

**GANODAYA
FINLEASE
LIMITED**

30th
ANNUAL REPORT
2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Sudha Agarwalla, Managing Director
Mr. Arun Kumar Agarwalla, Director
Mr. Deba Prosad Banerjee , Director
Mr. Shambhu Nath Modi, Director
Mr. Rajesh Kumar Routh, Director

STATUTORY AUDITORS

M/s A.K.Meharia & Associates
Chartered Accountants
2 Garstin Place, 5th Floor, Kolkata- 700 001.

INTERNAL AUDITORS

M/s V.M.D & Associates
Chartered Accountants
4th Floor, R.N- 57F,
4, B.B.D. Bagh (East), Kolkata- 700 001.

BANKERS

HDFC BANK
ORIENTAL BANK OF COMMERCE

REGISTERED OFFICE:A-402,

A-402, Mangalam,
24/26 Hemanta Basu Sarani, Kolkata-700 001
Phone: (033) 22436242/43
Email: ganodayafinlease@gmail.com
Website: www.ganodayafinlease.com

REGISTRAR & SHARE TRANSFER AGENTS

S.K.Infosolutions Pvt.Ltd
34/1A, Sudhir Chatterjee Street, Kolkata- 700 006.
Phone:033-22194815
Email:contact@skcinfo.com

CIN

L51226WB1986PLC040287

GANODAYA FINLEASE LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of the Company will be held at the Registered Office of the Company at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 on Tuesday, the 27th September, 2016 at 1.00 P.M to transact the following businesses :-

ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2016.
2. To ratify the appointment of the Auditors of the Company and fix their remuneration and in this regard to consider and, if thought fit, to pass, the following resolution as ordinary resolution:
“RESOLVED THAT pursuant to the provisions of Section 139, 142 and the Companies (Audit & Auditors) Rule, 2014 including any statutory modification(s) or re-enactment(s) thereof from time to time, M/s A. K Meharia & Associates, Chartered Accountants (Firm Registration No. 324666E), has been appointment as Auditors of the Company for a term of five years i.e. till the conclusion of the 33rd Annual General Meeting (AGM), which was subject to ratification at every AGM, be and is hereby ratified to hold the office from the conclusion of this AGM till the conclusion of the 33rd AGM of the Company to be held in the year 2019, at such remuneration plus service tax, out-of-pocket expenses etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”
3. To appoint a Director in place of Mr. Deba Prasad Banerjee (DIN:00607358) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider adoption of newly substituted Articles of Association of the Company containing regulations in line with the Companies Act, 2013, and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (statutory modification (s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.
Dated: The 10th day of August, 2016

By order of the Board
For Ganodaya Finlease Ltd

(Sudha Agarwalla)
Managing Director
DIN:00938365

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Notes :

- 1. A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and the proxy so appointed need not be a Member of Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting.**

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company, carrying voting rights.

2. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the meeting.
3. The Register of Members shall remain closed from **21st September, 2016 to 27th September, 2016 (both days inclusive)**.
4. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
5. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management of Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") **under an arrangement with the Central Depository Services Limited (CDSL)** as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
6. Voting shall be reckoned in relation to a Member's holding of the Paid-up Equity Share Capital of the Company as at close of business **on 20th September, 2016** (Record Date).
7. Members holding shares in physical form are requested to notify change of address, if any, along with address proof i.e. Voter Identity Card, Electric/Telephone Bill, Driving Licence or a copy of passport and Bank Statement to the Share Department of the Company / Registrars and Share Transfer Agents and, in case the shares are held in dematerialized form, then this information should be passed on to the respective Depository Participants and into to the Share Department of the Company/Registrars and Share Transfer Agents.
8. In case the mailing address mentioned on the envelope of this Annual Report is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code to the Share Department of the Company /Registrars and Share Transfer Agents or the respective Depository Participants(s), as the case may be immediately, for speedier delivery in future.
9. (a) Members desirous of receiving Notices and/or documents from the Company through the electronic mode are urged to update their email address with their Depository Participants, where shares are held in electronic form or to the Share Department of the Company / Registrars and Share Transfer Agents where shares are held in physical form.
(b) Email addresses of Members as advised to the Share Department of the Company / Registrar and Share Transfer Agents where shares are held in physical mode or registered with Depositories where shares are held in the electronic mode will be deemed to be the Member's registered Email address for serving Company documents/ notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs Members intending to refresh/update their email addresses should do so as soon as possible.

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10. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the Share Department of the Company / Registrars and Share Transfer Agents enclosing the relevant Share Certificates requesting consolidation of such Foliros into one Folio for your own convenience.
11. As per the provisions of the Act, the facility for making / varying/ cancelling nominations is available to individuals holding shares in the Company Nominations can be made in Form-SH.13 and any variation/ cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital and Debentures) Rules,2014 for the purpose. The Forms can be obtained from the Share Department of the Company / Registrars / Share Transfer Agents or from the Website or the Ministry of the Company Affairs at www.mca.gov.in.
12. a) 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 enable the Management to keep the information readily available at the Meeting.
b) Members holding shares in Electronic Form are requested to bring their Depository ID Number and Client ID Number to facilitate their identification for recording attendance at the forthcoming Annual General Meeting.
13. Members are requested to claim their unclaimed shares lying with the Company by sending proper documentary evidence to establish their bona fides. Till such claim, as per Listing Agreement with the Stock Exchanges, voting rights on such shares shall remain frozen.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for all securities market transactions. Thereafter it was clarified vide Circular no. MRD/DOP/Cir-05/2009 dated May 20, 2009 that for securities market transactions and off market transaction involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) to furnish a copy of PAN Card to the Company/Registrars and Share Transfer Agent for registration of such transfer of shares, Hence, Members holding shares in the electronic form are requested to submit their PANs to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit their PAN details to the Company/Registrars and Share Transfer Agents.
15. As per requirements of the Listing Agreement with the Stock Exchanges, particulars relating to appointment and reappointment of Directors are given in the Corporate Governance Section of the Annual Report.
16. A member, holding shares in physical form or in dematerialized form, may choose to cast his/her vote electronically, The Company will consider votes casted through the e-Voting system while declaring the results of the voting.
17. **VOTING THROUGH ELECTRONIC MEANS**
 - I.) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirement), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL)
 - II) 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 paper.

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III.) The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on **23rd September , 2016 at 10.00 A.M.** and ends on **26th September , 2016 at 5.00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **20th September , 2016**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com .
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|--|
| Pan | Enter your 10 digit alpha-numeric •PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (DOB) in (DD/MM/YYYY) format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">•If both the details are not recorded with the depository or Company please enter the member id / folio No. in the Dividend Bank Details field as mentioned in instructions (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

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- (xii) Click on the EVSN for the relevant Company Name i.e. **GANODAYA FINLEASE LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Note for Non Individual Shareholders & Custodians :
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
18. 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 akkhandelia@rediffmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before **26th September , 2016, upto 5 pm.** without which the vote shall not be treated as valid
19. 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 (record date) of **20th September-2016**. A person who is not a member as on Cut off date should treat this notice for information purpose only.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date of **20th September-2016**. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. 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

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- the cut-off date of **20th September, 2016**. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
22. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
 23. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. **20th September , 2016**. are requested to send the written / email communication to the Company at ganodayafinlease@gmailcom by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting
 24. Shri Anand Khandelia , Practising Company Secretary (Certificate of Practice Number FCS 5803) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at the AGM in a fair and transparent manner. The Scrutinizer will submit , not latter than 3 days from the conclusion of 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 he voting forthwith.
 25. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www ganodayafinlease.com and on the website of CDSL . The same will be communicated to The Calcutta Stock Exchange Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item Numbers 4

The Articles of the Association (AoA) of the Company as currently in force was originally adopted as per the provisions of the Companies Act 1956 and further amendments were adopted pursuant to the provisions under the Companies Act, 1956, from time to time. The references to specific section of the Companies Act, 1956 in the existing AoA may no longer be in conformity with the Companies Act, 2013. Considering that substantive sections of the Companies Act which deals with the general working of the companies stand notified, it is proposed to amend the existing AoA to align it with the provisions of the Companies Act, 2013 including the Rules framed there under and adoption of specific section from Table "F" of Schedule I to the Companies Act, 2013 which sets out the model articles of association of the company limited by shares.

As per Companies Act, 2013, several regulations of the existing AoA of the company requires alteration or deletions in several articles. It is expedient to wholly replace the existing AoA by a new set of Article.

