly on the economy. Unfavourable events in the Indian economy can affect consumer sentiment and in turn impact consumer decision to purchase financial products. Competition from a broad range of financial service providers, unstable political environment and changes in Government policies / regulatory framework could impact the Company's operations.

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

The evolving regulatory landscape for the NBFCs has seen a trend of convergence with that of banks on the asset side. While banks are good at lending, NBFC's strength is in providing assets and assisting in management of assets. Regulators need to acknowledge this differentiation and accordingly provide regulatory support so that NBFCs can carry out their functions more efficiently. Your Company has been in a regular dialogue with Government and various regulatory agencies and has been urging for necessary regulatory support for NBFCs.

The Indian economy is projected to grow at 7.8%, in 2016-17 as per most accounts. With headline inflation likely to remain low, it is widely expected that RBI will sustain its current accommodative stance. With most macroeconomic indicators remaining stable, the various measures initiated by the Central government are likely to have a salutary impact on the automotive sector.

The markets will continue to grow and mature leading to differentiation of products and services. Each financial intermediary will have to find its niche in order to add value to consumers. The Company is cautiously optimistic in its outlook for the year 2016-17.

Management Discussion And Analysis Report (Contd.)

Your Company will continue to strive for meaningful growth, focusing as always on superior credit quality, a balance portfolio mix and efficient cost management, in order to sustain profitability. Your Company's business model and its risk management policies and mechanisms are being constantly reviewed and upgraded to ensure this. Your Company's well defined systems & procedures would emerge as leader in retail credit.

Your Company hopes to post reasonable growth in its chosen lines of business and also continue to explore new, profitable business opportunities. Competitive pressures in the vehicle financing market are likely to remain high, with banks increasingly focussing on retail lending, thereby exerting downward pressure on margins. 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.

RISK MANAGEMENT

Risks to a varying degree, is inevitable in all business transactions in an organization which is in financial services. Your Company, being in the business of financing and investment has to manage various risks. These risks include credit risk, liquidity risk, interest rate risk and operational risk. 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 share holder 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 of 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 internal control system is geared towards ensuring adequate internal controls to meet the increasing size and complexity of business for safeguarding the assets of the Company and to meet with the compliances. The Company has established procedures including a clear delegation of authority and Standard Operating Procedures (SOP) for all business parts.

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 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 25th May, 2016 on this matter.

FINANCIAL PERFORMANCE

During the year under review, your Company achieved revenue from operations of ₹ 2450.64 Lakhs as against ₹ 18102.72 Lakhs in the previous year and recorded profit before tax of ₹ 1291.96 Lakhs as against ₹ 858.62 Lakhs in the financial year 2014-15.

HUMAN RESOURCES

Your Company believes that its greatest assets are its people and training is an investment in long term people development for organizational excellence. During the year under review, your Company has taken several initiatives to ensure that the knowledge and wisdom gained over period is handed down to the next generation of employees.

For and on behalf of the Board

Sd/-

CA G. L. Goenka

Chairman & Managing Director

(DIN:- 00613725)

Place: Kolkata

Date: 10th August, 2016

Annexure - 2 to the Directors' Report

Report on Corporate Governance

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

SEBI vide its notification No. SEBI/LAD-NRO/GN/2015-16/013 dated 2nd September, 2015 notified the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'SEBI Listing Regulations, 2015'), which were made applicable with effect from 1st December, 2015, and repealed the erstwhile Listing Agreement with the stock exchanges.

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 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 two Executive Directors and four Non-Executive Directors. Non-Executive Directors constitute more than half of the total number of Directors. Four out of the six 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. G. L. Goenka	Chairman & Managing Director-Promoter	2	NIL	NIL
Mr. Dinesh Burman	Executive Non-Independent	3	NIL	NIL
Mr. Niranjana Kumar Choraria	Non-Executive Independent	1	2	NIL
Mr. Rhythm Arora	Non-Executive Independent	NIL	NIL	NIL
Mrs. Leena Hinesh Jobanputra	Non-Executive Independent	NIL	NIL	NIL
Mr. Govind Kumar Goyal (Appointed w.e.f. 24.07.2015)	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).

Mr. Chandra Kumar Chandak ceased to be director of the Company with effect from 11th May, 2015.

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.

None of the Non-Executive Directors holds any shares or convertible instruments of the Company as on 31st March, 2016.

Report On Corporate Governance (Contd.)

(b) Number of Board Meetings:

During the financial year 2015-16, five meetings of the Board of Directors were held on 13.05.2015, 24.07.2015, 13.11.2015, 18.01.2016 and 11.02.2016.

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. G. L. Goenka	05	05	05	Yes
Mr. Dinesh Burman	05	05	05	Yes
Mr. Niranjana Kumar Chauria	05	05	05	Yes
Mr. Rhythm Arora	05	05	03	Yes
Mrs. Leena Hinesh Jobanputra	05	05	04	Yes
Mr. Govind Kumar Goyal (Appointed w.e.f. 24.07.2015)	05	03	02	No

(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 31, 2016, 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.

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 2015-16 four Audit Committee Meetings were held on 13.05.2015, 24.07.2015, 13.11.2015 and 11.02.2016.
- The composition of Audit Committee as on date and the information on attendance at Audit Committee Meetings 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. Niranjana Kumar Choraria	Chairman	Independent & Non-Executive Director	4	4	4
Mr. Rhythm Arora	Member	Independent & Non-Executive Director	4	4	2
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	4	4	4

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

- In order to comply with the provisions of Section 178 of the Companies Act, 2013 effective from 1st April, 2014 read with Companies (Meetings of Board and its Powers) Rules, 2014 and amended Clause 49 of the erstwhile Listing Agreement, the Board of Directors of the Company at its meeting held on 23rd April, 2014 renamed the Remuneration Committee as "Nomination and Remuneration Committee" and also expanded the terms of reference as specified under Section 178 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Clause 49 of the erstwhile Listing Agreement (now corresponding to Regulation 19 of the SEBI Listing Regulations, 2015) with the Stock Exchanges.
- 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 2015-16 three Nomination and Remuneration Committee Meetings were held on 13.05.2015, 24.07.2015 and 13.11.2015.
- The composition of Nomination and Remuneration Committee as on date and the information on attendance at Nomination and Remuneration 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. Niranjana Kumar Choraria	Chairman	Independent & Non-Executive Director	3	3	3
Mr. Rhythm Arora	Member	Independent & Non-Executive Director	3	3	2
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	3	3	3

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.

Report On Corporate Governance (Contd.)

- 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 revised Clause 49 of the erstwhile Listing Agreement with Stock Exchanges covering inter-alia the following parameters:

- i) **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.
- ii) **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.
- iii) **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 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.*

Report On Corporate Governance (Contd.)

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 ₹ 5000/-
- Committee Meeting ₹ 1000/-

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, 2016 is as under:**

Non- Executive Directors

(Amount in ₹)

Name of the Directors	Sitting fees paid
Mr. Niranjn Kumar Choraria	35,000
Mr. Rhythm Arora	18,000
Mrs. Leena Hinesh Jobanputra	30,000
Mr. Govind Kumar Goyal	10,000

Executive Directors

(Amount in ₹)

Name of the Directors	Remunerations
Mr. G. L. Goenka (Chairman & Managing Director)	Salary –14,40,000 Perquisites - NIL Other Allowances -7,20,000
Mr. Dinesh Burman (Whole-time Director)	Salary- 2,04,000 Perquisites - NIL Other Allowances –1,02,000

- 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.

Report On Corporate Governance (Contd.)

VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

- In order to comply with the provisions of Section 178 of the Companies Act, 2013 effective from 1st April, 2014 and amended Clause 49 of the erstwhile Listing Agreement (now corresponding to Regulation 20 of the SEBI Listing Regulations, 2015), the Board of Directors of the Company at its meeting held on 23rd April, 2014 renamed the Shareholders' Grievances Committee as "Stakeholders Relationship Committee".
- 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, no complaint was received by the Company/ Registrar and Share Transfer Agent from shareholders. There was no share transfer application pending for registration as on 31st March, 2016.
- During the financial year 2015-16 four Stakeholders Relationship Committee Meetings were held on 13.05.2015, 24.07.2015, 13.11.2015 and 11.02.2016.
- 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. Niranjana Kumar Choraria	Chairman	Independent & Non-Executive Director	4	4	3
Mrs. Leena Hinesh Jobanputra	Member	Independent & Non-Executive Director	4	4	4
Mr. G. L. Goenka	Member	Managing Director	4	4	4
Mr. Dinesh Burman	Member	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 queries.

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 2015-16.

- Name of Non-Executive Director heading the committee:- Mr. Niranjana Kumar Choraria.
- Name & Designation of Compliance Officer:- Mrs. Amrita Mohta Kothari, Company Secretary.
- Number of Shareholder's queries pending as on 1st April, 2015:- NIL.
- Number of Shareholder's queries received during the year 2015-16:- NIL.
- Number of Shareholder's queries not solved to the satisfaction of shareholders:- NIL.
- Number of pending complaints as on 31st March, 2016:- NIL.

Report On Corporate Governance (Contd.)

VII. RIGHTS ISSUE COMMITTEE

- No Meeting of the Rights Issue Committee was held during the year 2015-16.
- The composition of Rights Issue Committee as on date of report is as under:

Name of the Directors	Positions Held
Mr. G. L. Goenka	Chairman
Mrs. Leena Hinesh Jobanputra	Member

VIII. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

- 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 thereunder.
- 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 thereunder, Listing Agreement and rules and regulations framed by Securities and Exchange Board of India, including any amendment or modification thereof.
- During the financial year 2015-16 one CSR Committee Meeting was held on 04.01.2016.
- 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. G. L. Goenka	Chairman	Managing Director	1	1	1
Mr. Dinesh Burman	Member	Executive Director	1	1	1
Mr. Niranjana Kumar Chordia	Member	Independent & Non-Executive Director	1	1	1

IX. DISSOLUTION OF RISK MANAGEMENT COMMITTEE AND ASSETS LIABILITY MANAGEMENT COMMITTEE

The Company ceased to be NBFC –NDSI as the net worth of the Company is below ₹ 500 crores. Accordingly the requirement of constituting the Risk Management Committee and Assets Liability Management Committee is not mandatory. Hence during the year under review the Board of Directors at their meeting held on 13th November, 2015 approved the dissolution of Risk Management Committee and Assets Liability Management Committee.

X. 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. G. L. Goenka, Managing Director & Chief Executive Officer and Mr. Gourav Choudhary, Chief Financial Officer have furnished certificate to the Board of Directors at its meeting held on 25th May, 2016 in the prescribed format for the year ended 31st March 2016.

Report On Corporate Governance (Contd.)

To,
The Board of Directors
Golden Goenka Fincorp Limited
1st British Indian Street,
Room No. B-10,
Kolkata- 700069

Dear Sir,

Re: For the year ended 31st March, 2016

We certify that:

- a. That we have reviewed financial statements and the cash flow statements for the year ended 31st March, 2016 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
Dated: 25.05.2016

Sd/-
CA G. L. Goenka
Chief Executive Officer

Sd/-
Gourav Choudhary
Chief Financial Officer

Report On Corporate Governance (Contd.)

XI. 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, 2016 and a declaration to this effect signed by Mr. G. L. Goenka, Chairman & Managing Director forms part of this Report.

To,
Board of Directors
Golden Goenka Fincorp Limited
1st British Indian Street
Room No. B-10
Kolkata-700 069

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, 2016.

For Golden Goenka Fincorp Limited

Sd/-

CA G. L. Goenka

Chairman & Managing Director

(DIN:- 00613725)

Place: Kolkata

Dated: 25.05.2016

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

In compliance with the requirement of the newly introduced Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, effective from May 15, 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.)

XIII. GENERAL BODY MEETING

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

AGM / EGM	Date	Venue	Time
22 nd AGM	30.09.2015	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:00 A.M.
21 st AGM	10.09.2014	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:45 A.M.
20 th AGM	12.08.2013	Manthan (Banquet Hall), 3, Waterloo Street, Kolkata- 700069	11:30 A.M.
EGM	23.05.2012	1 st British Indian Street, 1 st 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	1 st 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
22 nd AGM	30.09.2015	Re-appointment of Mr. Dinesh Burman as a Whole-time Director of the Company.
21 st AGM	10.09.2014	a) Change in period of office of Mr. Dinesh Burman, Whole-time Director, to be liable to determination by retirement of Directors by rotation
		b) Approval under Section 180(1)(a) of the Companies Act, 2013 to mortgage / charge assets of the Company.
		c) Approval under Section 180(1)(c) of the Companies Act, 2013 for borrowing funds.
		d) Alteration of Articles of Association of the Company
		e) Re-appointment of Mr. G. L. Goenka as a Managing 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 1,40,00,000 (One Crore Forty Lacs 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.

Report On Corporate Governance (Contd.)

XIV. 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 Arthik Lipi / Kalantar (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.

XV. GENERAL SHAREHOLDER INFORMATION

- (i) Annual General Meeting Date : Wednesday, 21st September, 2016 at 11:00 A.M. to be held at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata - 700 069
- (ii) Financial Year ended 31.03.2016 (2015-2016)
- (iii) Date of book closure - 15th September, 2016 to 21st September, 2016 (both days inclusive).
- (iv) Dividend Payment date - N.A.

(v)	Listing on Stock Exchange	Stock Code
	a. The Calcutta Stock Exchange Limited 7 Lyons Range, Kolkata-700001	10017059
	b. 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 2016-17.