None of the Directors and/ or Key Managerial Personnel of the Company or their relatives in any way concerned or interested in these resolutions.

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.
Dated: The 10th day of August, 2016

By order of the Board
For Ganodaya Finlease Ltd.

(Sudha Agarwalla)
Managing Director
DIN:00938365

GANODAYA FINLEASE LIMITED

DIRECTOR'S REPORT TO THE MEMBERS

Your Directors have pleasure in presenting their 30th Annual Report on the business and operations of the Company together with the Audited Accounts of the Company for the financial year ended March 31, 2016.

FINANCIAL SUMMARY:

| PARTICULARS | 31st March 2016 | 31st March 2015 |
|---|------------------------|------------------------|
| PROFIT BEFORE TAX | 29,32,316.93 | (18,85,246.42) |
| Less: Provision for taxation | (5,54,496.00) | ---- |
| Add: MAT Credit Entitlement | 5,54,496.00 | |
| Less: Provision for Deferred Tax Assets (Liability) | 18,578.00 | (49,059.00) |
| Less: Earlier year taxation | (1,51,633.52) | |
| PROFIT AFTER TAX | 27,99,261.41 | (18,36,187.42) |
| Add: Balance Brought Forward from previous year | 5,94,58,092.24 | 6,13,68,305.46 |
| | 6,22,57,353.63 | 5,95,32,118.04 |
| Appropriations | | |
| Transfer to Statutory Reserve | (5,59,822.28) | -- |
| Provision against Standard Assets | 6,426.00 | 2,991.00 |
| Additional depreciation on fixed Assets | -- | (77,016.80) |
| BALANCE CARRIED TO BALANCE SHEET | 6,17,03,927.37 | 5,94,58,092.24 |

DIVIDEND

In order to consolidate the Company's financial position, your directors consider it prudent not to recommend dividend for the year under review.

RESERVES

The company has transferred an amount of Rs.5,59,822.28 (Previous Year Rs.-Nil) to statutory reserve in terms of the Provision of Reserve Bank of India Act, 1934.

STATE OF COMPANY'S AFFAIR

The results for the reporting year compared with the prior year is good since investments in mutual funds are sold during the year.

CHANGES IN THE NATURE OF BUSINESS

There is no Change in the nature of the business of the Company during the year.

MATERIAL CHANGES AND COMMITMENTS

There is no material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

INTERNAL CONTROL SYSTEMS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Chairman & Managing Director.

GANODAYA FINLEASE LIMITED

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

SUBSIDIARY/ASSOCIATE/JOINT VENTURE COMPANIES:

Your Company have associate companies namely M/s. Swagatam Distributors Pvt. Ltd. (CIN: U51909WB1996PTC079313) holding 24.04% shares and Vidyut Dealers Pvt. Ltd. (CIN: U51909WB1996PTC079307) holding 28.54% shares within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

SHARE CAPITAL

During the year under review, the company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as "Annexure B".

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO

The information required u/s. 134(3)(q) of the Companies Act, 2013, read with the Rule 8(3) of Companies (Accounts) Rule, 2014 with respect to conservation of Energy, Technology absorption are not applicable to the company. The Company has no foreign exchange outflow or inflow during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company, being a non-banking finance company registered with the Reserve Bank of India and engaged in the business of giving loans, is exempt from complying with the provisions of section 186 of the Companies Act, 2013. Accordingly, the disclosures for investment and lending activities as required under the aforesaid section have not been given in this Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES U/S 188(1)

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the company at large. The details of the related party transaction made by company are given in the notes to the financial statements.

RISK MANAGEMENT POLICY

Pursuant to section 134 (3) (n) of the Companies Act, 2013 & the Listing Regulation, The Board of Directors has adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

At present the company has not identified any element of risk which may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY

In terms of the provisions of Section 135 read together with Rule of the Companies Act, the "corporate social responsibility" (CSR), requirement is not applicable to the Company.

CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in the Listing Regulation shall be annexed with the report.

GANODAYA FINLEASE LIMITED

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no employee has been denied access to the Audit Committee.

NOMINATION & REMUNERATION COMMITTEE

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

PARTICULARS OF EMPLOYEES

None of the employees, who were in receipt of remuneration in excess of the limits as specified under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 throughout or part of the financial year under review, was engaged in the company.

DIRECTORS:

Changes in Directors and Key Managerial Personnel

Mr. Deba Prasad Banerjee retire by rotation and, being eligible, offer himself for re appointment. The Directors recommend Mr. Deba Prasad Banerjee for re-appointment.

Independent Director(s) declaration

Mr. Shambhu Nath Modi and Mr. Rajesh Kumar Routh who are Independent Directors, have submitted a declaration that each of them meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Act and the Listing Regulation. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

Board Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulation, the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

CODE OF CONDUCT

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company. A declaration to this effect has been signed by Managing Directors and forms part of the Annual Report.

BOARD MEETING

During the year ten Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of which are given in the Corporate Governance Report.

SECRETARIAL AUDITOR & SECRETARIAL AUDIT REPORT

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Anand Khandelia, a firm of company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as "Annexure A"

STATUTORY AUDITORS & AUDITORS REPORT

Pursuant to the provisions of section 139 of the Companies Act, 2013, A. K. Meharia & Associates, Chartered Accountants, were appointed as statutory auditors of the Company at the 28th annual general meeting (AGM) of the Company for a period from the conclusion of the said AGM till the conclusion of the 33rd AGM subject to ratification of their appointment by the members at every AGM held thereafter. A resolution for

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ratification of appointment of A. K. Meharia & Associates, Chartered Accountants, as auditors for the period from the conclusion of the ensuing 30th AGM till the conclusion of the 31st AGM and for fixation of their remuneration for the year 2016–17 is being proposed in the notice of the ensuing AGM for the approval of the members.

The Auditor of the company has not made any qualification, reservation or adverse remark or disclaimer in his report and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in the Listing Regulation.

DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2015-16, no complain had been received.

PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

ACKNOWLEDGEMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, Executives, Staff and workers at all levels for their continuous cooperation and assistance.

Place: Kolkata
Dated: 30th May, 2016

For and on behalf of the Board
(Sudha Agarwalla)
Managing Director
DIN: 00938365

GANODAYA FINLEASE LIMITED

Form No. MR-3

Annexure - A

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 2015-16**

[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,
Ganodaya Finlease Limited

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

Based on my verification of the Ganodaya Finlease 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, I hereby report that in my 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Ganodaya Finlease Limited ("the Company") 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;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;; not applicable
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;; not applicable
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;and: not applicable

GANODAYA FINLEASE LIMITED

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
(vi) (Mention the other laws as may be applicable specifically to the company): not applicbale

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
(ii) The Listing Agreements entered into by the Company with Stock Exchange(s)

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

I further report that

The Board of Directors of the Company is duly constituted. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

Place: Kolkata

Date: 02/05/2016

Anand Khandelia

FCS No - 5841

GANODAYA FINLEASE LIMITED

Annexure - B

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2016

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

I REGISTRATION & OTHER DETAILS:

| | | |
|-----|---|--|
| i | CIN | L51226WB1986PLC040287 |
| ii | Registration Date | 04.03.1986 |
| iii | Name of the Company | GANODAYA FINLEASE LIMITED |
| iv | Category/Sub-category of the Company | Indian Non-Government Company |
| v | "Address of the Registered office & contact details" | A-402, MANGALAM, 24/26 HEMANTA BASU SARANI, KOLKATA- 700 001. PHONE: 033-22436242/43. EMAIL: GANODAYAFINLEASE@GMAIL.COM WEBSITE: WWW.GANODAYAFINLEASE.COM |
| vi | Whether listed company | YES |
| vii | Name , Address & contact details of the Registrar & Transfer Agent, if any. | S.K. INFOSOLUTIONS PVT.LTD. ADD: 34/1A SUDHIR CHATTERJEE STREET, KOLKATA- 700006 PH- 033-2219 4815. EMAIL: CONTACT@SKCINFO.COM |

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

| SL No | Name & Description of main products/services | "NIC Code of the Product /service" | "% to total turnover of the company" |
|-------|--|------------------------------------|--------------------------------------|
| 1 | Other Financial Service Activities except insurance and pension funding activities | 649 | 100% |

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

| SI No | Name & Address of the Company | CIN/GLN | "HOLDING/ SUBSIDIARY/ ASSOCIATE" | "% OF SHARES HELD" | "APPLICABLE SECTION" |
|-------|--------------------------------|-----------------------|----------------------------------|--------------------|----------------------|
| 1 | SWAGTAM DISTRIBUTORS PVT. LTD. | U51909WB1996PTC079313 | ASSOCIATE | 24.04% | |
| 2 | VIDYUT DEALERS PVT. LTD. | U51909WB1996PTC079307 | ASSOCIATE | 28.54% | |

(13)

GANODAYA FINLEASE LIMITED

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

| Category of Shareholders | | No. of Shares held at the beginning of the year | | | | No. of Shares held at the end of the year | | | | Percent Change the during year |
|---|------------------|---|------------------|---------------|-------------------|---|------------------|---------------|-------------------|--------------------------------|
| | | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | | |
| (1) Indian | | | | | | | | | | |
| a) Individual/HUF | 751,900 | - | 751,900 | 11.57% | 751,900 | - | 751,900 | 11.57% | 0.00% | |
| "b) Central Govt.or State Govt." | - | - | - | - | - | - | - | - | - | |
| c) Bodies Corporates | - | - | - | - | - | - | - | - | - | |
| d) Bank/FI | - | - | - | - | - | - | - | - | - | |
| e) Any other | - | - | - | - | - | - | - | - | - | |
| SUB TOTAL:(A) (1) | 751,900 | - | 751,900 | 11.57% | 751,900 | - | 751,900 | 11.57% | 0.00% | |
| (2) Foreign | | | | | | | | | | |
| a) NRI- Individuals | - | - | - | - | - | - | - | - | - | |
| b) Other Individuals | - | - | - | - | - | - | - | - | - | |
| c) Bodies Corp. | - | - | - | - | - | - | - | - | - | |
| d) Banks/FI | - | - | - | - | - | - | - | - | - | |
| e) Any other... | - | - | - | - | - | - | - | - | - | |
| SUB TOTAL (A) (2) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| "Total Shareholding of Promoter (A)= (A)(1)+(A)(2)" | 751,900 | - | 751,900 | 11.57% | 751,900 | - | 751,900 | 11.57% | 0.00% | |
| B. PUBLIC SHAREHOLDING | | | | | | | | | | |
| (1) Institutions | | | | | | | | | | |
| a) Mutual Funds | - | - | - | - | - | - | - | - | - | |
| b) Banks/FI | - | - | - | - | - | - | - | - | - | |
| C) Cenntral govt | - | - | - | - | - | - | - | - | - | |
| d) State Govt. | - | - | - | - | - | - | - | - | - | |
| e) Venture Capital Fund | - | - | - | - | - | - | - | - | - | |
| f) Insurance Companies | - | - | - | - | - | - | - | - | - | |
| g) FIIS | - | - | - | - | - | - | - | - | - | |
| "h) Foreign Venture Capital Funds" | - | - | - | - | - | - | - | - | - | |
| i) Others (specify) | - | - | - | - | - | - | - | - | - | |
| SUB TOTAL (B)(1): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| (2) Non Institutions | | | | | | | | | | |
| a) Bodies corporates | | | | | | | | | | |
| i) Indian | 2473100 | 1811800 | 4284900 | 65.92% | 2473100 | 1811800 | 4284900 | 65.92% | 0.00% | |
| ii) Overseas | - | - | - | - | - | - | - | - | - | |
| b) Individuals | | | | | | | | | | |
| i) Individual shareholders holding nominal share capital upto Rs.1 lakhs | 0 | 938200 | 938200 | 14.43% | 0 | 938200 | 938200 | 14.43% | 0.00% | |
| ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs | 525000 | 0 | 525000 | 8.08% | 525000 | 0 | 525000 | 8.08% | 0.00% | |
| c) Others (specify) | - | - | - | - | - | - | - | - | - | |
| SUB TOTAL (B)(2): | 2998100 | 2750000 | 5748100 | 88.43% | 2998100 | 2750000 | 5748100 | 88.43% | 0.00% | |
| "Total Public Shareholding(B)= (B)(1)+(B)(2)" | 2998100 | 2750000 | 5748100 | 88.43% | 2998100 | 2750000 | 5748100 | 88.43% | 0.00% | |
| "C. Shares held by Custodian for GDRs & ADRs" | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | |
| Grand Total (A+B+C) | 3,750,000 | 2,750,000 | 6,500,000 | 100% | 3,750,000 | 2,750,000 | 6,500,000 | 100% | 0% | |

GANODAYA FINLEASE LIMITED

II. Shareholding of Promoters

| SI 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 | ARUN KUMAR AGARWALLA | 150,000 | 2.308% | - | 150,000 | 2.308% | - | 0.00% |
| 2 | ARUN KUMAR AGARWALLA | 301,900 | 4.645% | | 301,900 | 4.645% | | 0.00% |
| 3 | GAURANG AGARWALLA | 150,000 | 2.308% | | 150,000 | 2.308% | | 0.00% |
| 4 | SUDHA AGARWALLA | 150,000 | 2.308% | | 150,000 | 2.308% | | 0.00% |
| | Total | 751,900 | 11.568% | | 751,900 | 11.568% | | 0.00% |

III. CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

| 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 | ARUN KUMAR AGARWALLA | | | | |
| | a)At the beginning of the year | 150,000 | 2.308% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 150,000 | 2.308% |
| 2 | ARUN KUMAR AGARWALLA | | | | |
| | a)At the beginning of the year | 301,900 | 4.645% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 301,900 | 4.645% |
| 3 | GAURANG AGARWALLA | | | | |
| | a)At the beginning of the year | 150,000 | 2.308% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 150,000 | 2.308% |
| 4 | SUDHA AGARWALLA | | | | |
| | a)At the beginning of the year | 150,000 | 2.308% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 150,000 | 2.308% |
| | TOTAL | 751,900 | 11.568% | 751,900 | 11.568% |

GANODAYA FINLEASE LIMITED

IV. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & 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 | DHANVERDHI EXPORTS LTD | | | | |
| | a)At the beginning of the year | 757000 | 11.646% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 757000 | 11.646% |
| 2 | WINDSOR MERCANTILES PVT.LTD | | | | |
| | a)At the beginning of the year | 581900 | 8.952% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 581900 | 8.952% |
| 3 | CORE MERCANTILES PVT.LTD | | | | |
| | a)At the beginning of the year | 563600 | 8.671% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 563600 | 8.671% |
| 4 | BRIGHT FINANCE PVT.LTD | | | | |
| | a)At the beginning of the year | 332100 | 5.109% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 332100 | 5.109% |
| 5 | SUPERLIGHT FINANCE PVT.LTD | | | | |
| | a)At the beginning of the year | 238500 | 3.669% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 238500 | 3.669% |
| 6 | BHAGWAN SINGH | | | | |
| | a)At the beginning of the year | 134400 | 2.068% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 134400 | 2.068% |
| 7 | PRATAP RAM GANGULY | | | | |
| | a)At the beginning of the year | 125700 | 1.934% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 125700 | 1.934% |
| 8 | CLASSIC AGENCIES PVT.LTD | | | | |
| | a)At the beginning of the year | 50000 | 0.769% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 50000 | 0.769% |
| 9 | BAKSHIRAM UDERAM MARKETING PVT.LTD | | | | |
| | a)At the beginning of the year | 50000 | 0.769% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 50000 | 0.769% |
| 10 | ADDARSH MANAGEMENT PVT.LTD | | | | |
| | a)At the beginning of the year | 50000 | 0.769% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 50000 | 0.769% |

GANODAYA FINLEASE LIMITED

(v) Shareholding of Directors & KMP

| Sl No. | For Each of the Directors & KMP | 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 | ARUN KUMAR AGARWALLA | | | | |
| | a)At the beginning of the year | 150000 | 2.308% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 150000 | 2.308% |
| 2 | SUDHA AGARWALLA | | | | |
| | a)At the beginning of the year | 150000 | 2.308% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 150000 | 2.308% |
| 3 | DEBA PROSAD BANERJEE | | | | |
| | a)At the beginning of the year | 141200 | 2.172% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 141200 | 2.172% |
| 4 | RAJESH KUMAR ROUTH | | | | |
| | a)At the beginning of the year | 123700 | 1.903% | | |
| | b) changes during the year | (no changes during the year) | | | - |
| | c)At the end of the year | | | 123700 | 1.903% |

V. INDEBTEDNESS

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

| | Secured Loans 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) | - | - | - | - |

GANODAYA FINLEASE LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIA PERSONNEL