Further the Company has also paid the Annual Custodian Fees to NSDL & CDSL for the financial year 2016-17.

- (vi) Market Price Data: The Market Price of the Equity Share of the Company during 2015-2016 is given in the table below:

Months	BSE	
	High	Low
April 2015	4.00	3.09
May 2015	4.00	2.92
June 2015	3.95	2.74
July 2015	4.49	3.16
August 2015	4.19	2.81
September 2015	4.09	2.81
October 2015	4.08	3.13
November 2015	3.80	3.08
December 2015	4.92	3.63
January 2016	5.10	3.37
February 2016	4.30	3.40
March 2016	4.18	3.20

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

Report On Corporate Governance (Contd.)

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

	31.03.2016	31.03.2015	Change (%)
Share Prices of the Company	3.99	4.13	(-)3.39%
BSE Sensex	25,341.86	27,975.86	(-)9.41%

(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.

(x) a) Distribution of Shareholding as on 31st March, 2016:-

No. of Shares	No. of Shareholders	Percentage to Total (%)	Total Shares	Percentage to Total (%)
1 – 500	1117	53.70	2,04,473	0.11
501 – 1000	354	17.02	3,07,731	0.16
1001 – 5000	360	17.31	8,63,532	0.45
5001 – 10000	64	3.08	4,67,899	0.25
10001 – 50000	102	4.90	23,47,095	1.23
50001 – 100000	22	1.06	17,38,111	0.91
100001 & above	61	2.93	18,43,09,488	96.89
Total	2080	100.00	19,02,38,329	100.00

b) Shareholding Pattern of the Company as on 31st March, 2016:-

Category	No. of Shareholders	Total No. of Shares	Percentage to Total(%)
Promoters	4	9,98,10,579	52.47
Residents (Individual)	1928	69,18,184	3.63
Non-Resident Individual / OCBs	8	16,135	0.01
Bodies Corporate	116	8,25,85,337	43.41
Clearing Corporation / Clearing Member / Trust	24	9,08,094	0.48
Total	2080	19,02,38,329	100.00

(xi) Dematerialization of Shares and Liquidity: As on 31st March, 2016 the number of shares in dematerialized form was 18,99,54,070 representing 99.85% of the total shares and the balance 2,84,259 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 31.03.2016 - 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
1st British Indian Street, Room No. B-10, Kolkata-700069
Phone No.- 033-2262 3827, Fax No. – 033-4407 0020

Corporate Office:- Golden Goenka Fincorp Limited
1st British Indian Street, Room No. 109, Kolkata-700069
Phone- 033-4004 2424

Email ID:- contact@goldengoenka.com

Website:- www.goldengoenka.com

Report On Corporate Governance (Contd.)

XVI. 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. 29 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>

- 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 except one Show Cause Notice Ref. No. EAD-6/AK/VRP/28717/2013 dated 11th November, 2013 (hereinafter referred to as "SCN") issued to the Company under Rule 4 of SEBI (Procedure for Holding Inquiry and Imposing Penalties by Adjudicating Officer) Rules, 1995 read with Section 15-I of the SEBI Act, 1992 alleging violation of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (SAST Regulations, 1997) for non filing of the disclosures under Regulation 8(3) of the SAST Regulations, 1997 during the period 1997-2006. The Company vide reply dated 10th December, 2013 to the SCN has inter-alia stated that being a small Company with inadequacy of staff during the period 1997-2006 failed to file the disclosures under Regulation 8(3) of the SAST Regulations, 1997 though it has filed Shareholding Pattern and as such information was in Public domain. After hearing the matter, SEBI vide Adjudication Order No. AK/AO-15/2014 dated 30th January, 2014, imposed a penalty of ₹ 6,00,000/- (Rupees Six Lacs) under Section 15 A(b) of the SEBI Act, 1992 which was duly paid by the Company to end the litigation.
- 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 Clause 49 of the erstwhile Listing Agreement. 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 are placed before the Audit Committee.

- e) The Company has six wholly owned non-listed Indian subsidiaries. As on March 31, 2016, none of the subsidiaries of your Company are Material Subsidiaries. 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.

XVII. 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.

XVIII. 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.

XIX. CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The annexed certificate from M/s. K. Arun & Co, Company Secretaries regarding compliance of conditions of Corporate Governance for the financial year ended 31st March, 2016 forms part of this Report.

XX. 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 at the Annual General Meeting as stipulated under Regulation 36(3) of the SEBI Listing Regulation, 2015:-

Name of Director	Mr. Dinesh Burman
DIN	00612904
Date of Birth	12.03.1957
Nationality	Indian
Date of appointment	30.07.2010
Qualification	B. Sc. ,LLB
Nature of Expertise	Experience in administrative and general corporate matters.
Name of Directorship in other Listed Companies	NIL
Name of committees of other Listed Companies in which the director is a member / chairperson	NIL
No. of Shares held in the Company	NIL
Relationships with other Directors	NIL

The above Report was placed before and approved by the Board of Directors at their Meeting held on 10th August, 2016.

By Order of the Board

Sd/-

CA G. L. Goenka

Chairman & Managing Director

(DIN:- 00613725)

Place: Kolkata

Date: 10.08.2016



CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

**To,
The Members of
Golden Goenka Fincorp Limited
1st British Indian Street
Room No. B-10, Kolkata- 700069**

We have examined the relevant records of Golden Goenka Fincorp Limited ("the Company"), for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges, where the shares of the Company are listed for the period from 1st April, 2015 to 30th November, 2015 and as referred to 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") for the period from 1st December, 2015 to 31st March, 2016. 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 implementation thereof, adopted by the Company for ensuring compliance with 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, we certify that the Company has complied with all the mandatory conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement /Listing Regulations, as applicable.

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.

**Place: Kolkata
Date: 10.08.2016**

**For K. Arun & Co
Company Secretaries
Sd/-
Prateek Kohli
(Partner)
(C.P. No. 16457)
(M. No. 40967)**

Annexure-3 to the Directors' Report Extract of Annual Return

Form No. MGT-9 EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March, 2016

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014

I REGISTRATION & OTHER DETAILS:

- i **CIN** : L65993WB1993PLC060377
- ii **Registration Date** : 07.10.1993
- iii **Name of the Company** : Golden Goenka Fincorp Limited
- iv **Category/Sub-category of the Company** : Public Limited Company
- v **Address of the Registered office & contact details** : 1st British Indian Street, Room No. B-10, Kolkata - 700 069
Telephone No. :- 033-22623827 Fax No. :- 033-44070020
- vi **Whether listed company** : Yes, Listed on BSE Limited & The Calcutta Stock Exchange Limited
- vii **Name, Address & contact details of the Registrar & Transfer Agent, if any.** : Niche Technologies Pvt. Ltd.
D511, Bagree Market
71, B.R.B, Basu Road, Kolkata- 700 001
033-22357270/71

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :- Non-Banking Finance Company (NBFC) which is principally engaged in lending and investing activities.

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

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Non-Banking Financial Services (Lending & Investing Services)	649	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES:-

SL No	Name & Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associates	% of Shares held	Applicable Section
1	Golden Goenka Financial Advisors Private Limited*	U93000WB2011PTC168171	SUBSIDIARY	100%	2(87)
2	Golden Goenka Management Consultancy Services Private Limited**	U93000WB2011PTC168157	SUBSIDIARY	100%	2(87)
3	Golden Goenka Properties & Construction Private Limited	U70109WB2011PTC168156	SUBSIDIARY	100%	2(87)
4	Goodpoint Conclave Private Limited***	U70102WB2013PTC192162	SUBSIDIARY	100%	2(87)
5	Linkwise Promoters Private Limited	U70102WB2013PTC192163	SUBSIDIARY	100%	2(87)
6	Aristro Capital Markets Limited	U65999WB2009PLC135995	SUBSIDIARY	100%	2(87)
7	Shree Saishradhha Cements Private Limited	U26940WB2010PTC141963	ASSOCIATE	47.54%	2(6)
8	Purple Advertising Services Private Limited	U74300WB2008PTC127335	ASSOCIATE	33.33%	2(6)

* Name of Golden Goenka Financial Advisors Private Limited changed to Golden Goenka Financial Advisors Limited due to conversion from private to public company w.e.f. 12th May, 2016.

** Name of Golden Goenka Management Consultancy Services Private Limited changed to Golden Goenka Management Consultancy Services Limited due to conversion from private to public company w.e.f. 13th July, 2016.

*** Name of Goodpoint Conclave Private Limited changed to Goodpoint Conclave Limited due to conversion from private to public company w.e.f. 10th June, 2016.

Extract of Annual Return (Contd.)

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

i) Category-wise Shareholding

	Category of Shareholders	No. of Shares held at the beginning of the year (As on 31.03.2015)				No. of Shares held at the end of the year (As on 31.03.2016)				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	PROMOTERS									
(1)	Indian									
	a) Individual / HUF	1262853	0	1262853	0.664	1262853	0	1262853	0.664	0.000
	b) Central Government	0	0	0	0.000	0	0	0	0.000	0.000
	c) State Government	0	0	0	0.000	0	0	0	0.000	0.000
	d) Bodies Corporate	99353731	0	99353731	52.226	98547726	0	98547726	51.802	-0.424
	e) Banks / Financial Institutions	0	0	0	0.000	0	0	0	0.000	0.000
	f) Any Other	0	0	0	0.000	0	0	0	0.000	0.000
	Sub-total (A)(1)	100616584	0	100616584	52.890	99810579	0	99810579	52.466	-0.424
(2)	Foreign									
	a) NRIs - Individuals	0	0	0	0.000	0	0	0	0.000	0.000
	b) Other - Individuals	0	0	0	0.000	0	0	0	0.000	0.000
	c) Bodies Corporate	0	0	0	0.000	0	0	0	0.000	0.000
	d) Banks / Financial Institutions	0	0	0	0.000	0	0	0	0.000	0.000
	e) Any Other	0	0	0	0.000	0	0	0	0.000	0.000
	Sub-total (A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
	Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	100616584	0	100616584	52.890	99810579	0	99810579	52.466	-0.424
B.	PUBLIC SHAREHOLDING									
(1)	Institutions									
	a) Mutual Funds	0	0	0	0.000	0	0	0	0.000	0.000
	b) Banks / Financial Institutions	0	0	0	0.000	0	0	0	0.000	0.000
	c) Central Government	0	0	0	0.000	0	0	0	0.000	0.000
	d) State Government	0	0	0	0.000	0	0	0	0.000	0.000
	e) Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
	f) Insurance Companies	0	0	0	0.000	0	0	0	0.000	0.000
	g) Foreign Institutional Investors (FIIs)	0	0	0	0.000	0	0	0	0.000	0.000
	h) Foreign Venture Capital Funds	0	0	0	0.000	0	0	0	0.000	0.000
	i) Others (Specify)	0	0	0	0.000	0	0	0	0.000	0.000
	Sub-total (B)(1)	0	0	0	0.000	0	0	0	0.000	0.000
(2)	Non-Institutions									
	a) Bodies Corporate									
	i) Indian	84029590	27400	84056990	44.185	82557937	27400	82585337	43.412	-0.773
	ii) Overseas	0	0	0	0.000	0	0	0	0.000	0.000
	b) Individuals									
	i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	1922544	257859	2180403	1.146	2054656	255859	2310515	1.215	0.069
	ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3102938	0	3102938	1.631	4607669	0	4607669	2.422	0.791
	c) Others (Specify)									
	1. NRI	8111	1000	9111	0.005	15135	1000	16135	0.008	0.003
	2. Overseas Corporate Bodies	0	0	0	0.000	0	0	0	0.000	0.000
	3. Foreign Nationals	0	0	0	0.000	0	0	0	0.000	0.000
	4. Clearing Members	272303	0	272303	0.143	908094	0	908094	0.477	0.334
	5. Trusts	0	0	0	0.000	0	0	0	0.000	0.000
	6. Foreign Bodies - D.R.	0	0	0	0.000	0	0	0	0.000	0.000
	Sub-total (B)(2)	89335486	286259	89621745	47.110	90143491	284259	90427750	47.534	0.424
	Total Public Shareholding (B) = (B)(1)+(B)(2)	89335486	286259	89621745	47.110	90143491	284259	90427750	47.534	0.424
C.	Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0.000
	GRAND TOTAL (A+B+C)	189952070	286259	190238329	100.000	189954070	284259	190238329	100.000	0.000

Extract of Annual Return (Contd.)

ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of change in shareholding during the year
		No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of Shares Pledged/encumbered to total shares	
1	GIRDHAR FISCAL SERVICES PVT LTD	14000000	7.359	0.000	14000000	7.359	0.000	0.000
2	GIRDHARI LAL GOENKA	1262853	0.664	0.000	1262853	0.664	0.000	0.000
3	RAJGAJ TRADERS PRIVATE LIMITED*	12006223	6.311	0.000	11200218	5.887	0.000	-0.424
4	RISEWELL CREDIT PVT LTD**	73347508	38.556	0.000	73347508	38.556	0.000	0.000
	TOTAL	100616584	52.890	0.000	99810579	52.466	0.000	-0.424

* Name of Rajgaj Traders Pvt Ltd changed to Golden Goenka Commerce Pvt Ltd w.e.f. 25th May, 2016.

** Name of Risewell Credit Pvt Ltd changed to Golden Goenka Credit Pvt Ltd w.e.f. 18th May, 2016.

iii) Change in Promoters' Shareholding

Sl No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	GIRDHAR FISCAL SERVICES PVT LTD				
	a) At the beginning of the Year	14000000	7.359		
	b) Changes during the year	(No Changes during the year)			
	c) At the End of the Year			14000000	7.359
2	GIRDHARI LAL GOENKA				
	a) At the beginning of the Year	1262853	0.664		
	b) Changes during the year	(No Changes during the year)			
	c) At the End of the Year			1262853	0.664
3	RAJGAJ TRADERS PRIVATE LIMITED				
	a) At the beginning of the Year	12006223	6.311		
	b) Changes during the year				
	Date Reason				
	11/12/2015 Transfer	-130423	0.069	11875800	6.243
	18/12/2015 Transfer	-188029	0.099	11687771	6.144
	25/12/2015 Transfer	-90356	0.047	11597415	6.096
	31/12/2015 Transfer	-237686	0.125	11359729	5.971
	08/01/2016 Transfer	-157011	0.083	11202718	5.889
	15/01/2016 Transfer	-2500	0.001	11200218	5.887
	c) At the End of the Year			11200218	5.887
4	RISEWELL CREDIT PVT LTD				
	a) At the beginning of the Year	73347508	38.556		
	b) Changes during the year	(No Changes during the year)			
	c) At the End of the Year			73347508	38.556

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

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	ANCHOR VINIMAY PRIVATE LIMITED				
	a) At the beginning of the Year	3420290	1.798		
	b) Changes during the year				
	Date Reason				
	26/06/2015 Transfer	-7160	0.004	3413130	1.794
	30/06/2015 Transfer	-11000	0.006	3402130	1.788
	03/07/2015 Transfer	-5000	0.003	3397130	1.786
	10/07/2015 Transfer	-8604	0.005	3388526	1.781

Extract of Annual Return (Contd.)

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	17/07/2015 Transfer	-24010	0.013	3364516	1.769
	24/07/2015 Transfer	-1000	0.001	3363516	1.768
	31/07/2015 Transfer	-2000	0.001	3361516	1.767
	07/08/2015 Transfer	-19500	0.010	3342016	1.757
	c) At the End of the Year			3342016	1.757
2	J.N.B. SIDHU FINANCE PVT LTD				
	a) At the beginning of the Year	2565882	1.349		
	b) Changes during the year				
	Date Reason				
	24/04/2015 Transfer	10159	0.005	2576041	1.354
	22/05/2015 Transfer	-3100	0.002	2572941	1.352
	29/05/2015 Transfer	8676	0.005	2581617	1.357
	12/06/2015 Transfer	499	0.000	2582116	1.357
	19/06/2015 Transfer	28230	0.015	2610346	1.372
	26/06/2015 Transfer	-20705	0.011	2589641	1.361
	03/07/2015 Transfer	2500	0.001	2592141	1.363
	27/11/2015 Transfer	301100	0.158	2893241	1.521
	11/12/2015 Transfer	53481	0.028	2946722	1.549
	18/12/2015 Transfer	70434	0.037	3017156	1.586
	25/12/2015 Transfer	2000	0.001	3019156	1.587
	31/12/2015 Transfer	34015	0.018	3053171	1.605
	08/01/2016 Transfer	37387	0.020	3090558	1.625
	29/01/2016 Transfer	-4000	0.002	3086558	1.622
	05/02/2016 Transfer	4000	0.002	3090558	1.625
	12/02/2016 Transfer	-5400	0.003	3085158	1.622
	19/02/2016 Transfer	-2800	0.001	3082358	1.620
	26/02/2016 Transfer	18629	0.010	3100987	1.630
	04/03/2016 Transfer	-551	0.000	3100436	1.630
	11/03/2016 Transfer	-8078	0.004	3092358	1.626
	18/03/2016 Transfer	-500	0.000	3091858	1.625
	31/03/2016 Transfer	-2351	0.001	3089507	1.624
	c) At the End of the Year			3089507	1.624
3	MOONRISE VINCOM PRIVATE LIMITED				
	a) At the beginning of the Year	7500000	3.942		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			7500000	3.942
4	P K GANGWAL AND SONS PVT LTD				
	a) At the beginning of the Year	1694800	0.891		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1694800	0.891
5	PMB HOLDINGS PVT LTD				
	a) At the beginning of the Year	2986639	1.570		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			2986639	1.570
6	RATNANANDAN COMMERCIALS PVT LTD.				
	a) At the beginning of the Year	4895600	2.573		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			4895600	2.573

Extract of Annual Return (Contd.)

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
7	SANGAM MERCHANTS PVT. LTD.				
	a) At the beginning of the Year	2226536	1.170		
	Date Reason				
	b) Changes during the year				
	17/04/2015 Transfer	4167077	2.190	6393613	3.361
	c) At the End of the Year			6393613	3.361
8	SMC GLOBAL SECURITIES LIMITED				
	a) At the beginning of the Year	4184677	2.200		
	b) Changes during the year				
	Date Reason				
	10/04/2015 Transfer	-1500	0.001	4183177	2.199
	17/04/2015 Transfer	-4167077	2.190	16100	0.008
	14/08/2015 Transfer	4390	0.002	20490	0.011
	11/09/2015 Transfer	460	0.000	20950	0.011
	18/09/2015 Transfer	-4229	0.002	16721	0.009
	25/09/2015 Transfer	1	0.000	16722	0.009
	30/09/2015 Transfer	-22	0.000	16700	0.009
	02/10/2015 Transfer	-600	0.000	16100	0.008
	11/12/2015 Transfer	-15000	0.008	1100	0.001
	18/03/2016 Transfer	250000	0.131	251100	0.132
	25/03/2016 Transfer	444649	0.234	695749	0.366
	31/03/2016 Transfer	140050	0.074	835799	0.439
	c) At the End of the Year			835799	0.439
9	STRONG DEALTRADE PRIVATE LIMITED				
	a) At the beginning of the Year	16100000	8.463		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			16100000	8.463
10	U Y INDUSTRIES PRIVATE LTD				
	a) At the beginning of the Year	11000000	5.782		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			11000000	5.782
11	WRINKLE MARKETING PVT LTD .				
	a) At the beginning of the Year	2300000	1.209		
	b) Changes during the year		[NO CHANGES DURING THE YEAR]		
	c) At the End of the Year			2300000	1.209

Extract of Annual Return (Contd.)

(v) Shareholding of Directors and Key Managerial Personnel

SI No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	MR. GIRDHARI LAL GOENKA				
	a) At the beginning of the Year	1262853	0.664		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			1262853	0.664
2	MR. DINESH BURMAN				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
3	MR. NIRANJAN KUMAR CHORARIA				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
4	MR. RHYTHM ARORA				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
5	MRS. LEENA HINESH JOBANPUTRA				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
6	MR. GOVIND KUMAR GOYAL (Appointed w.e.f. 24.07.2015)				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
7	MR. SHIV KUMAR DABRIWALA (Resigned w.e.f. 12.11.2015)				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
8	MR. GOURAV CHOUDHARY (Appointed w.e.f. 13.11.2015 & Resigned w.e.f. 15.06.2016)				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000
9	MRS. AMRITA MOHTA KOTHARI				
	a) At the beginning of the Year	0	0.000		
	b) Changes during the year	[NO CHANGES DURING THE YEAR]			
	c) At the End of the Year			0	0.000

Extract of Annual Return (Contd.)

V. INDEBTEDNESS

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

Particulars	Secured Loan excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the Financial Year				
Additions	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the Financial Year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		
		Girdhari Lal Goenka, Managing Director	Dinesh Burman, Whole-time Director	Total Amount
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	2,160,000	306,000	2,466,000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961			
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
5	Others, please specify	-	-	-
	Total (A)	2,160,000	306,000	2,466,000
	Ceiling as per the Act (Schedule V, Part- II, Section- II)			6,000,000

B. Remuneration to other directors:

(Amount in ₹)

Sl. No.		Particulars of Remuneration	Name of the Directors				Total Amount
			Niranjn Kumar Choraria	Leena Hinesh Jobanputra	Rhythm Arora	Govind Kumar Goyal	
1. Independent Directors							
(a)	Fee for attending Board / Committee meetings	35,000	30,000	18,000	10,000	93,000	
(b)	Commission	-	-	-	-	-	
(c)	Others, please specify	-	-	-	-	-	
	Total (1)	35,000	30,000	18,000	10,000	93,000	
2. Other Non-Executive Directors							
(a)	Fee for attending Board / Committee meetings	-	-	-	-	-	
(b)	Commission	-	-	-	-	-	
(c)	Others, please specify.	-	-	-	-	-	
	Total (2)	-	-	-	-	-	
	Total (B)=(1+2)	35,000	30,000	18,000	10,000	93,000	
Total Managerial Remuneration (A+B)						2,559,000	

Extract of Annual Return (Contd.)

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

(Amount in ₹)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CFO		CS	
		Mr. Shiv Kumar Dabriwala	Mr. Gourav Choudhary	Mrs. Amrita Mohta Kothari	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.				
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	312,581	260,851	381,675	955,107
	(c) Profits in lieu of salary under section 17(3) Income Tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	312,581	260,851	381,675	955,107

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

Annexure-4 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 Private Limited*	Golden Goenka Management Consultancy Services Private Limited**	Golden Goenka Properties & Construction Private Limited	Aristro Capital Markets Limited	Goodpoint Conclave Private Limited***	Linkwise Promoters Private Limited
2	The date since when subsidiary was acquired	9 th November, 2011	9 th November, 2011	9 th November, 2011	25 th May, 2013	8 th March, 2016	8 th March, 2016
3	Reporting period for the subsidiary	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016	31 st March, 2016
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	5,00,000	1,00,000	1,00,000	90,00,000	5,00,000	5,00,000
6	Reserves & surplus	(15,231)	(51,231)	2,69,551	14,48,78,473	(36,861)	(41,123)
7	Total Assets	5,71,998	55,998	1,50,76,858	17,43,11,944	4,67,139	4,62,877
8	Total Liabilities	5,71,998	55,998	1,50,76,858	17,43,11,944	4,67,139	4,62,877
9	Investments	NIL	NIL	NIL	5,17,47,562	NIL	NIL
10	Turnover	NIL	NIL	NIL	7,73,50,035	NIL	NIL
11	Profit before Taxation	(10,387)	(10,387)	(10,387)	13,10,648	(19,931)	(24,151)
12	Provision for Taxation	NIL	NIL	(851)	NIL	(30)	1,040
13	Profit after Taxation	(10,387)	(10,387)	(9,536)	13,10,648	(19,901)	(25,191)
14	Proposed Dividend	NIL	NIL	NIL	NIL	NIL	NIL
15	% of share holding	100%	100%	100%	100%	100%	100%

* Name of Golden Goenka Financial Advisors Private Limited changed to Golden Goenka Financial Advisors Limited due to conversion from private to public company w.e.f. 12th May, 2016.

** Name of Golden Goenka Management Consultancy Services Private Limited changed to Golden Goenka Management Consultancy Services Limited due to conversion from private to public company w.e.f. 13th July, 2016

*** Name of Goodpoint Conclave Private Limited changed to Goodpoint Conclave Limited due to conversion from private to public company w.e.f. 10th June, 2016.

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 (contd.)

Part “B”: Associates and Joint Ventures

1	Name of the Associate Company	Purple Advertising Services Private Limited	Shree Saishraddha Cements Private Limited
2	Latest audited Balance Sheet Date	31 st March, 2016	31 st March, 2016
3	Date on which the Associate/Joint Ventures was associated or acquired	7 th December, 2012	4 th August, 2015
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 Extent of Holding % 	2,500,000 Equity Shares ₹ 90,000,000 33.33%	3,000,000 Equity Shares ₹ 30,000,000 47.54%
5	Description of how there is significant influence	Associate	Associate
6	Reason why the Associate is not consolidated		N.A.
7	Net worth attributable to shareholding as per latest audited Balance Sheet	Financials could not be completed and hence same has not been considered for consolidation purpose.	30,295,178
8	Profit/Loss for the year: <ul style="list-style-type: none"> Considered in Consolidation Not considered in Consolidation 		75,583 83,406

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: 25th May, 2016

For and on behalf of the Board of Directors

Sd/-

CA G. L. Goenka
(Chairman & Managing Director)
(DIN:- 00613725)

Sd/-

Amrita Mohta Kothari
(Company Secretary)

Sd/-

Dinesh Burman
(Executive Director)
(DIN:- 00612904)

Sd/-

CA Gourav Choudhary
(Chief Financial Officer)

Annexure-5 to the Directors' Report Secretarial Audit Report

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[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
1st British Indian Street
Room No-B-10
Kolkata:-700069**

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, 2016** 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 Golden Goenka Fincorp Limited for the financial year ended on **31st March, 2016** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ['SCRA'] and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(not applicable to the Company during the Audit Period)**.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (applicable upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (applicable from 15th May, 2015);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(not applicable to the Company during the Audit Period)**.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during the Audit Period)**
 - f) The Securities and Exchange Board of India [Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the Company during the Audit Period)** and;
 - h) The Securities and Exchange Board of India (Buyback of securities) Regulations, 1998; **(not applicable to the Company during the Audit Period)**

Secretarial Audit Report (contd.)

(vi) 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 thereunder.

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

- a. The Listing Agreements entered into by the Company, with BSE Limited & The Calcutta Stock Exchange Limited (as applicable till 30th of November, 2015) ;
- b. The Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable w.e.f. 1st December, 2015).
- c. The Secretarial Standards (SS - 1 and SS – 2) issued by the Institute of Company Secretaries of India.