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

₹ in Lakhs

| Sl. No. | Particulars of Remuneration | Name of MD/WTD/ Manager Managing Director | | | Total Amount |
|---------|--|--|----------|----------|--------------|
| | | SUDHA AGARWALLA | | | |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961. | 27.00 | - | - | 27.00 |
| | (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | - | - | - | - |
| 2 | Stock option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission as a % of profit | - | - | - | - |
| 5 | Others, please specify | | | | |
| | Total (A) | 27.00 | - | - | 27.00 |

B. Remuneration to other directors:

₹ in Lakhs

| Sl. No. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|---------|--|--------------------|-------------------|----------|--------------|
| | | | | | |
| 1. | Independent Director | Shambhu Nath Modi | Rajesh Kr. Routh | - | - |
| | (a) Fee for attending board committee meetings | 0.04 | 0.04 | - | 0.08 |
| | (b) Commission | - | - | - | - |
| | (c) Others, please specify | - | - | - | - |
| | Total (1) | 0.04 | 0.04 | - | 0.08 |
| 2 | Other Non Executive Directors | Arun Kr. Agarwalla | Deba Pd. Banerjee | - | - |
| | "(a) Fee for attending board committee meetings" | 0.10 | 0.10 | - | 0.20 |
| | (b) Commission | - | - | - | - |
| | (c) Others, please specify. | - | - | - | - |
| | Total (2) | 0.10 | 0.10 | - | 0.20 |
| | Total (B)=(1+2) | 0.14 | 0.14 | - | 0.28 |
| | Total Managerial Remuneration | 0.14 | 0.14 | - | 0.28 |

GANODAYA FINLEASE LIMITED**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD**

| Sl. No. | Particulars of Remuneration | Key Managerial Personnel ₹ (Lakhs) | | | |
|---------|--|------------------------------------|-------------------|------|-------|
| | | CEO | Company Secretary | CFO | Total |
| 1. | Gross salary | | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961. | - | 0.63 | 3.60 | 4.23 |
| | (b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961 | | - | - | -- |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission as a % profit | - | - | - | - |
| 5 | Others, please specify | - | - | - | - |
| | Total | - | 0.63 | 3.60 | 4.23 |

* Remuneration for the period from April ' 2015 to Dec' 2015

Penalties / punishment / compounding of offences

There were no Penalties / punishment / compounding of offences for the year ending March '31, 2016

Place: Kolkata
Dated: 30th May, 2016

For and on behalf of the Board
(Sudha Agarwalla)
Managing Director
DIN: 00938365

GANODAYA FINLEASE LIMITED

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Corporate Governance :

The Company's philosophy on Corporate Governance is to enhance the long term economic value of the company its stakeholders and the society at large by adopting better corporate practices in fair and transparent manner by aligning interest of the company with its shareholders and other key stakeholders. Your Company continues to follow procedures and practices in conformity with the code of Corporate Governance outlined in the listing agreement.

2. Board of Directors

Composition of the Board, Directorships & Committee positions held in other companies and shares held as on 31st March 2016:

As on 31st March 2016, the Company had 5 Directors. The Board of Directors Comprise of One Managing, Executive & Non Independent director, Two Non Executive & Non Independent directors and Two Non Executive Independent directors.

| Directors | Category | Board Meeting Attendance | Annual General Meeting Attendance | Directorship in other companies* | Committee membership** | Committee chairmanship** |
|----------------------|--|--------------------------|-----------------------------------|----------------------------------|------------------------|--------------------------|
| Sudha Agarwalla | Managing, Executive (Non-independent Director) | 10 | Yes | 03 | 03 | Nil |
| Arun Kumar Agarwalla | Non Executive (Non-Independent Director) | 10 | Yes | 02 | 06 | Nil |
| Deba Prasad Banerjee | Non Executive (Non Independent Director) | 10 | Yes | Nil | Nil | Nil |
| Shambhu Nath Modi | Non- Executive (Independent Director) | 7 | Yes | 03 | 07 | 05 |
| Rajesh Kumar Routh | Non- Executive (Independent Director) | 6 | Yes | 01 | 04 | 02 |

* Other directorships do not include directorship of private limited companies, companies registered u/s 8 of Companies Act and of companies incorporated outside India.

** Chairmanship/Membership of Board committees includes Membership of Audit, Nomination & Remuneration and stakeholders Relationship committees only.

** No Director is a member of more than 10 committees or chairman of more than 5 committees across all companies in which he is a Director.

GANODAYA FINLEASE LIMITED

Number of Board Meetings held & dates on which meeting held:

| | | |
|-------------------------------|---|---|
| Number of Board Meetings Held | : | 10 |
| Date on which held | : | 27th April 2015, 29th May 2015, 12th August 2015, 1st October, 2015, 13th November, 2015, 17th December 2015, 19th January , 2016, 1st February 2016, 10th February ,2016 & 29th February, 2016 |

Role of Independent Directors:

The independent directors devote sufficient time and attention to professional obligations for informed and balanced decision making at the Board and various committee meetings. They regularly update and refresh skills, knowledge and familiarity with the Company and actively and constructively participate in the meetings.

Independent Directors Meeting:

During the year under review, the Independent Directors met on December 21, 2015, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

Disclosures in relation to the appointment/re-appointment of Directors:

As required , brief profiles of the directors appointed or re-appointed are appended below:

a) Deba Prosad Banerjee

| | |
|---|---|
| Name of Independent Director | Mr. Deba Prosad Banerjee |
| Father's Name | Late Rash Behari Banerjee |
| Director Identification No.(DIN) | 00607358 |
| Date of Birth | 01.01.1955 |
| Date of Appointment | 10.06.2002 |
| Qualifications | B.Sc |
| Experience | Mr. Deba Prosad Banerjee is a Science Graduate from Calcutta University having experience of over 30 Years in the field of Investment and Finance Business. |
| Directorship in other Companies | Bright Finance Pvt.Ltd. |
| Chairman/Member of the Committee of the Board of Directors of the Company | Nil |
| Membership / Chairmanship of Committees of the other public companies in which he is a Director | Nil |
| No. of Shares held in the Company | 141200 |

GANODAYA FINLEASE LIMITED

Code of Conduct:

The Company has a code of conduct applicable to all Board Members & Senior Management staff for avoidance of conflict of interest between each of the above individuals and the Company. Each Board Members & Senior Management staff declare their compliance with the Code of Conduct as at the end of each Financial Year. A certificate to this effect is attached to this report duly signed by Managing Director.

3. Audit committee

Apart from all the matters provided in the section 177 of the Companies Act 2013 and Listing Regulation, the Audit committee reviews reports of the internal Auditors, meets statutory auditors as and when required and discuss findings, suggestions, observations and other related matters.

a) The Composition of the Committee and the attendance of each member at Meetings are as follows:

| Members | Designation | Category | No. of Meeting Attended |
|----------------------|--------------------|---------------------------------|--------------------------------|
| Shambhu Nath Modi | Chairman | Non Executive (Independent) | 4 |
| Rajesh Kumar Routh | Member | Non Executive (Independent) | 4 |
| Arun Kumar Agarwalla | Member | Non Executive (Non Independent) | 4 |

b) Details of the Audit Committee Meetings Held :

| <u>Date of Meeting</u> | <u>No. of Members Attended</u> |
|------------------------|--------------------------------|
| 28.05.2015 | Three |
| 11.08.2015 | Three |
| 12.11.2015 | Three |
| 09.02.2016 | Three |

4. Nomination and Remuneration Committee :

In compliance with Section 178 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Listing Regulation, the composition and other details as required are as follows:

a) The Composition of the Committee and the attendance of each member at Meetings are as follows:

| Members | Designation | Category | No. of Meeting Attended |
|----------------------|--------------------|---------------------------------|--------------------------------|
| Rajesh Kumar Routh | Chairman | Non Executive (Independent) | 2 |
| Shambhu Nath Modi | Member | Non Executive (Independent) | 2 |
| Arun Kumar Agarwalla | Member | Non Executive (Non Independent) | 2 |

b) Details of the Nomination and Remuneration Committee Meetings Held :

| <u>Date of Meeting</u> | <u>No. of Members Attended</u> |
|------------------------|--------------------------------|
| 10.06.2015 | Three |
| 26.12.2015 | Three |

GANODAYA FINLEASE LIMITED

The terms of reference to this committee include:

- The Committee shall identify persons who are qualified to become directors and who may be appointed as Key Managerial Persons in accordance with criteria laid down, recommend the board their appointment and removal and shall carry out evaluation of every director's performance.
- This Committee is empowered to review and recommend the Board of Directors, remuneration and commission of directors and other senior executives of the Company.