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. The changes in the composition of the Board of Directors that took place during the period under review are carried out in compliance with the provisions of the Act.

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

Resolutions were carried through majority decision. The minutes of the Meeting 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 no major events took place in the company.

Place: Kolkata

Date: 10.08.2016

For K. Arun & Co
Company Secretaries
Sd/-
Prateek Kohli
(Partner)
(C.P. No. : 16457)
(M. No. : 40967)

Annexure-6 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 2015-2016 :-

Sl. No.	Name of the Director	Ratio
1	Girdhari Lal Goenka (Managing Director)	21.6 : 1.84
2	Dinesh Burman (Whole-time Director)	3.06 : 1.84

Other Directors of the Company are paid only sitting fees which is 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 2015-2016: -

Sl. No.	Name	% increase
1	Girdhari Lal Goenka (Managing Director)	NIL
2	Dinesh Burman (Whole-time Director)	NIL
3	Shiv Kumar Dabriwala (Chief Financial Officer upto 12.11.2015)	NIL
4	Gourav Choudhary (Chief Financial Officer w.e.f. 13.11.2015 till 15.06.2016)	N.A.
5	Amrita Mohta Kothari (Company Secretary)	21.62

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

- (iii) The percentage increase in the median remuneration of employees in the Financial Year 2015-2016 :- 84%
- (iv) The number of permanent employees on the rolls of the Company: -
There were 10 employees on the rolls as on March 31, 2016.
- (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, 2016.
- (vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company:- Yes

For and on behalf of the Board

Sd/-

CA G. L. Goenka

Chairman & Managing Director

(DIN:- 00613725)

Place: Kolkata

Date: 10th August, 2016

Annexure-7 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 programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

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 of November, 2015 constitute a committee in the name of "Corporate Social Responsibility Committee" comprises of the following Directors:-

- Mr. Girdhari Lal Goenka - Chairman
- Mr. Dinesh Burman - Member
- Mr. Niranjana Kumar Choraria - Member

3. Average net profit of the Company for last three financial years: ₹ 455.67 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): ₹ 9.11 Lakhs
5. Details of CSR Spent during the Financial Year:

i. Total amount to be spent for the financial year: ₹ 9.11 Lakhs

ii. Amount Spent: ₹ 10.00 Lakhs

iii. Amount unspent, if any: NIL

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 Programs (1) Local Area or other (2) Specify the State and District where projects or programs was undertaken	Amount outlay (budget) project or programs wise.	Amount spent on the projects or programs Sub-heads; (1) Direct expenditure on projects or programs. (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 Teacher's Training	Karaulia Sultanpur, Uttar Pradesh	₹ 9.11 Lakhs	₹ 10.00 Lakhs	₹ 10.00 Lakhs	Direct

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

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.

For and on behalf of the Board

Sd/-

CA G. L. Goenka

Chairman & Managing Director

(DIN:- 00613725)

Place: Kolkata

Date: 10th August, 2016



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, 2016, 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 judgements 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 judgement, 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, 2016, and its profit and its cash flows for the year ended on that date.



INDEPENDENT AUDITOR'S REPORT (Contd.)

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.

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, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 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)

Anil Kumar Agarwal

(Partner)
(Membership No. 062368)

Place: Kolkata

Date: 25th May, 2016

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 31 March 2016, 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 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 Act, the Company has given loans to its wholly owned subsidiaries.
 - (a) The interest free loan has been granted to its wholly owned subsidiaries, however other terms and conditions on which the loans had been granted to the aforesaid parties listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - (b) In the case of the loans granted to the aforesaid parties listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal. As the loan is interest free the question of interest does not arise.
 - (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, cess or other material statutory dues were in arrears as at 31st March 2016 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 2016:
- (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.



Annexure to the Auditors' Report (Contd.)

- (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.
- (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)

Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Place: Kolkata
Date: 25th May, 2016

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 31 March 2016 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 judgement, 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 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 2016, 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)

Anil Kumar Agarwal
(Partner)
(Membership No. 062368)

Place: Kolkata
Date: 25th May, 2016

Balance Sheet as at 31st March, 2016

(Amount in ₹)

	Note	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	951,191,645	951,191,645
Reserves and Surplus	3	1,265,826,105	1,192,628,426
		2,217,017,750	2,143,820,071
Non-Current Liabilities			
Long-Term Provisions	4	17,390,067	10,687,521
		17,390,067	10,687,521
Current Liabilities			
Other Current Liabilities			
- Current Maturities of Long-Term Borrowings	5	-	747,203
- Others	6	997,096	7,486,025
		997,096	8,233,228
TOTAL		2,235,404,913	2,162,740,820
ASSETS			
Non-Current Assets			
Fixed Assets			
- Tangible Assets	7	3,381,083	4,221,930
		3,381,083	4,221,930
Deferred Tax Assets (Net)	8	5,138,312	2,483,903
Non-Current Investments	9	390,452,133	417,955,619
Long-Term Loans and Advances			
- Loan Assets	10	14,700,000	98,253,892
- Other Long-Term Advances	11	213,400	32,891,465
		410,503,845	551,584,879
Current Assets			
Stock for Trade	12	21,988,887	38,046,343
Trade Receivable	13	979,864	-
Cash and Bank Balances	14	72,822,522	42,809,846
Short-Term Loans and Advances			
- Loan Assets	10	1,537,420,120	1,134,690,120
- Other Short-Term Advances	15	88,122,833	53,666,954
Other Current Assets			
- Current Maturities of Long-Term Loan Assets	10	93,327,513	312,216,059
- Other Current Assets	16	6,858,246	25,504,689
		1,821,519,985	1,606,934,011
TOTAL		2,235,404,913	2,162,740,820

Significant Accounting Policies and Notes to Financial Statements

1 to 33

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer

Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in ₹)

	Note	Year ended 31st March, 2016	Year ended 31st March, 2015
INCOME			
Revenue From Operations	17	245,063,883	1,810,271,876
Other Income	18	1,546,778	3,225,663
Total		246,610,661	1,813,497,539
EXPENSES			
Purchases of Shares, Mutual Funds & Commodities		42,398,541	1,666,640,842
Changes in Stock for Trade		16,057,456	3,027,747
Employee Benefits Expense	19	5,614,180	5,577,136
Finance Cost	20	-	26,260,332
Depreciation/Amortisation and Impairment	7	1,165,847	1,681,090
Other Expenses	21	18,072,253	17,925,670
Total		83,308,277	1,721,112,817
Profit Before Provisions, Exceptional Items & Tax		163,302,384	92,384,722
Contingent Provisions against Standard Assets	4(a)	257,180	1,751,197
Provision for Non-Performing Assets	4(a)	6,445,598	4,771,721
		6,702,778	6,522,918
Profit before Exceptional Items & Tax		156,599,606	85,861,804
Exceptional Items			
Provision for diminution in value of Investments		27,403,486	-
Profit before Tax		129,196,120	85,861,804
Tax Expense:			
- Current tax		58,652,850	30,219,107
- Deferred Tax		(2,654,409)	(2,013,900)
Total Tax for current year		55,998,441	28,205,207
Profit After Tax		73,197,679	57,656,597
Earnings per Equity Share (Par Value ₹ 5/- per Equity Share)	27		
Basic (₹)		0.38	0.32
Diluted (₹)		0.38	0.32

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer

Cash Flow Statement for the year ended 31st March, 2016

(Amount in ₹)

	Year ended 31st March, 2016	Year ended 31st March, 2015
A. Cash Flow from Operating Activities		
Profit Before Tax	156,599,606	85,861,804
Adjustment for:		
Depreciation/Amortisation and Impairment	1,165,847	1,681,090
Contingent Provisions against Standard Assets	257,180	1,751,197
Provision for Non-Performing Assets	6,445,598	4,771,721
Loss/(Profit) from sale of investments	3,819,411	-
Interest Income from Investment in Fixed Deposit/Bonds	(305,805)	(2,250,538)
Operating Profit before Working Capital Changes	167,981,837	91,815,274
Adjustments for:		
Increase / (Decrease) in Liabilities and Provisions	(6,489,160)	(32,050,724)
Decrease / (Increase) in Trade Receivables	(979,864)	50,029,196
Decrease / (Increase) in Stock for Trade	16,057,456	3,027,748
Decrease / (Increase) in Loans and Advances/Other Assets	(74,564,614)	(640,629,151)
Cash Generated from /(used in) Operations	102,005,655	(527,807,657)
Direct Taxes Paid	(67,507,170)	(36,791,100)
Net Cash (Used in) / Generated from Operating Activities <i>a</i>	34,498,485	(564,598,757)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(325,000)	(531,563)
(Increase) / Decrease in Investments	(3,719,411)	(10,000,000)
(Increase) / Decrease in Fixed Deposit	40,000,000	(35,000,000)
Interest Income from Investment in Fixed Deposit/Bonds	305,805	2,250,538
Net Cash (Used)/ Generated in Investing Activities <i>b</i>	36,261,394	(43,281,025)
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Share Capital	-	1,091,141,361
Increase / (Decrease) in Non-Convertible Debentures	-	(500,000,000)
Share Issue Expenses	-	(10,475,671)
Increase / (Decrease) in Vehicle Loan	(747,203)	(896,676)
Interim Dividend Paid	-	(280)
Net Cash (Used)/ Generated in Financing Activities <i>c</i>	(747,203)	579,768,734
Net Increase/(Decrease) in Cash & Cash Equivalents <i>a+b+c</i>	70,012,676	(28,111,048)
Cash & Cash Equivalents at the beginning of the year	2,809,846	30,920,894
Cash & Cash Equivalents at the end of the year	72,822,522	2,809,846

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer



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/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 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.

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.



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

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, 2016	As at 31st March, 2015
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, 2016		As at 31st March, 2015	
	No. of shares	(Amount in ₹)	No. of shares	(Amount in ₹)
At the beginning of the financial year	190,238,329	951,191,645	69,000,400	345,002,000
Add: Shares issued as fully paid-up during the financial year #	-	-	121,237,929	606,189,645
At the end of the financial year	190,238,329	951,191,645	190,238,329	951,191,645

During the year ended March 2015, the Company issued and allotted 121,237,929 equity shares of par value of ₹ 5/- each fully paid up at a premium of ₹ 4/- each to eligible shareholders on Rights basis in the ratio of 9 (Nine) fully paid up equity shares of ₹ 5/- each for every 5 (Five) fully paid up equity shares of ₹ 5/- held (i.e. 9:5).

(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, 2016		As at 31st March, 2015	
	No. of shares	% of Holding	No. of shares	% of Holding
Risewell Credit Private Limited	73,347,508	38.56	73,347,508	38.56
Strong Dealtrade Private Limited	16,100,000	8.46	16,100,000	8.46
Girdhar Fiscal Services Private Limited	14,000,000	7.36	14,000,000	7.36
U Y Industries Private Limited	11,000,000	5.78	11,000,000	5.78
Rajgaj Traders Private Limited	11,200,218	5.89	12,006,223	6.31

Notes to Financial Statements (Contd.)

3. Reserves and Surplus

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Securities Premium Reserve		
Opening Balance	1,111,476,045	626,658,470
Add: Addition during the year	-	484,951,716
Add: Premium on Redemption of Debentures w/back	-	10,341,530
Less: Utilised for Rights Issue Expenditure	-	10,475,671
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	20,621,688	9,090,369
Add: Transfer from Surplus in the Statement of Profit and Loss	14,639,536	11,531,319
Closing Balance	35,261,224	20,621,688
General Reserve		
Opening Balance	372,892	372,892
Closing Balance	372,892	372,892
Surplus in the Statement of Profit and Loss		
Opening Balance	60,157,801	14,032,523
Add: Net Profit for the year	73,197,679	57,656,597
Amount available for appropriation	133,355,480	71,689,120
Appropriations:		
Special Reserve	14,639,536	11,531,319
Closing Balance	118,715,944	60,157,801
Total Reserves and Surplus	1,265,826,105	1,192,628,426

Note:

- (a) During the year ended March 2015, the Company issued and allotted 121,237,929 equity shares of par value of ₹ 5/- each fully paid up at a premium of ₹ 4/- each to eligible shareholders on Rights basis in the ratio of 9 (Nine) fully paid up equity shares of ₹ 5/- each for every 5 (Five) fully paid up equity shares of ₹ 5/- held (i.e. 9:5).

4 Long-Term Provisions

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for Employee Benefits (Non Current Portion) [Refer note 25]		
-Gratuity	15,655	6,187
-Leave Encashment	-	9,700
Others		
Contingent Provisions against Standard Assets [Refer note (a) herein below]	3,945,497	3,688,317
Provisions for Non-Performing Assets [Refer note (a) herein below]	13,428,915	6,983,317
Total	17,390,067	10,687,521

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 creates a general provision at 0.25% of the standard assets outstanding on the balance sheet date, as per the RBI Prudential Norms.

Notes to Financial Statements (Contd.)

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

(Amount in ₹)

Particulars	As at 1st April, 2015	Provision made during the year	As at 31st March, 2016
Contingent Provisions against Standard Assets	3,688,317	257,180	3,945,497
Provision for Non-Performing Assets	6,983,317	6,445,598	13,428,915

5 Current Maturities of Long Term Borrowings

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured		
- Vehicle Loan	-	747,203
Total	-	747,203

6 Other Current Liabilities - Others

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Book Overdraft	-	785,678
Unclaimed dividend	122,130	122,130
Other Payables		
-Liability for Expenses	807,018	6,358,828
-Statutory Liabilities	67,948	219,389
Total	997,096	7,486,025

Notes to Financial Statements (Contd.)

7 Fixed Assets

(Amount in ₹)

Particulars	Land-Freehold	Air-conditioner	Office Equipment	Furniture and Fixtures	Motor Vehicles	Computers	Total
Gross Block							
At April 1, 2014	1,189,000	127,267	170,093	35,400	5,811,750	549,003	7,882,513
Additions	-	-	-	-	-	531,563	531,563
Disposals	-	-	-	-	-	-	-
At March 31, 2015	1,189,000	127,267	170,093	35,400	5,811,750	1,080,566	8,414,076
Additions	-	-	246,000	-	-	79,000	325,000
Disposals	-	-	-	-	-	-	-
At March 31, 2016	1,189,000	127,267	416,093	35,400	5,811,750	1,159,566	8,739,076
Depreciation							
At April 1, 2014	-	106,882	106,057	35,400	1,853,707	409,010	2,511,056
Charge for the year	-	4,829	36,461	-	1,252,806	386,994	1,681,090
Disposals	-	-	-	-	-	-	-
At March 31, 2015	-	111,711	142,518	35,400	3,106,513	796,004	4,192,146
Charge for the year	-	3,016	110,038	-	856,239	196,554	1,165,847
Disposals	-	-	-	-	-	-	-
At March 31, 2016	-	114,727	252,556	35,400	3,962,752	992,558	5,357,993
Net Block							
At March 31, 2015	1,189,000	15,556	27,575	-	2,705,237	284,562	4,221,930
At March 31, 2016	1,189,000	12,540	163,537	-	1,848,998	167,008	3,381,083

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

Notes to Financial Statements (Contd.)

8 Deferred Tax Assets (Net)

In terms of Accounting Standard 22, the Deferred Tax Assets (DTA) recognised during the year is ₹ 5,138,312 (Previous year: ₹ 2,483,903) and the Deferred Tax Liabilities recognised during the year is ₹ Nil (Previous year: ₹ Nil). Consequently, the net DTA as at 31st March, 2016 stands at ₹ 5,138,312 (Previous year: ₹ 2,483,903).

Deferred taxes comprises the following:

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax Assets		
Depreciation on Fixed asset	490,833	326,058
Others	4,647,479	2,157,845
Total	5,138,312	2,483,903

9 Non-Current Investments

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Trade Investments (at Cost unless otherwise stated)		
In Equity instruments - Unquoted		
In Subsidiaries		
50,000 (Previous year: 10,000), equity shares of ₹ 10/- each in Golden Goenka Financial Advisors Private Limited	500,000	100,000
10,000 (Previous year: 10,000), equity shares of ₹ 10/- each in Golden Goenka Management Consultancy Services Private Limited	100,000	100,000
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: Nil), equity shares of ₹10/- each in Goodpoint Conclave Private Limited	500,000	-
50,000 (Previous year: Nil), equity shares of ₹10/- each in Linkwise Promoters Private Limited	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
3,000,000 (Previous year: Nil), equity shares of ₹10/- each in Shree Saishraddha Cements Private Limited	30,000,000	-
In Others		
36,506 (Previous year: 36,506), equity shares of ₹100/- each in Auto Profiles Limited	25,014,300	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 ₹2,75,00,000 (P.Y. Nil)]	12,500,000	40,000,000
Nil (Previous year: 50,000), equity shares of ₹10/- each in R. G. Credit Private Limited	-	10,000,000
3,200,000 (Previous year: 3,200,000), equity shares of ₹10/- each in ANS Developers Private Limited	80,000,000	80,000,000
250,000 (Previous year: 400,000), equity shares of ₹10/- each in Megha Agri Food Products Private Limited	2,500,000	4,000,000
In Equity instruments - Quoted		
2,354 (Previous year: 2,354), equity shares of ₹ 10/- each in Microsec Financial Services Limited [Net of provision for other than temporary diminution aggregating ₹125,939 (P.Y. ₹ 222,453)]	151,833	55,319
In Unit of Trust - Unquoted		
Nil (Previous year: 2,000), units of ₹10,000/- each in Rudrabhishek Infrastructure Trust	-	20,000,000
Total	390,452,133	417,955,619

Notes to Financial Statements (Contd.)

9 Non-Current Investments (contd.)

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Aggregate amount of quoted non-current investments	277,772	277,772
Aggregate market value of quoted non-current investments	151,833	194,205
Aggregate amount of unquoted non-current investments	417,800,300	417,900,300
Aggregate provision for diminution in the value of non-current investments	27,625,939	222,453
All Investments mentioned above are fully paid-up.		

10 Loan Assets

(Amount in ₹)

Particulars	As at 31st March, 2016			As at 31st March, 2015		
	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 (b) herein below]	-	827,513	-	253,892	2,216,059	-
Unsecured						
Loan to Related parties [Refer note (d) herein below] & [Refer note 29]	14,700,000	-	80,000	98,000,000	-	100,000
Loan to Others [Refer note (c) herein below]	-	92,500,000	1,537,340,120	-	310,000,000	1,134,590,120
Total	14,700,000	93,327,513	1,537,420,120	98,253,892	312,216,059	1,134,690,120

Note

- Secured by underlying assets and in certain cases are additionally secured by immovable properties and / or pledge of equity shares of the borrowers by way of collateral security.
- Two-Wheeler Loans includes Non-Performing Assets of ₹ 208,913 (Previous Year ₹ 243,050)
- Short-Term, unsecured, Loan to Others includes Non-Performing Assets of ₹ 67,040,120 (Previous Year ₹ 69,590,120).
- The interest free loan has been granted to its wholly owned subsidiaries.

11 Other Long-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Considered Good, unless otherwise stated		
Unsecured		
Capital Advances	-	26,500,000
Security Deposits	213,400	6,391,465
Total	213,400	32,891,465

12 Stock for Trade

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Stock for Trade [Refer Annexure I to Notes to Financial Statements] (At lower of cost and net realisable value)	21,988,887	38,046,343
Total	21,988,887	38,046,343

Notes to Financial Statements (Contd.)

13 Trade Receivables

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured, considered good		
Other Debts	979,864	-
Total	979,864	-

14 Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Cash and Cash Equivalents:		
Cash on Hand	321,285	546,368
Balances with Banks		
- In Current Account	49,668,491	2,141,348
- In Unclaimed Dividend Account	122,130	122,130
- In Cheques in Hand	22,710,616	-
(A)	72,822,522	2,809,846
Other Bank Balance:		
Fixed Deposit with bank (having balance maturity of more than 3 months)	-	40,000,000
(B)	-	40,000,000
Total (A+B)	72,822,522	42,809,846

Note:

- (a) The fixed deposit receipt is pledged with bank as security amounting to Nil (Previous year ₹ 5,000,000) for availing bank guarantee / overdraft facility.

15 Other Short-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured, Considered Good		
Interest accrued and due on Loans	58,519,703	32,461,693
Other loans and advances		
- Other advances	190,213	-
- Service tax receivable	85,518	732,181
- Advance Tax [(net of provision for tax ₹ 100,485,057) (Previous year ₹ 41,832,207)]	29,327,400	20,473,080
Total	88,122,833	53,666,954

16 Other Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest accrued but not due	6,755,239	25,231,114
Gratuity Fund (Refer note 25)	103,007	-
Interest accrued but not due on Fixed Deposit	-	273,575
Total	6,858,246	25,504,689

17 Revenue From Operations

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Sale of Stock for Trade	58,251,608	1,661,957,614
Income from Loans	186,812,275	148,314,262
Total	245,063,883	1,810,271,876

Notes to Financial Statements (Contd.)

18 Other Income

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Dividend Income from Stock for Trade	250,384	975,125
Interest on Fixed Deposits	305,805	2,250,538
Income from sale of Investment	860,000	-
Misc Income	130,589	-
Total	1,546,778	3,225,663

19 Employee Benefits Expense

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Salaries, Allowances and Bonus	5,258,719	5,331,945
Contribution to Provident and Other Funds	43,237	6,187
Staff Welfare Expenses	312,224	239,004
Total	5,614,180	5,577,136

20 Finance Cost

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Interest Expense		
Interest on Debentures	-	26,253,209
Other Interest	-	7,123
Total	-	26,260,332

21 Other Expenses

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Commission	3,022,760	7,550,000
Travelling and Conveyance	2,443,475	3,237,305
Donation	2,035,905	-
Legal & Professional Fees	1,113,020	1,167,904
CSR Expenditure	1,000,000	-
Expenditure in relation to Right Issue	549,174	-
Rent	520,104	517,458
Corporate Compliance Fees	470,633	433,276
Advertisement, Publicity & Sales Promotion	407,585	462,890
Repair and Maintenance to Others	340,828	399,532
Printing and Stationery	309,222	810,042
Motor Car Expenses	290,384	298,850
Service Tax Expenses	646,663	-
Auditors' Remuneration [Refer note 22]	202,577	255,226
Electricity Charges	178,990	151,130
Communication Expenses	141,718	104,676
Directors' Sitting Fees	106,170	143,822
Capital & Commodity Market Expenses	94,903	1,231,473
Insurance	83,805	-
Loss on Sale of Two Wheeler	12,547	-
Prior Period Expenses	12,500	-
Rates and Taxes	9,150	5,474
Fees & Subscription	711	-
Debenture Issue Expenses	-	1,065,900
Loss on Sale of Investments	3,950,000	-
Miscellaneous Expenses	129,431	90,712
Total	18,072,253	17,925,670

Notes to Financial Statements (Contd.)

22 Auditors' Remuneration*

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
As Auditors	80,000	80,000
For Taxation Matters	15,000	15,000
For Other Services	107,577	160,226
Total	202,577	255,226

*excluding service tax

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

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
I Contingent Liabilities		
Bank Guarantee	-	5,000,000
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)	-	68,038,000

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.

24 Operating lease-in the capacity of lessee

The Company has a cancellable operating lease arrangement for office space for a period of 3 years and is renewable on a periodic basis at the option of both the lessor and lessee. The total rental expenses for the year amounted to ₹ 520,104 (Previous year: ₹ 517,458).

25 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, 2016	Year ended 31st March, 2015
Current services cost	97,630	118,590
Interest cost	22,315	20,917
Expected return on plan assets	(34,196)	(29,787)
Past Service Cost	-	-
Net actuarial losses/(gains)	(58,167)	(122,027)
Net benefit expense	27,582	(12,307)

Notes to Financial Statements (Contd.)

(b) Net Liability recognised in the Balance Sheet is as follows:

(Amount in ₹)

Particulars	Gratuity	
	As at 31st March, 2016	As at 31st March, 2015
Defined benefit obligation	340,716	278,938
Fair value of plan assets	443,723	(409,527)
Net Asset/ liability	103,007	130,589
- Non-Current	103,007	130,589
- Current	-	-

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

(Amount in ₹)

Particulars	Gratuity	
	Year ended 31st March, 2016	Year ended 31st March, 2015
Opening defined benefit obligation	278,938	261,458
Interest cost	22,315	20,917
Current service cost	97,630	118,590
Benefit paid	-	-
Actuarial losses/(gains)	(58,167)	(122,027)
Plan Amendments	-	-
Closing defined benefit obligation	340,716	278,938

(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, 2016	As at 31st March, 2015
Opening fair value of plan assets	409,527	275,577
Expected return on plan assets	34,196	29,787
Contribution by the Company	-	104,163
Benefits paid	-	-
Actuarial (losses) / gains	-	-
Closing fair value of plan assets	443,723	409,527

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

Particulars	As at 31st March, 2016	As at 31st March, 2015
Discount rate (%)	8.00%	8.00%
Mortality Rate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate

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

(Amount in ₹)

Particulars	Gratuity	
	31st March, 2016	31st March, 2015
Defined benefit obligation	340,716	278,938
Fair value of plan assets	443,723	409,527
Deficit	103,007	130,589
Experience adjustments on plan liabilities – gain/ (loss)	-	-
Experience adjustments on plan assets – gain/(loss)	-	-
Actuarial gain/(loss) due to change on assumptions	-	-

Notes to Financial Statements (Contd.)

26 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.

27 Earnings Per Equity Share

Particulars	2015-16	2014-15
Profit After Tax attributable to Equity Shareholders (₹)	73,197,679	57,656,597
Weighted average number of Equity Shares (Basic)	190,238,329	179,609,250
Weighted average number of Equity Shares (Diluted)	190,238,329	179,609,250
Nominal Value of Equity per share (₹)	5	5
Earnings per share (₹) - Basic	0.38	0.32
- Diluted	0.38	0.32

28 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, 2016 as micro, small or medium enterprises. Consequently, the amount paid / payable to these parties during the year is ₹ Nil (Previous year: ₹ Nil).