Remuneration Policy:

The Remuneration policy of your Company is a comprehensive and the policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

Remuneration paid to directors in the Financial Year 2015-16: (₹ In Lac)

| Name of Director | Fixed Salary | | | | Bonus/ Incentive | Commission | Total | No. of Equity share held |
|--------------------|--------------|-------------|-------------------|--------------------------|---------------------|------------|-------|--------------------------------|
| | Basic | Perquisites | Other Benefits | Total Fixed Salary | | | | |
| Managing Director | | | | | | | | |
| Sudha Agarwalla | 27.00 | -- | -- | 27.00 | -- | -- | 27.00 | 150000 |

Non-executive/ Independent directors remuneration

The Company is not paying any remuneration to the Non-executive Directors.

Service Contracts, notice period, severance fees:

The executive directors have entered into employment contracts with the Company. Mrs. Sudha Agarwalla employment contracts begin on 01/10/2015 and terminate on 30/09/2020. Her notice period will be such as is mutually agreed between her and the Board.

None of our directors is eligible for any severance pay.

5. Stakeholder's Relationship Committee :

In line with the provisions of Section 178 of the Companies Act, 2013 and Listing Regulation , the composition and other details of 'Stakeholders Relationship Committee' are as follows:

a)The Composition of the Committee and the attendance of each member of the committee are given below:

| Name of the Director | Designation | No. of Meeting Attended |
|-----------------------------|--------------------|--------------------------------|
| Shambhu Nath Modi | Chairman | 2 |
| Rajesh Kumar Routh | Member | 2 |
| Arun Kumar Agarwalla | Member | 2 |

b) Mrs. Sudha Agarwalla is the compliance officer of the Company.

GANODAYA FINLEASE LIMITED

c) Details of the Stakeholder's Relationship Committee Meetings Held :

| <u>Date of Meeting</u> | <u>No. of Members Attended</u> |
|------------------------|--------------------------------|
| 13.04.2015 | Three |
| 17.10.2015 | Three |

No complaints have been received during the year regarding transfer of shares and/or non receipt of balance sheet etc.

The terms of reference to this committee include:

- Review, on periodic basis, status of grievances relating to transfer, transmission of shares, issue of duplicate shares.
 - Monitor expeditious redressal of Investors grievances.
 - Review instances of non-receipt of Annual Report.
 - Consider all matters related to all security holders of the Company.
6. Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has laid down the procedure to inform Board members about the risk assessment and minimization procedures. The Board framed , implemented and monitored , the Company's risk management practices and activities at regular interval. At present the Board has not identified any element of risk which may threaten the existence of the Company.

7. General Body Meetings:

a) Location, Place and time where last three Annual General Meetings were held are given below:-

| Financial Year | Date of AGMs | Location | Time |
|-----------------------|---------------------|---|-------------|
| 2014-2015 | 29th September 2015 | A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 | 1.00 P.M |
| 2013-2014 | 29th September 2014 | A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 | 1.00 P.M |
| 2012-2013 | 30th September 2013 | A-402 Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 | 10.00 A.M |

b) Special Resolutions passed at previous three AGMs:-

i) AGM on 29th September 2015

No Special Resolution was passed at this AGM.

ii) AGM on 29th September 2014

In the AGM held on 29th September, 2014, a Special Resolution was passed for adopting the new set of Article of Association in terms of the provisions of section 14 of the Companies Act, 2013. in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

iii) AGM on 30th September 2013

No Special Resolution was passed at the last AGM.

GANODAYA FINLEASE LIMITED

c) No Extraordinary General Meeting of the members was held.

8. Disclosures:

a) Disclosures on materially significant related party transaction:

The statements containing the transactions with related parties were submitted periodically to the Audit Committee. There are no related party transactions that may have potential conflict with the interest of the Company at large. There were no material individual transactions with related parties during the year, which were not in the normal course of business as well as not on an arm's length basis.

b) Details of non-compliance(s) by the Company:

No penalties have been imposed or strictures have been issued by SEBI, Stock Exchanges or any Statutory Authorities on matters relating to Capital Markets during the last three years against the non compliance relating to the matter aforesaid.

c) Whistle Blower Policy/Vigil Mechanism

The Board of Directors of the Company has adopted Whistle Blower Policy. The management of the Company, through the policy envisages encouraging the employees of the Company to report to the higher authorities any unethical, improper, illegal or questionable acts, deeds & things which the management or any superior may indulge in. This policy has been circulated to employees of the Company. However, no employee has been denied access to the Audit Committee.

d) The adoption of the other non-mandatory requirements set out in Listing Regulation is under consideration.

e) Disclosure of Accounting Treatment

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

9. Means of Communication:

The quarterly Unaudited Financial Results and the Audited Financial Results as approved and taken on record by the Board are sent to the Stock Exchanges where the Company's shares are listed and then published generally in "The Echo of India and Business Daily (English editions) and "Arthik Lipi" and Sukhabar (Bengali editions). The results are also posted on the Company's website www.ganodayafinlease.com. However, these are not sent individually to shareholders.

Management Discussion and Analysis Report is an integral part of annual report.

10. Management Discussion & Analysis Report:

The Company's performance is up beating. The Company does not foresee any threat in terms of investment policy and return on instrument as such the company is taking all its efforts to overcome such unforeseen threat and to exceed in the concerned areas. The management is hopeful in achieving a better result in future.

11. CEO and CFO Certification

The CEO and CFO certification of the financial statements for the year has been submitted to the Board of Directors, in its meeting held on May, 30, 2016 as required under SEBI (Listing obligations and Disclosure Requirements) Regulations.

GANODAYA FINLEASE LIMITED

12. General Shareholders Information:

a) Annual General Meeting

Date : 27th September, 2016.
 Time : 1.00 PM
 Venue : Registered Office;
 A-402, Mangalam,
 24/26 Hemanta Basu Sarani, Kolkata- 700 001.

b) Financial year of the Company

: 1st April 2015 to 31st March 2016

c) Book Closure Date

: 21st September, 2016 to 27th September, 2016
 (Both day inclusive)

d) Dividend payment date (if any)

: Not recommended

e) Listing on Stock Exchanges

: The Company has listed its shares at – Stock Exchanges as stated below:

| <u>Sl.No.</u> | <u>Name of Stock Exchanges</u> |
|---------------|----------------------------------|
| 01. | The Calcutta Stock Exchange Ltd. |
| 02. | Delhi Stock Exchange Ltd |
| 03. | Bangalore Stock Exchange Ltd |

ISIN No. for Dematerialization of Shares : INE917C01013

f) Market Price Data

: Company's Shares are not frequently traded in the Stock Exchange.

g) Registrar and share transfer Agent

(for Both: Physical and Dematerialized share transfers)

: S.K.Infosolutions Pvt.Ltd
 34/1A, Sudhir Chatterjee Street ,
 Kolkata- 700 006.
 Email: contact@skcinfo.com

h) Share Transfer System:

Subject to documentation being in order, transfer requests of equity shares in physical form lodged with the Company/ Registrars are processed within 15 days from the date of receipt.

h) Distribution of Shareholding as on 31.03.2016:-

| No. of Equity Shares held | No. of Share-Holders | % of Share-holders | No. of Share held | % of Share holdings |
|---------------------------|----------------------|--------------------|-------------------|---------------------|
| Up to 500 | 466 | 39.03 | 233000 | 3.58 |
| 501-1000 | 591 | 49.50 | 523000 | 8.05 |
| 1001-3000 | 46 | 3.85 | 62800 | 0.97 |
| 3001-5000 | 2 | 0.17 | 7000 | 0.11 |
| 5001-10000 | 14 | 1.17 | 112400 | 1.73 |
| 10001-50000 | 62 | 5.19 | 1811800 | 27.87 |
| 50001-100000 | 0 | 0 | 0 | 0.00 |
| 100001&above | 13 | 1.09 | 3750000 | 57.69 |
| | 1194 | 100.00 | 6500000 | 100.00 |

GANODAYA FINLEASE LIMITEDl) Categories of Shareholders as on 31.03.2016 :-

| Category | No. of Share-Holders | % of Share-holders | No. of Share held | % of Share held |
|------------------|----------------------|--------------------|-------------------|-----------------|
| Promoters Bodies | 4 | 0.34 | 751900 | 11.57 |
| Corporate | 67 | 5.61 | 4284900 | 65.92 |
| Public | 1123 | 94.05 | 1463200 | 22.51 |
| | 1194 | 100.00 | 6500000 | 100.00 |

j) Dematerialization and Rematerialisation:

Request for Dematerialization and Rematerialisation should be sent either to the Company's Registrar and Share Transfer Agents or to the Share Department of the Company.

k) Dematerialization of Shares and liquidity:

37,50,000 Equity Shares(57.69%) have been dematerialized upto 31st March, 2016.

l) Address for Correspondence:**Registered Office**

A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001

Phone: (033)2243-6242/6243, Fax : (033)2231-0835

Website: www.ganodayafinlease.com

Email : ganodayafinlease@gmail.com

13. Compliance of Listing Regulation pertaining to mandatory requirements & Auditors Certificate on Corporate Governance:

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2016.