29 Related Party Disclosures

A. Related Parties:

- | | |
|------------------------|---|
| i. Subsidiaries | : Golden Goenka Properties & Construction Private Limited
: Golden Goenka Financial Advisors Private Limited
: Golden Goenka Management Consultancy Services Private Limited
: Aristro Capital Markets Limited
: Goodpoint Conclave Private Limited (w.e.f. 8th March 2016)
: Linkwise Promoters Private Limited (w.e.f. 8th March 2016) |
| ii. Associates | : Purple Advertising Services Private Limited
: Shree Saishraddha Cements Private Limited (w.e.f. 4th August 2015) |
| iii. Investing Company | : Risewell Credit Private Limited |

B. Key Management Personnel:

- | | |
|-----------------------------|--|
| iv. Managing Director | : Mr. Girdhari Lal Goenka |
| v. Executive Director | : Mr. Dinesh Burman |
| vi. Chief Financial Officer | : Mr. Shiv Kumar Dabriwala (Upto 12/11/2015)
: Mr. Gourav Choudhary (w.e.f. 13/11/2015) |
| vii. Company Secretary | : Mrs. Amrita Mohta Kothari |

C. Relative of Key Management Personnel:

- | | |
|---|-------------------|
| viii. Wife of Girdhari Lal Goenka , Managing Director | : Mrs. Raj Goenka |
|---|-------------------|

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	2015-16	2014-15
Subsidiaries:			
Golden Goenka Properties & Construction Private Limited	Loan Given	1,700,000	-
	Loan Repaid	85,000,000	-
	Balance Receivable: Loans	14,700,000	98,000,000
Golden Goenka Financial Advisors Private Limited	Loan Repaid	20,000	-
	Balance Receivable: Loans	80,000	100,000
Aristro Capital Markets Limited * As a share broker	Mark to Market Margin received/(paid)*	-	65,178
	Direct Expenses on Future & Options*	-	24,388
	Security transaction Tax*	66,264	734,914
	Purchase of Shares & Securities*	27,398,541	368,365,842
	Sales of Shares & Securities*	38,054,886	359,496,755
	Direct Expenses on Shares*	20,930	430,137
	Demat Charges*	5,046	-
	Share Speculation Profit/(Loss)*	46,436	494,554
	Balance Receivable/(Payable)	979,634	(885)
Key Management Personnel:			
Mr. Girdhari Lal Goenka	Managerial Remuneration	2,160,000	2,160,000
Mr. Dinesh Burman	Managerial Remuneration	306,000	306,000
Mr. Shiv Kumar Dabriwala	Remuneration	312,581	839,000
Mr. Gourav Choudhary	Remuneration	260,851	-
Mrs. Amrita Mohita Kothari	Remuneration	381,675	326,135
Relative of Key Management Personnel:			
Mrs. Raj Goenka	Rent paid	20,304	17,658

- 30** The Board of Directors of the Company at its meeting held on 3rd May, 2014 had issued and allotted 121,237,929 equity shares of ₹ 5/- each at a price of ₹ 9/- per equity share (including premium of ₹ 4/-) for an amount aggregating to ₹ 10,911.41 lakhs to the successful applicants who subscribed to the Rights Issue of the Company in the ratio of 9 (Nine) fully paid up equity shares of ₹ 5/- each for every 5 (Five) fully paid up equity shares of ₹ 5/- held (i.e. 9:5) by the equity shareholders on the record date i.e. March 19, 2014. Consequent to the aforesaid allotment, the paid up Equity Share capital of the Company stands increased from ₹ 345,002,000/- (comprising of 69,000,400 fully paid up equity shares of ₹ 5/- each) to ₹ 951,191,645/- (comprising of 190,238,329 fully paid up equity shares of ₹ 5/- each).
- 31** The Company and its investing company (M/s 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.
- 32** 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.

Notes to Financial Statements (Contd.)

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer

Notes to Financial Statements (Contd.)

ANNEXURE - I TO THE NOTES TO FINANCIAL STATEMENTS [Refer Note 12]

Particulars of Stock for Trade as on 31st March, 2016

Particulars	Face Value	Quantity	Cost	Value
	(₹)	(Nos.)	(Amount in ₹)	(Amount in ₹)
Equity Shares: Trade (A)				
Assam Company (India) Limited	1	57,000	372,260	288,420
Bharati Shipyard Limited	10	33,000	2,696,130	625,350
Bartronics India Limited	10	10,000	215,010	87,200
Chisel & Hammer (Mobel) Limited	10	7,500	295,250	36,675
Crew B.O.S Products Limited	10	56,685	1,419,004	148,515
Dewan Housing Finance Corporation Limited	10	3,500	677,973	677,985
Electrotherm (India) Limited	10	17,429	1,097,167	840,949
Ess Dee Aluminium Limited	10	5,000	1,457,839	524,000
Geometric Limited	2	500	76,400	76,400
Gujarat Alkalies and Chemicals Limited	10	9,667	1,874,929	1,595,055
Gujarat Industries Power Company Limited	10	2,418	218,371	195,133
Himadri Chemicals & Industries Limited	1	22,101	561,154	347,428
Indraprastha Medical Corporation Limited	10	5,540	291,740	287,803
IM+ Capitals Limited	10	23,975	1,099,580	541,835
ISMT Limited	5	52,500	1,110,255	376,950
Jain Irrigation Systems Limited	2	13,000	936,916	783,900
Kappac Pharma Limited	10	20,200	5,369,566	202,000
Lumax Automotive Systems Limited	10	2,373	70,338	70,336
Lanco Infratech Limited	1	37,000	410,732	183,890
Microsec Financial Services Limited	10	6,000	437,296	387,000
MT Educare Limited	10	11,500	1,861,155	1,861,160
Opto Circuits (India) Limited	10	71,000	4,044,225	693,670
Oriental Carbon & Chemicals Limited	10	607	374,312	305,442
Mystic Electronics Limited	10	22,305	12,230,088	223,050
Pokarna Limited	10	46	19,570	19,570
Punjab & Sind Bank	10	104,401	7,022,896	3,684,916
Rupa & Company Limited	1	1,198	334,359	328,731
Selan Exploration Technology Limited	10	1,500	872,988	255,600
SIL Investments Limited	10	9,325	681,151	681,191
Steel Exchange India Limited	10	1	59	36
Suzlon Energy Limited	2	1,000	22,670	14,150
Standard Industries Limited	5	12,551	231,350	231,315
The Andhra Petrochemicals Limited	10	13,227	214,589	146,158
The Indian Hotels Company Limited	1	8,000	705,323	705,360
Zenith Birla (India) Limited	10	5,000	8,960	2,900
Zenith Computers Limited	10	38,333	669,440	63,249
Total			49,981,045	17,493,322

Mutual Fund (B)	Units	Cost Value	Value
		(Amount in ₹)	(Amount in ₹)
Birla Sunlife Banking & Financial Services Fund-Gr. Regular	277,162	5,000,000	4,495,565
Total		5,000,000	4,495,565
Grand Total (A+B)		54,981,045	21,988,887
Less: Provision for Diminution		32,992,158	-
Total		21,988,887	21,988,887

Notes to Financial Statements (Contd.)

ANNEXURE - II TO THE NOTES TO FINANCIAL STATEMENTS [Refer note 32]

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:		
	Debitures:		-
(i)	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 Outstanding
Assets Side:		
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:	
(i)	Secured	827,513
(ii)	Unsecured	1,644,620,120
(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	21,988,887
	(b) Preference	-
(b)	Debitures and bonds	-
(c)	Units of mutual funds	-
(d)	Government Securities	-
(e)	Others	-

Notes to Financial Statements (Contd.)

(Amount in ₹)

Particulars		Amount Outstanding
(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		
Long term investments		
(i)	Quoted:	-
(a)	Shares: (A) Equity	151,833
	(B) Preference	-
(b)	Debentures and bonds	-
(c)	Units of mutual funds	-
(d)	Government Securities	-
(e)	Others	-
(ii)	Unquoted:	
(a)	Shares: (A) Equity	390,300,300
	(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	-	14,780,000	14,780,000
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
ii.	Other than related parties	827,513	1,629,840,120	1,630,667,633
Total		827,513	1,644,620,120	1,645,447,633

(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	150,286,000	150,286,000
	(b) Companies in the same group	120,000,000	120,000,000
	(c) Other related parties	-	-
ii.	Other than related parties	120,166,133	120,166,133
Total		390,452,133	390,452,133

Notes to Financial Statements (Contd.)

(7)	Other Information:	
	Particulars	Amount in ₹
	i. Gross Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	67,249,033
	ii. Net Non-Performing Assets	
	(a) Related parties	-
	(b) Other than related parties	67,249,033
	iii. Assets acquired in satisfaction of debt	-



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, 2016, 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 judgements 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 audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) and (b) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

As stated in Note no. 25(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 2016, 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.

Qualified 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, except for the possible effects of the matter described in paragraph 8 above the Basis for Qualified Opinion, 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, 2016, and its consolidated profit and its consolidated cash flows for the year ended on that date.



INDEPENDENT AUDITOR'S REPORT (Contd.)

Other Matters

- a) We did not audit the financial statements of 6(six) subsidiaries, whose financial statements reflect total assets of Rs.1909.47 lacs as at 31st March 2016 and total revenue of Rs.792.14 lacs 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.
- b) We did not audit the financial statements of 1 (one) its associate wherein the Group's share of profit (net) aggregate of Rs. 0.76 lacs. Its financial statement and other financial information have been audited by other auditor whose report have been furnished to us by the Management.

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:

- 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 of the aforesaid consolidated financial statements.
- b) *except for the matters described in the "Basis of Qualified Opinion" in the paragraph above*, 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.
- c) 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.
- d) *except for the matters described in the "Basis of Qualified Opinion" in the paragraph above*, 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.
- e) on the basis of the written representations received from the directors of the Holding Company as on 31st March, 2016 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, 2016 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 Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group does not have any pending litigations that needs to be disclosed in the consolidated financial statements.
 - ii. The Group 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 Group.

For **Das & Prasad**

Chartered Accountants

(Firm's Registration No.303054E)

Anil Kumar Agarwal

Partner

(Membership No. 062368)

Place: Kolkata

Date: 25th May, 2016

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 31 March 2016, 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 judgement, 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 the 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 31 March 2016, 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 and 1(one) associate, 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)

Anil Kumar Agarwal

Partner

(Membership No. 062368)

Place: Kolkata

Date: 25th May, 2016

Consolidated Balance Sheet as at 31st March, 2016

(Amount in ₹)

	Note	As at 31st March, 2016	As at 31st March, 2015
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	951,191,645	951,191,645
Reserves and Surplus	3	1,271,407,868	1,196,899,361
		2,222,599,513	2,148,091,006
Non-Current Liabilities			
Long-Term Provisions	4	17,390,067	10,687,521
		17,390,067	10,687,521
Current Liabilities			
Short-Term Borrowings	5	-	7,000,000
Other Current Liabilities			
- Current Maturities of Long-Term Borrowings	6	-	747,203
- Others	7	21,460,254	18,179,915
		21,460,254	25,927,118
TOTAL		2,261,449,834	2,184,705,645
ASSETS			
Non-Current Assets			
Fixed Assets	8		
- Tangible assets		4,607,386	5,749,558
- Intangible assets		88,602	55,710
		4,695,988	5,805,268
Deferred Tax Assets (Net)	9	5,138,234	2,482,974
Non-Current Investments	10	291,989,278	320,817,181
Long-Term Loans and Advances			
- Loan Assets	11	-	253,892
- Other Long-Term Advances	12	27,038,900	59,716,965
Other Non-Current Assets	13	13,981,382	97,305,091
		338,147,794	480,576,103
Current Assets			
Stock for Trade	14	72,687,100	92,936,630
Trade Receivables	15	3,046,565	2,792,657
Cash and Bank Balances	16	95,339,171	63,682,130
Short-Term Loans and Advances			
- Loan Assets	11	1,537,340,120	1,134,590,120
- Other Short-Term Advances	17	109,414,499	66,069,335
Other Current Assets			
- Current Maturities of Long-Term Loan Assets	11	93,327,513	312,216,059
- Other Current Assets	18	7,451,084	26,037,343
		1,918,606,052	1,698,324,274
TOTAL		2,261,449,834	2,184,705,645

Significant Accounting Policies and Notes to Consolidated Financial Statements

1 to 33

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer

Consolidated Statement of Profit and Loss for the year ended 31st March, 2016

(Amount in ₹)

	Note	Year ended 31st March, 2016	Year ended 31st March, 2015
INCOME			
Revenue From Operations	19	323,244,419	1,846,688,866
Other Income	20	2,547,622	3,429,180
Total		325,792,041	1,850,118,046
EXPENSES			
Purchases of Shares, Mutual Funds & Commodities		111,151,644	1,706,204,196
Changes in Stock for Trade		20,249,530	11,986
Employee Benefits Expense	21	7,247,156	6,954,628
Finance Cost	22	136,317	26,921,154
Depreciation/Amortisation and Impairment	8	2,015,322	2,424,379
Other Expenses	23	20,454,283	20,449,428
Total		161,254,252	1,762,965,771
Profit Before Provisions & Tax		164,537,789	87,152,276
Contingent Provisions against Standard Assets		257,180	1,751,197
Provision for Non-Performing Assets		6,445,598	4,771,721
		6,702,778	6,522,918
Profit before Exceptional Items & Tax		157,835,011	80,629,358
Exceptional Items			
Provision for diminution in value of Investments		27,403,486	-
Profit Before Tax		130,431,525	80,629,358
Tax Expense:			
- Current tax		58,653,860	30,219,107
- Deferred Tax		(2,655,260)	(2,016,263)
Total Tax for the current year		55,998,600	28,202,844
Profit After Tax but before Share of Profit of Associate		74,432,925	52,426,514
Share of Profit of Associate		75,583	-
Profit After Tax		74,508,508	52,426,514
Earnings per Equity Share (Par Value ₹ 5/- per Equity Share)	27		
Basic (₹)		0.39	0.29
Diluted (₹)		0.39	0.29

Significant Accounting Policies and Notes to Consolidated 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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer

Consolidated Cash Flow Statement for the year ended 31st March, 2016

(Amount in ₹)

	Year ended 31st March, 2016	Year ended 31st March, 2015
A. Cash Flow from Operating Activities		
Profit Before Tax	157,835,011	80,629,358
Adjustment for:		
Depreciation/Amortisation and Impairment	2,015,322	2,424,379
Contingent Provisions against Standard Assets	257,180	1,751,197
Provision for Non-Performing Assets	6,445,598	4,771,721
Dividend Income on Long Term Investments	(250,384)	-
Interest Income from Investment in Fixed Deposit/Bonds	(305,805)	(2,250,538)
Loss on Sale of Investments	3,492,901	-
Operating Profit before Working Capital Changes	169,489,823	87,326,117
Adjustments for:		
Increase / (Decrease) in Liabilities and Provisions	(3,719,893)	(28,925,634)
Decrease / (Increase) in Trade Receivables	(253,908)	58,867,994
Decrease / (Increase) in Stock for Trade	20,249,530	11,987
Decrease / (Increase) in Loans and Advances/Other Assets	(83,457,820)	(563,952,120)
Cash Generated from /(used) Operations	102,307,732	(446,671,656)
Direct Taxes Paid	(67,560,734)	(36,823,838)
Net Cash (Used in) / Generated from Operating Activities <i>a</i>	34,746,998	(483,495,494)
B. Cash Flow from Investing Activities		
Purchase of Fixed Assets	(906,042)	(595,563)
(Increase) / Decrease in Investments	(1,992,901)	(29,963,837)
(Increase) / Decrease in Fixed Deposit	40,000,000	(44,481,222)
Dividend Income on Long Term Investments	250,384	-
Interest Income from Investment in Fixed Deposit/Bonds	305,805	2,250,538
Net Cash (Used)/ Generated in Investing Activities <i>b</i>	37,657,246	(72,790,084)
C. Cash Flow from Financing Activities		
Increase / (Decrease) in Share Capital	-	1,091,141,361
Increase / (Decrease) in Non-Convertible Debentures	-	(500,000,000)
Increase / (Decrease) in Long-Term Borrowings	-	(56,000,000)
Increase / (Decrease) in Unsecured Short-Term Borrowings	-	700,000
Share Issue Expenses	-	(10,475,671)
Increase / (Decrease) in Vehicle Loan	(747,203)	(896,676)
Interim Dividend Paid	-	(280)
Net Cash (Used)/ Generated in Financing Activities <i>c</i>	(747,203)	524,468,734
Net Increase/(Decrease) in Cash & Cash Equivalents <i>a+b+c</i>	71,657,041	(31,816,844)
Cash & Cash Equivalents at the beginning of the year	6,807,130	38,623,974
Cash & Cash Equivalents at the end of the year	78,464,171	6,807,130

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer



Significant Accounting Policies and Notes to the Consolidated Financial Statements

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 instruments (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

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

banks, cheques on hand, remittances in transit and short-term highly liquid investments with an original maturity of three months or less.

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, 2016	As at 31st March, 2015
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, 2016		As at 31st March, 2015	
	No. of shares	(Amount in ₹)	No. of shares	(Amount in ₹)
At the beginning of the financial year	190,238,329	951,191,645	69,000,400	345,002,000
Add: Shares issued as fully paid-up during the financial year #	-	-	121,237,929	606,189,645
At the end of the financial year	190,238,329	951,191,645	190,238,329	951,191,645

During the year ended March 2015, the Company allotted 121,237,929 equity shares of par value of ₹ 5/- each fully paid up at a premium of ₹4/- each to eligible shareholders on Rights basis in the ratio of 9 (Nine) fully paid up equity shares of ₹ 5/- each for every 5 (Five) fully paid up equity shares of ₹ 5/- held (i.e. 9:5).

(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, 2016		As at 31st March, 2015	
	No. of shares	% of Holding	No. of shares	% of Holding
Risewell Credit Private Limited	73,347,508	38.56	73,347,508	38.56
Strong Dealtrade Private Limited	16,100,000	8.46	16,100,000	8.46
Girdhar Fiscal Services Private Limited	14,000,000	7.36	14,000,000	7.36
U Y Industries Private Limited	11,000,000	5.78	11,000,000	5.78
Rajgaj Traders Private Limited	11,200,218	5.89	12,006,223	6.31

Notes to Consolidated Financial Statements (Contd.)

3 Reserves and Surplus

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
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	626,658,470
Add: Addition during the year	-	484,951,716
Add: Premium on Redemption of Debentures w/back	-	10,341,530
Less: Utilised for Rights Issue Expenditure	-	10,475,671
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	20,624,620	9,093,301
Add: Transfer from Surplus in the Statement of Profit and Loss	14,901,702	11,531,319
Closing Balance	35,526,322	20,624,620
General Reserve		
Opening Balance	372,892	372,892
Closing Balance	372,892	372,892
Surplus in the Statement of Profit and Loss		
Opening Balance	34,066,270	(6,828,926)
Add: Net Profit for the year	74,508,508	52,426,514
Amount available for appropriation	108,574,777	45,597,589
Appropriations:		
Special Reserve	14,901,702	11,531,319
Closing Balance	93,673,076	34,066,270
Total Reserves and Surplus	1,271,407,868	1,196,899,361

Note:

- (a) During the year ended March 2015, the Company issued and allotted 121,237,929 equity shares of par value of ₹ 5/- each fully paid up at a premium of ₹ 4/- each to eligible shareholders on Rights basis in the ratio of 9 (Nine) fully paid up equity shares of ₹ 5/- each for every 5 (Five) fully paid up equity shares of ₹ 5/- held (i.e. 9:5).

4 Long-Term Provisions

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Provision for Employee Benefits (Non Current Portion)		
-Gratuity	15,655	6,187
-Leave Encashment	-	9,700
Others		
Contingent Provisions against Standard Assets	3,945,497	3,688,317
Provisions for Non-Performing Assets	13,428,915	6,983,317
Total	17,390,067	10,687,521

5 Short-Term Borrowings

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured		
Loan	-	7,000,000
Total	-	7,000,000

Notes to Consolidated Financial Statements (Contd.)

6 Current Maturities of Long Term Borrowings

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Secured		
- Vehicle Loan	-	747,203
Total	-	747,203

7 Other Current Liabilities - Others

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest accrued and due on Borrowings	-	594,739
Book Overdraft	-	785,678
Unclaimed Dividend	122,130	122,130
Other payables		
-Liability for Expenses	21,230,119	16,457,979
-Statutory Liabilities	108,005	219,389
Total	21,460,254	18,179,915

Notes to Consolidated Financial Statements (Contd.)

8 Fixed Assets

(Amount in ₹)

Particulars	Tangible Assets							Intangible Assets		Total
	Land-Freehold	Office Premises	Air-conditioner	Office Equipment	Furniture and Fixtures	Motor Vehicles	Computers	Total	Goodwill @	
Gross Block										
At April 1, 2014	1,189,000	600,000	127,267	1,239,422	1,095,015	5,811,750	2,993,195	13,055,649	55,710	13,111,359
Additions/Adjustments	-	-	-	-	-	-	595,563	595,563	-	595,563
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2015	1,189,000	600,000	127,267	1,239,422	1,095,015	5,811,750	3,588,758	13,651,212	55,710	13,706,922
Additions/Adjustments	-	-	-	246,000	-	-	1,100,640	1,346,640	32,892	1,379,532
Disposals/Adjustments	-	600,000	-	-	-	-	-	600,000	-	600,000
At March 31, 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
Depreciation										
At April 1, 2014	-	93,276	106,882	517,896	558,478	1,853,707	2,347,036	5,477,275	-	5,477,275
Charge for the year	-	24,944	4,829	168,258	171,775	1,252,806	801,767	2,424,379	-	2,424,379
Disposals/Adjustments	-	-	-	-	-	-	-	-	-	-
At March 31, 2015	-	118,220	111,711	686,154	730,253	3,106,513	3,148,803	7,901,654	-	7,901,654
Charge for the year	-	8,290	3,016	215,249	116,618	856,239	815,910	2,015,322	-	2,015,322
Disposals/Adjustments	-	126,510	-	-	-	-	-	126,510	-	126,510
At March 31, 2016	-	-	114,727	901,403	846,871	3,962,752	3,964,713	9,790,466	-	9,790,466
Net Block										
At March 31, 2015	1,189,000	481,780	15,556	553,268	364,762	2,705,237	439,955	5,749,558	55,710	5,805,268
At March 31, 2016	1,189,000	-	12,540	584,019	248,144	1,848,998	724,685	4,607,386	88,602	4,695,988

@ 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.)

9 Deferred Tax Assets (Net)

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax Assets		
Depreciation on Fixed asset	490,833	325,129
Others	4,647,401	2,157,845
Total	5,138,234	2,482,974

10 Non-Current Investments

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
In Equity instruments - Unquoted	274,489,883	303,414,300
In Equity instruments - Quoted #	17,499,395	17,402,881
Total	291,989,278	320,817,181
Aggregate amount of quoted non-current investments	17,625,334	17,625,334
Aggregate market value of quoted non-current investments	1,611,883	4,356,816
Aggregate amount of unquoted non-current investments	301,989,883	303,414,300
Aggregate provision for diminution in the value of non-current investments	27,625,939	222,453

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 ₹ 52155.71 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.

11 Loan Assets

(Amount in ₹)

Particulars	As at 31st March, 2016			As at 31st March, 2015		
	Long-Term		Short-Term	Long-Term		Short-Term
	Non-Current Maturities	Current Maturities		Non-Current Maturities	Current Maturities	
Considered good, unless otherwise stated						
Secured						
Loan to Others						
- Two-Wheeler Loans	-	827,513	-	253,892	2,216,059	-
Unsecured						
Loan to Others	-	92,500,000	1,537,340,120	-	310,000,000	1,134,590,120
Total	-	93,327,513	1,537,340,120	253,892	312,216,059	1,134,590,120

12 Other Long-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Considered Good, unless otherwise stated		
Unsecured		
Capital Advances	6,500,000	33,000,000
Security Deposits	20,538,900	26,716,965
Total	27,038,900	59,716,965

Note:

- (a) Advances for Capital Assets of Rs 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.)

13 Other Non-Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Considered Good, unless otherwise stated		
Investments in/Advances for Property Development	13,981,382	97,305,091
Total	13,981,382	97,305,091

14 Stock for Trade

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Stock for Trade	72,687,100	92,936,630
Total	72,687,100	92,936,630

15 Trade Receivables

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured, considered good		
Outstanding for more than six months#	1,589,545	2,226,722
Other Debts	1,457,020	565,935
Total	3,046,565	2,792,657

Trade Receivable includes Rs.1,589,545/- due to Mr. Anupam Narain Gupta, against which the Company has filed legal case for Rs.5.00 lacs in Court of Learned Chief Metropolitan Magistrate, Kolkata under Negotiable Instrument Act and for rest amount the Company has taken necessary steps to recover the same. In the opinion of the management, this amount is fully recoverable and have accordingly classified as good and included under Trade Receivables. Pending settlement of the matter, no provision has been made.

16 Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Cash and Cash Equivalents:		
Cash on Hand	1,391,043	1,375,391
Balances with Banks		
-In Current Account	54,230,512	5,302,213
-In Unclaimed Dividend Account	122,130	122,130
-Cheques in Hand	22,710,616	-
-Broker Note in Hand	9,870	7,396
(A)	78,464,171	6,807,130
Other Bank Balance:		
Fixed Deposit with bank (having balance maturity of more than 3 months and less than 12 months) [Refer note (a) herein below]	16,875,000	56,875,000
(B)	16,875,000	56,875,000
Total (A+B)	95,339,171	63,682,130

Note:

- (a) The fixed deposit receipt is pledged with bank as security amounting to ₹ NIL (Previous year ₹ 5,000,000) for availing bank guarantee/overdraft facility.

Notes to Consolidated Financial Statements (Contd.)

17 Other Short-Term Advances

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Unsecured, Considered Good		
Interest accrued and due on Loans	58,519,703	32,461,693
Other loans and advances		
-Other advances	20,420,213	11,500,000
-Amount Recoverable from Stock Exchange	110,726	25,327
-Service tax receivable	86,510	732,181
-Prepaid Expenses	25,122	4,783
-Advance Tax (net of provision for tax)	30,252,226	21,345,351
Total	109,414,499	66,069,335

18 Other Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
Interest accrued but not due	6,755,239	25,231,114
Gratuity Fund	103,007	-
Interest accrued but not due on Fixed Deposit	592,838	806,229
Total	7,451,084	26,037,343

19 Revenue From Operations

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Sale of Stock for Trade	131,342,246	1,693,902,589
Income from Loans	186,812,275	148,314,262
Other Financial Services	183,943	-
Interest received from others	1,494,742	1,055,866
Demat Charges Received	186,259	160,630
Income from Brokerage and Commission	3,224,955	3,255,519
Total	323,244,419	1,846,688,866

20 Other Income

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Dividend Income From Long-Term Investment	250,384	-
Dividend Income from Stock for Trade	631,837	1,166,341
Interest on Fixed Deposits	305,805	2,250,538
Interest on Income Tax Refund	5,330	12,282
Income from sale of Investment	897,167	-
Misc. Income	457,099	19
Total	2,547,622	3,429,180

21 Employee Benefits Expense

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Salaries, Allowances and Bonus	6,749,387	6,560,798
Contribution to Provident and Other Funds	43,237	6,187
Staff Welfare Expenses	454,532	387,643
Total	7,247,156	6,954,628

Notes to Consolidated Financial Statements (Contd.)