For and on behalf of the Board

Registered Office : A-402, Mangalam,
24/26 Hemanta Basu Sarani,
Kolkata- 700 001.

Dated: The 10th day of August ,2016

(Sudha Agarwalla)
Managing Director
DIN: 00938365

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended 31 March, 2016.

For and on Behalf of the Board

Place : Kolkata

Dated: The 10th day of August ,2016

(Sudha Agarwalla)
Managing Director
DIN: 00938365

GANODAYA FINLEASE LIMITED

**Auditors Certificate of Compliance of Conditions of
Corporate Governance**

To

The Members of GANODAYA FINLEASE LIMITED

Kolkata

We have examined the compliance of conditions of Corporate Governance by **GANODAYA FINLEASE LIMITED** ("the Company"), for the year ended on 31 March, 2016, as stipulated in the Listing Regulation of the Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulation.

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

For A.K. Meharia & Associates
Chartered Accountants
FRN. 324666E

(A.Choudhary)
Partner

Membership No.058450

Place : Kolkata

Dated: The 10th day of August, 2016

GANODAYA FINLEASE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Report on the Financial Statements

We have audited the accompanying financial statements of GANODAYA FINLEASE 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 significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Sec 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments; the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 Company has in place an adequate internal financial controls system over financial reporting 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 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 financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2016;

GANODAYA FINLEASE LIMITED

(b) in the case of the statement of Profit and Loss, of the profit for the year ended on that date; and

(c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose 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, Statement of Profit and Loss, and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) on the basis of written representations received from the directors as on 31st March 2016, and 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 sub-section (2) of section 164 of the Companies Act, 2013.
 - (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 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 explanation given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements.
 - ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A.K. Meharia & Associates

Chartered Accountants

Firm Reg. No.324666E

(A.Choudhary)

Partner

Membership No.058450

Place : Kolkata

Dated : 30th May, 2016

GANODAYA FINLEASE LIMITED

ANNEXURE TO THE AUDITOR'S REPORT

(Referred to in paragraph 1 of our report of even date)

- i) a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) Fixed assets have been physically verified by the Management at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory has been physically verified at reasonable interval by the management. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed.
- iii) As per the information and explanation given to us, the company has not granted any loans, secured or unsecured to Companies, firms, LLPs or other parties, covered in the register maintained under section 189 of the Companies Act, 2013. Therefore, sub-clause (a), (b) and (c) of clause (iii) of Paragraph 3 of the order are not applicable.
- 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 and investments made.
- v) The Company has not accepted any deposit from the public as stipulated under the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules framed there under and the directives issued by the Reserve Bank of India.
- vi) In our opinion, maintenance of cost records pursuant to the Companies (Cost Records and audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Companies Act, 2013 are not applicable to the company.
- vii) a) In our opinion and according to the information and explanations given to us,
Company is generally been regular in depositing with appropriate authorities undisputed statutory dues, as required under this clause and applicable to the Company during the year. There is no undisputed amount payable in respect of aforesaid statutory dues, outstanding for more than six months from the date they become payable as on 31st March, 2016.
 - b) According to the information and explanations given to us, there are no statutory dues that have not been deposited with the appropriate authorities on account of any dispute.
- viii) Based on our audit procedure and on the basis of information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowings to financial institutions banks or government. The Company has not issued any debentures.
- ix) To the best of our knowledge and belief and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
- x) In our opinion and according to information and explanations given to us, no material fraud by the Company or on the company by its officer or employees has been noticed or reported during the course of our audit.

GANODAYA FINLEASE LIMITED

- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him.
- xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the company is required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and has obtained the registration.

For A.K. Meharia & Associates

Chartered Accountants

Firm Reg. No.324666E

(A.Choudhary)

Partner

Membership No.058450

Place : Kolkata

Dated : 30th May, 2016

GANODAYA FINLEASE LIMITED

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 Ganodaya Finlease 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.

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

GANODAYA FINLEASE LIMITED

assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 A.K. Meharia & Associates

Chartered Accountants

Firm Reg. No.324666E

(A.Choudhary)

Partner

Membership No.058450

Place : Kolkata

Dated : 30th May, 2016

GANODAYA FINLEASE LIMITED**BALANCE SHEET AS AT 31ST MARCH, 2016**

| | | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|---------------------------------------|----|--|--|
| <u>EQUITY AND LIABILITIES</u> | | | |
| <u>Shareholders Fund</u> | | | |
| Share Capital | 2 | 65,000,000.00 | 65,000,000.00 |
| Reserve & Surplus | 3 | 114,003,809.65 | 111,209,572.24 |
| <u>Non Current Liabilities</u> | | | |
| Long Term Borrowings | 4 | - | - |
| Deferred Tax Liabilities (Net) | 5 | (2,919.00) | 15,659.00 |
| Long Term Provisions | 6 | 376,202.00 | 290,494.00 |
| <u>Current Liabilities</u> | | | |
| Other Current Liabilities | 7 | 510,606.20 | 643,466.20 |
| Short Term Provisions | 8 | 4,053.00 | 6,026,910.00 |
| Total | | 179,891,751.85 | 183,186,101.44 |
| <u>ASSETS</u> | | | |
| <u>Non-Current Assets</u> | | | |
| Fixed Assets | 9 | 621,770.43 | 791,981.30 |
| Non-Current Investments | 10 | 834,365.00 | 834,365.00 |
| Long Term Loans & Advances | 11 | 6,400.00 | 6,400.00 |
| <u>Current Assets</u> | | | |
| Current Investment | 12 | 171,503,179.94 | 165,786,245.87 |
| Inventories | 13 | 1,429,175.28 | 1,429,175.28 |
| Trade receivables | 14 | - | 561.80 |
| Cash & Bank Balances | 15 | 1,265,578.20 | 1,653,304.67 |
| Short Term Loans & Advances | 16 | 4,231,283.00 | 12,684,067.52 |
| Total | | 179,891,751.85 | 183,186,101.44 |

Significant Accounting Policies 1

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

For and on behalf of Board**(A.Choudhary)**

Partner

Membership Number 058450

Place: Kolkata

Date: 30th May, 2016

Sudha Agarwalla

Managing Director

DIN : 00938365

Arun Kr. Agarwalla

Director

DIN : 00607272

Deba Prosad Banerjee

Director

DIN : 00607358

Sandeep Kr. Pareek

CFO

GANODAYA FINLEASE LIMITED**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

| | NOTES | (Amount in ₹) For the Year 2015 - 2016 | (Amount in ₹) For the Year 2014 - 2015 |
|---|-------|--|--|
| INCOME | | | |
| Revenue from Operation | 17 | 451,203.00 | 580,944.00 |
| Other Income | 18 | 8,223,999.43 | 3,903,271.48 |
| Total Revenue | | 8,675,202.43 | 4,484,215.48 |
| EXPENSES | | | |
| (Increase)/Decrease in inventory of Share | 19 | - | - |
| Employee Benefit Expenses | 20 | 4,196,021.00 | 4,083,288.00 |
| Depreciation & Amortization Expenses | 9 | 170,210.87 | 208,178.90 |
| Others expenses | 21 | 1,388,103.63 | 2,077,995.00 |
| Total Expenses | | 5,754,335.50 | 6,369,461.90 |
| Profit/(Loss) Before Tax | | 2,920,866.93 | (1,885,246.42) |
| Tax Expense: | | | |
| Current Tax | | (552,315.00) | - |
| Less: MAT Credit Entitlement | | 552,315.00 | |
| Deferred Tax Asset/(Liability) | | 18,578.00 | 49,049.00 |
| Excess (Short) Provision for Taxation | | (151,633.52) | - |
| Profit/(Loss) for the Period | | 2,787,811.41 | (1,836,197.42) |
| Earning Per equity Share-Basic & Diluted | 22 | 0.43 | (0.28) |
| Face Value Per Share (In ₹) | | 10.00 | 10.00 |
| Significant Accounting Policies | 1 | | |