22. Finance Cost

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Interest Expense		
Interest on Debentures	-	26,253,209
Other Interest	136,317	667,945
Total	136,317	26,921,154

23. Other Expenses

(Amount in ₹)

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Commission	3,022,760	7,550,000
Travelling and Conveyance	2,443,867	3,238,407
Donation	2,035,905	-
Legal & Professional Fees	1,138,420	1,187,504
CSR Policy Exp	1,000,000	-
Capital & Commodity Market Expenses	938,096	627,633
Printing and Stationery	821,598	826,382
Rent	640,104	637,458
Expenditure in relation to right issue	549,174	-
Corporate Compliance Fees	470,633	566,083
Advertisement, Publicity & Sales Promotion	407,585	462,890
Repair and Maintenance		
-Computers	48,218	-
-Others	340,828	863,632
Electricity Charges	332,740	305,150
Motor Car Expenses	290,384	298,850
Service Tax Expenses	280,572	-
Auditors' Remuneration	268,077	310,226
Communication Expenses	269,263	543,614
Fees & Subscription	121,411	-
Insurance	117,805	-
Directors' Sitting Fees	106,170	143,822
Rates and Taxes	16,722	15,159
Debenture Issue Expenses	-	1,065,900
Loss on Sale of Investment	3,950,000	1,335,161
Miscellaneous Expenses	843,952	471,557
Total	20,454,283	20,449,428

24. 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.)

25 The details of subsidiaries and associates are as follows:—

Name of the Company	Country of Incorporation	% Holding as at 31st March, 2016	% Holding as at 31st March, 2015
Subsidiaries			
Golden Goenka Financial Advisors Private Limited	India	100%	100%
Golden Goenka Management Consultancy Services Private Limited	India	100%	100%
Golden Goenka Properties & Construction Private Limited	India	100%	100%
Aristro Capital Markets Limited	India	100%	100%
Goodpoint Conclave Private Limited (w.e.f. 8th March, 2016)	India	100%	100%
Linkwise Promoters Private Limited (w.e.f. 8th March, 2016)	India	100%	100%
Associates			
Purple Advertising Services Private Limited [Refer note (a) herein below]	India	33.33%	33.33%
Shree Saishraddha Cements Private Limited (w.e.f. 4th August, 2015)	India	47.54%	-

Note:

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

26 Contingent Liabilities and Commitments (to the extent not provided for) (Amount in ₹)

Particulars	As at 31st March, 2016	As at 31st March, 2015
I Contingent Liabilities		
-Bank Guarantee	-	5,000,000
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)	-	68,038,000

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.

27 Earnings per Equity Share

Particulars	2015-16	2014-15
Profit After Tax attributable to Equity Shareholders (₹)	74,508,508	52,426,514
Weighted average number of Equity Shares (Basic)	190,238,329	179,609,250
Weighted average number of Potential Equity Shares	-	-
Weighted average number of Equity Shares (Diluted)	190,238,329	179,609,250
Nominal Value of Equity per share (₹)	5	5
Earnings per share (₹) - Basic	0.39	0.29
- Diluted	0.39	0.29

28 'Financing and Related Services' is the only main business segment and 'Property Development & Construction' 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.)

29 Related Party Disclosures

A. Related Parties:

- | | |
|---|--|
| i. Subsidiaries | : Golden Goenka Properties & Construction Private Limited |
| | : Golden Goenka Financial Advisors Private Limited |
| | : Golden Goenka Management Consultancy Services Private Limited |
| | : Aristro Capital Markets Limited |
| | : Goodpoint Conclave Private Limited (w.e.f. 8 th March 2016) |
| | : Linkwise Promoters Private Limited (w.e.f. 8 th March 2016) |
| ii. Associates | : Purple Advertising Services Private Limited |
| | : Shree Saishraddha Cements Private Limited (w.e.f. 4 th August 2015) |
| iii. Investing Company | : Risewell Credit Private Limited |
| iv. Enterprises significantly influenced by Key management personnel or their relatives | : Girdhar Fiscal Services Private Limited |
| | : Rajgaj Traders Private Limited |

B. Key Management Personnel:

- : Mr. Girdhari Lal Goenka
- : Mr. Dinesh Burman
- : Mr. Shiv Kumar Dabriwala (Upto 12/11/2015)
- : Mr. Gourav Choudhary (w.e.f. 13/11/2015)
- : Mrs. Amrita Mohta Kothari
- : Mr. Bal Kishan Gourisaria
- : Mr. Mukesh Kumar Bhauwala

C. Relative of Key Management Personnel:

- : Mrs. Raj Goenka
- : Mr. Rajeev Goenka
- : Ms. Nikita 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	2015-16	2014-15
Subsidiaries:			
Aristro Capital Markets Limited * As a share broker	Mark to Market Margin received/(paid)*	-	65,178
	Direct Expenses on Future & Options*	-	24,388
	Security Transaction Tax*	66,264	734,914
	Purchase of Shares & Securities*	27,398,541	368,365,842
	Sales of Shares & Securities*	38,054,886	359,496,755
	Direct Expenses on Shares*	20,930	430,137
	Demat Charges*	5,046	-
	Share Speculation Profit/(Loss)*	46,436	494,554
	Balance Receivable/(Payable)	979,634	(885)
Investing Company:			
Risewell Credit Private Limited	Brokerage Income	1,009,393	626,404
Enterprises significantly influenced by Key management personnel or their relatives			
Girdhar Fiscal Services Private Limited	Brokerage Income	525,937	499,427
Rajgaj Traders Private Limited	Brokerage Income	30,655	22,786
Key Management Personnel:			
Mr. Girdhari Lal Goenka	Managerial Remuneration	2,160,000	2,160,000
	Brokerage Income	6,167	6,151
Mr. Dinesh Burman	Managerial Remuneration	306,000	306,000
Mr. Shiv Kumar Dabriwala	Remuneration	312,581	839,000
Mr. Gourav Choudhary	Remuneration	260,851	-
Mrs. Amrita Mohta Kothari	Remuneration	381,675	326,135
Mr. Mukesh Kumar Bhauwala	Managerial Remuneration	769,105	674,894
Relative of Key Management Personnel:			
Mrs. Raj Goenka	Rent paid	20,304	17,658
	Brokerage Income	21,116	34,197
Rajeev Goenka	Brokerage Income	942	188
Nikita Goenka	Brokerage Income	550	188

- 30** The Board of Directors of the Company at its meeting held on 3rd May, 2014 had issued and allotted 121,237,929 equity shares of ₹ 5/- each at a price of ₹ 9/- per equity share (including premium of ₹ 4/-) for an amount aggregating to ₹ 10,911.41 lakhs to the successful applicants who subscribed to the Rights Issue of the Company in the ratio of 9 (Nine) fully paid up equity shares of ₹ 5/- each for every 5 (Five) fully paid up equity shares of ₹ 5/- held (i.e. 9:5) by the equity shareholders on the record date i.e. March 19, 2014. Consequent to the aforesaid allotment, the paid up Equity Share capital of the Company stands increased from ₹ 345,002,000/- (comprising of 69,000,400 fully paid up equity shares of ₹ 5/- each) to ₹ 951,191,645/- (comprising of 190,238,329 fully paid up equity shares of ₹ 5/- each).
- 31** The Company and its investing company (M/s 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 of which 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. As a result of above developments, the Associate is not sharing with us the financial statements required for consolidation since last 3 financial years.

Notes to Consolidated Financial Statements (Contd.)

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:

Scrip	2015-16		2014-15	
	Quantity	Book Value (Amount in Rs.)	Quantity	Book Value (Amount in Rs.)
Apollo Tubes Ltd	1,500	951,000	-	-
Biocon Ltd	-	-	1,000	423,275
Central Bank Ltd	58,000	3,329,200	60,000	3,376,050
Concor Ltd	-	-	1,000	1,189,409
Elecon Engineering Company Ltd	25,000	1,942,500	-	-
East India Hotels Ltd	-	-	5,350	295,003
Ess Dee Aluminium Ltd	2,500	422,200	-	-
Gujarat Heavy Chemicals Ltd	10,000	1,385,400	-	-
Gujarat Fluorochemicals Ltd	-	-	2,500	1,556,564
HBL Power System Ltd	10,000	383,500	-	-
Larsen & Toubro Ltd	1,000	1,360,980	-	-
NMDC Ltd	20,000	1,847,800	-	-
JBF Industries Ltd	-	-	1,000	88,000
Manali Petrochemical Ltd	-	-	90,000	720,000
Opto Circuits (India) Ltd	15,000	272,400	15,000	282,704
Reliance Industries Ltd	-	-	400	330,400
Tata Steel Ltd	2,500	546,500	2,500	791,875
Welspun India Ltd	40,000	3,155,600	-	-

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)

Anil Kumar Agarwal
Partner
Membership No. 062368

Place: Kolkata
Date: 25th May, 2016

For and on behalf of the Board of Directors

CA G L Goenka
Chairman & Managing Director
DIN:- 00613725

Amrita Mohta Kothari
Company Secretary

Dinesh Burman
Executive Director
DIN:- 00612904

CA Gourav Choudhary
Chief Financial Officer



GOLDEN GOENKA FINCORP LIMITED

Regd. Off.- 1st British Indian Street, Room No. B-10, Kolkata- 700069

Tel: +91 33 2262 3827; 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 Folio No. / 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 23rd Annual General Meeting of the Company to be held on Wednesday, 21st day of September, 2016 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, 2016 including report of Board of Directors and Auditors thereon. b) Audited Consolidated Financial Statements as on that date.	4. Service of Documents.
2. Appointment of Mr. Dinesh Burman (DIN: 00612904) as Director, who retire by rotation and being eligible, offers himself for re-appointment.	
3. Ratification of the appointment of M/s Das & Prasad, Chartered Accountants (Registration No. 303054E) as Statutory Auditors of the Company.	

Signed this _____ day of _____ 2016

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 1st British Indian Street, Room No.- B-10, Kolkata - 700 069 not less than 48 hours before the commencement of the meeting.



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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 23RD ANNUAL GENERAL MEETING of the Company being held at Manthan (Banquet Hall) at 3, Waterloo Street, Kolkata- 700069 on Wednesday, 21st day of September, 2016 at 11:00 A.M.

Signature of the Shareholder (s) or Proxy



GOLDEN GOENKA FINCORP LIMITED

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Corporate Identification Number: L65993WB1993PLC060377

Registration of e-mail address for future communication

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

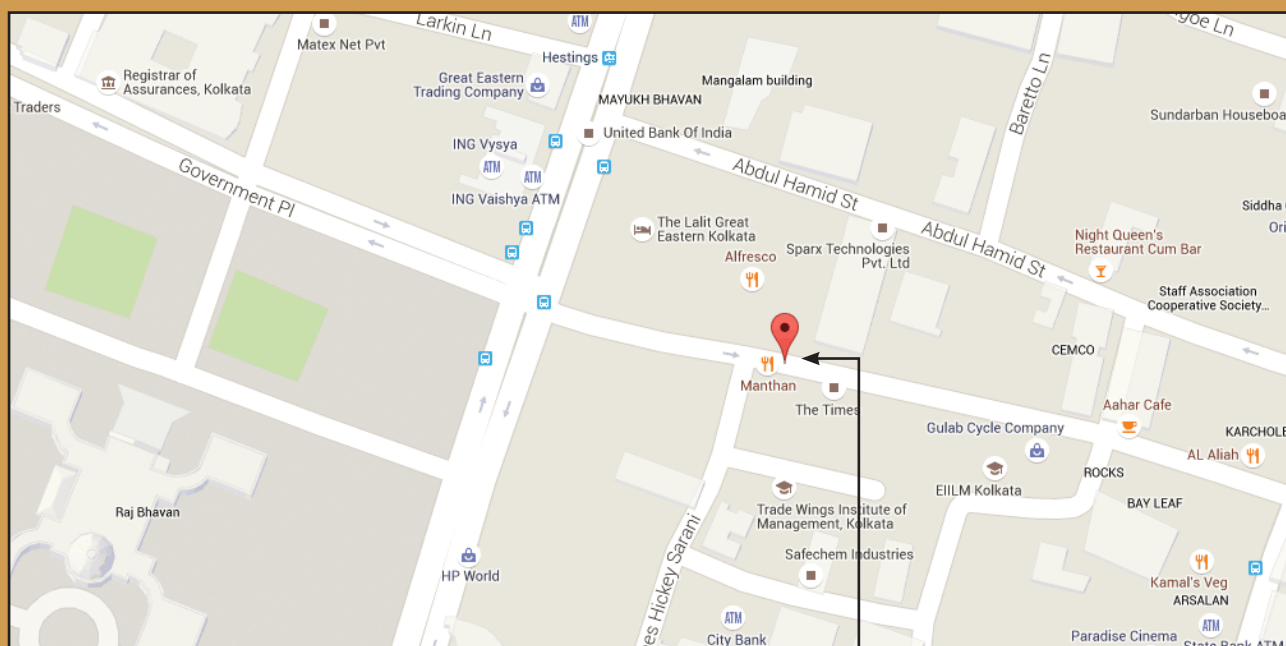
Registered Address

E-mail Id

Registered Folio No / 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

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