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For A.K. Meharia & Associates
Firm Registration Number-324666E
Chartered Accountants

For and on behalf of Board

(A.Choudhary)
Partner
Membership Number 058450
Place: Kolkata
Date: 30th May, 2016

Sudha Agarwalla
Managing Director
DIN : 00938365

Arun Kr. Agarwalla
Director
DIN : 00607272

Deba Prosad Banerjee
Director
DIN : 00607358

Sandeep Kr. Pareek
CFO

GANODAYA FINLEASE LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

| | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|---|--|--|
| Cash Flow From Operating Activities | | |
| Net Profit before tax | 2,920,866.93 | (1,885,246.42) |
| Adjustment for: | | |
| Depreciation | 170,210.87 | 208,178.90 |
| Income Tax for Earlier Year | (151,633.52) | - |
| Profit on sale of Current Investment | 7,678,280.43 | (3,695,083.48) |
| Operating Profit before Working Capital Changes | 10,617,724.71 | (5,372,151.00) |
| Adjustment for Working Capital changes | | |
| Short Term Loans & Advances | 8,452,784.52 | 938,783.00 |
| Trade receivables | 561.80 | 2,775,638.20 |
| Other Current Liabilities & Provisions | (6,063,583.00) | 210,750.00 |
| Net Cash Flow From Operating Activities | A) 13,007,488.03 | (1,446,979.80) |
| Cash Flow From Investing Activities | | |
| Purchase of Fixed Assets | - | (50,284.00) |
| Profit from sale of Current Investment | (7,678,280.43) | 3,695,083.48 |
| Increase/(Decrease) of Non-Current Investment | - | 1,092,000.00 |
| Increase/(Decrease) of Current Investment | (5,716,934.07) | (2,597,233.03) |
| Net Cash Flow From Investing Activities | B) (13,395,214.50) | 2,139,566.45 |
| Cash Flow From Financing Activities | | |
| Long Term Borrowings | - | (110,644.00) |
| Net Cash Flow from financing Activities | C) - | (110,644.00) |
| Net Increase/(Decrease) in cash and cash Equivalents equivalents (A+B+C) | (387,726.47) | 581,942.65 |
| Cash and cash equivalent at the beginning of the year | 1,653,304.67 | 1,071,362.02 |
| Cash and Cash Equivalent at the end of the year | 1,265,578.20 | 1,653,304.67 |

Notes:

1 The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounts) Rules, 2014

2 Figures of the previous period has been rearranged/ regrouped where ever considard necessary.
As per our report of even date

For A.K. Meharia & Associates
Firm Registration Number-324666E
Chartered Accountants

For and on behalf of Board

(A.Choudhary)
Partner
Membership Number 058450
Place: Kolkata
Date: 30th May, 2016

Sudha Agarwalla
Managing Director
DIN : 00938365

Arun Kr. Agarwalla
Director
DIN : 00607272

Deba Prosad Banerjee
Director
DIN : 00607358

Sandeep Kr. Pareek
CFO

GANODAYA FINLEASE LIMITED

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

c) Inventories

Stock of shares are valued at cost

d) Fixed Assets:

Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

e) Depreciation and Amortisation

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/ amortisation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to 1 April, 2014, the carrying amount as on 1 April, 2014 is depreciated over the remaining useful life in terms of the provisions of Schedule II of the Companies Act, 2013.

f) Investments

Investments are classified into current and Long -term investment. Current Investments are stated at lower of cost and fair market value. Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.

g) Earning Per Share

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

h) Taxation

Provision for current tax is made after taking in to consideration benefits admissible under the provisions of the Income Tax Act, 1961, Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

i) Employee Benefits:

Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contribute to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in the statement of profit and loss.

j) Provision & Contingent Liability

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements.

GANODAYA FINLEASE LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

| | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|--|--|--|
| NOTE - 2 | | |
| SHARE CAPITAL | | |
| Authorised Shares: | | |
| 65,00,000 (P.Y:65,00,000) Equity Shares of Rs.10/-each | 65,000,000.00 | 65,000,000.00 |
| Issued, Subscribed & fully Paid - up Shares | | |
| 65,00,000 (P.Y:65,00,000) Equity Shares of Rs.10/-each fully paid Up | 65,000,000.00 | 65,000,000.00 |
| | 65,000,000.00 | 65,000,000.00 |

a) Terms/rights attached to equity shares.

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

b) Details of shareholders holding more than 5% shares in the company

| | AS AT 31ST MARCH, 2016 | | AS AT 31ST MARCH, 2015 | |
|--|---------------------------|-----------|---------------------------|-----------|
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Equity Shares of Rs.10 each fully paid up | | | | |
| Dhanverdhi Exports Ltd | 757,000 | 11.65% | 757,000 | 11.65% |
| Windsor Mercantiles Pvt Ltd | 581,900 | 8.95% | 581,900 | 8.95% |
| Core Mercantiles Pvt Ltd | 563,600 | 8.67% | 563,600 | 8.67% |
| Bright Finance Pvt Ltd | 332,100 | 5.11% | 332,100 | 5.11% |

NOTE - 3
RESERVES & SURPLUS

| | AS AT 31ST MARCH, 2016 | AS AT 31ST MARCH, 2015 |
|---|---------------------------|---------------------------|
| Security Premium | | |
| Balance as per last financial statement | 37,500,000.00 | 37,500,000.00 |
| General Reserve | | |
| Balance as per last financial statement | 38,109.00 | 38,109.00 |
| Statutory Reserve | | |
| Balance as per last financial statement | 14,213,371.00 | 14,213,371.00 |
| Add: Transfer during the year | 557,562.28 | - |
| | 14,770,933.28 | 14,213,371.00 |
| Profit & Loss Account | | |
| Balance as per last financial statement | 59,458,092.24 | 61,368,305.46 |
| Add: Profit/(Loss) for the year | 2,787,811.41 | (1,836,187.42) |
| Less: Retained Earning of Depreciation | - | (77,016.80) |
| Less: Contingent Prov. Against Standard Asset | 6,426.00 | 2,991.00 |
| Less: Transfer to Statutory Reserve | (557,562.28) | - |
| | 61,694,767.37 | 59,458,092.24 |
| | 114,003,809.65 | 111,209,572.24 |

NOTE -4

LONG TERM BORROWINGS

(Unsecured unless otherwise stated)

| | | |
|---|---|--------------|
| Vehicle Loan (Secured) from ICICI Bank Ltd. | - | 110,644.00 |
| Less: Current Maturity | - | (110,644.00) |
| | - | - |

a) Term Loan from Bank of Rs.Nil (Previous Year Rs.1.11 Lacs) and carries interest @ 10.36%. The loan is repayable generally over a period of three years in montly installments as per the terms of the agreements along with interest from the date of loan. The loan is secured by hypothecation of respective vehicles.

NOTE - 5

DEFERRED TAX LIABILITIES

On account of

| | | |
|------------------------------------|------------|-----------|
| On carrying amount of fixed assets | (2,919.00) | 15,659.00 |
| | (2,919.00) | 15,659.00 |

NOTE -6

LONG TERM PROVISIONS

| | | |
|--|------------|------------|
| Contingent Provision against Standard Assets | 8,792.00 | 15,218.00 |
| Provision for Gratuity | 367,410.00 | 275,276.00 |
| | 376,202.00 | 290,494.00 |

GANODAYA FINLEASE LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

NOTE - 7

OTHER CURRENT LIABILITIES

| | | |
|---|-------------------|-------------------|
| Current maturities of long -term debt (note - 3) | - | 110,644.00 |
| Sundry Creditors for Exp. & Others | 449,797.20 | 486,089.20 |
| Statutory Dues | 60,809.00 | 46,733.00 |
| | <u>510,606.20</u> | <u>643,466.20</u> |

NOTE -8

SHORT TERM PROVISIONS

| | | |
|------------------------|-----------------|---------------------|
| Provision for Taxation | - | 5,997,737.00 |
| Provision for FBT | - | 26,211.00 |
| Provision for Gratuity | 4,053.00 | 2,962.00 |
| | <u>4,053.00</u> | <u>6,026,910.00</u> |

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

NOTES - 9

FIXED ASSETS

| PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | |
|---------------------|--------------------|-----------|-----------|---------------------|--------------------|-----------------|--------------------|---------------------|---------------------|
| | As on 1.04.2015 | Additions | Deduction | As on 31.03.2016 | Upto 31.03.2015 | For the Year | Upto 31.03.2016 | As at 31.03.2016 | As at 31.03.2015 |
| Computer | 123,880.00 | - | - | 123,880.00 | 117,686.00 | - | 117,686.00 | 6,194.00 | 6,194.00 |
| Motor Car | 885,061.00 | - | - | 885,061.00 | 250,586.59 | 111,293.67 | 361,880.26 | 523,180.74 | 634,474.41 |
| Mobile Phone | 135,498.00 | - | - | 135,498.00 | 60,317.37 | 23,125.80 | 83,443.17 | 52,054.83 | 75,180.63 |
| Air Conditioner | 144,600.00 | - | - | 144,600.00 | 123,150.72 | 14,219.28 | 137,370.00 | 7,230.00 | 21,449.28 |
| EPBX Machine | 13,000.00 | - | - | 13,000.00 | 9,545.29 | 2,804.71 | 12,350.00 | 650.00 | 3,454.71 |
| Refrigerator | 35,700.00 | - | - | 35,700.00 | 23,666.71 | 2,520.75 | 26,187.46 | 9,512.54 | 12,033.29 |
| Furniture & Fixture | 83,165.00 | - | - | 83,165.00 | 79,006.75 | - | 79,006.75 | 4,158.25 | 4,158.25 |
| Television | 41,000.00 | - | - | 41,000.00 | 15,160.31 | 11,456.61 | 26,616.92 | 14,383.08 | 25,839.69 |
| Water Purifier | 15,635.00 | - | - | 15,635.00 | 6,437.96 | 4,790.04 | 11,228.00 | 4,407.00 | 9,197.04 |
| Total Rs. | 1,477,539.00 | - | - | 1,477,539.00 | 685,557.70 | 170,210.87 | 855,768.57 | 621,770.43 | 791,981.30 |
| Previous Year | 1,427,255.00 | 50,284.00 | - | 1,477,539.00 | 400,362.00 | 208,178.90 | 685,557.70 | 791,981.30 | 1,026,893.00 |

GANODAYA FINLEASE LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

| | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|---|--|--|
| NOTE - 10 | | |
| NON CURRENT INVESTMENTS | | |
| <u>Trade Investments (Valued at cost unless stated otherwise)</u> | | |
| <u>Unquoted Equity Instruments</u> | | |
| (Face Value: Rs.10/- each fully paid up) | | |
| <u>Investment in Associates</u> | | |
| 45,000(P.Y. 45,000) Equity Share of Swagtam Distributors Pvt Ltd | 90,000.00 | 90,000.00 |
| 55,000(P.Y.55,000) Equity Share of Vidyut Dealers Pvt Ltd | 180,000.00 | 180,000.00 |
| | 270,000.00 | 270,000.00 |
| <u>Investment in Other company</u> | | |
| 130,000(P.Y.1,30,000) Equity Share of Saket Traders Pvt Ltd | 168,000.00 | 260,000.00 |
| | 168,000.00 | 1,260,000.00 |
| <u>Other Investment</u> | | |
| Flat | 396,365.00 | 396,365.00 |
| | 396,365.00 | 396,365.00 |
| Total Investment | 834,365.00 | 1,926,365.00 |

NOTE - 11

LONG TERM LOANS AND ADVANCES

(Unsecured considered good)

| | | |
|----------|-----------------|-----------------|
| Deposits | 6,400.00 | 6,400.00 |
| | 6,400.00 | 6,400.00 |

NOTE - 12

CURRENT INVESTMENTS

Trade Investments (Valued at cost unless stated otherwise)

Mutual Fund

| | | |
|--|---------------|---------------|
| 513954.781 Units (PY - 513954.781) Reliance F.H.F XXIV Sr 2 | 5,139,547.81 | 5,139,547.81 |
| 254562.237 Units (PY- 254562.237) Reliance F.H.F XXIV Sr 7 | 2,545,622.37 | 2,545,622.37 |
| nil Units (P.Y- 350000) Reliance F.H.F XXV Sr 1 | - | 3,500,000.00 |
| 859034.189 (P.Y- 859034.189 Units) ICICI Pru Balance Advantage Fund | 17,862,530.41 | 17,862,530.41 |
| 26391.415 units (P.Y.-nil units) ICICI Pru Corporate Bond Fund | 567,455.00 | |
| 30000.000 Units (P.Y- 30000.000) Pramerica Midcap Opportunities Fund | 300,000.00 | 300,000.00 |
| 398032.378 Units (P.Y- 398032.378) Birla M.I.P II - Wealth 25 | 6,449,836.06 | 6,449,836.06 |
| 288335.000 (P.Y- 288335.000) IDFC FTP Sr 28 | 2,883,350.00 | 2,883,350.00 |
| 356488.204 Units (P.Y- 356488.204) HDFC MF M.I.P - Long Term | 7,166,734.97 | 7,166,734.97 |
| nil units (P.Y- 50000.000 units) ICICI Pru FMP Sr 71 Plan C | - | 500,000.00 |
| 250000.000 Units (P.Y- 250000.000) ICICI Pru FMP Sr 71 Plan C | 2,500,000.00 | 2,500,000.00 |
| 452731.000 Units (P.Y- 452731.000 Units) HDFC FMP 370D Aug 2013 (3) | 4,527,310.00 | 4,527,310.00 |
| 793944.278 Units (P.Y- 793944.278) DSP BR FMP Sr III 12M | 7,939,442.78 | 7,939,442.78 |
| 62325.580 Units (P.Y- 62325.580) Sundaram BNP Select Midcap | 6,854,226.11 | 6,854,226.11 |
| 182929.522 Units (P.Y- 182929.522) IDFC Monthly Income Plan | 1,829,295.22 | 1,829,295.22 |
| Nil Units (P.Y- 290951.493) Reliance Monthly Income Plan | - | 5,013,036.04 |
| 62293.696 Units (P.Y- 62293.696) Reliance Regular Savings - Bal | 1,031,030.45 | 1,031,030.45 |
| 82879.964 Units (P.Y- 82879.964) Reliance Regular Savings-Equity | 1,841,352.43 | 1,841,352.43 |
| 178119.768 Units (P.Y- 178119.768) Birla Sunlife Income Plus Plan B | 10,000,000.00 | 10,000,000.00 |
| 1153238.000 Units (P.Y - 1153238) HDFC FMP 1134 D Sept, 2014 (1) | 11,532,380.00 | 11,532,380.00 |

GANODAYA FINLEASE LIMITED

| NOTE - 12 (Contd..) | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|---|---|---|
| 100000.000 Units (P.Y - 100000) Reliance Capital Builder Fund II Sr C | 1,000,000.00 | 1,000,000.00 |
| 300000.000 Units (P.Y - 300000) Reliance Dual Advantage FTP V Plan G | 3,000,000.00 | 3,000,000.00 |
| 500000.000 Units (P.Y - 500000) Reliance F.H.F XXVII Sr 6 | 5,000,000.00 | 5,000,000.00 |
| nil Units (P.Y - 2015707.956) Reliance F.H.F XXVI Sr 12 | - | 20,157,079.56 |
| 189013.265 Units (P.Y- 189013.265) ICICI Pru Regular Savings FUnd | 2,498,245.03 | 2,498,245.03 |
| 2005068.115 units(P.Y.-Nil units)Reliance Corporate Bond Fund | 21,993,792.66 | |
| 105506.934 Units (P.Y- 105506.934) Reliance Dynamic Bond Fund | 2,000,000.00 | 2,000,000.00 |
| 972320 units (P.Y.-Nil units)Reliance Equity Savings Fund | 9,761,218.92 | - |
| 2417.517units (P.Y.-Nil units)Reliance Monthly Income Plan | 4,831,755.91 | |
| 1082227.943 Units (P.Y-1108757.223) Reliance Regular Saving-Debt | 17,400,974.72 | 17,400,974.72 |
| 51102.267 Units (P.Y- 51102.267 Units) Sundaram Growth Fund | 4,340,646.91 | 4,340,646.91 |
| 116074.630 Units (P.Y- 116074.630) Sundaram Select Micro Cap Sr 4 | 1,160,746.30 | 1,160,746.30 |
| nil Units (P.Y- 426717.282 units) Sundaram Fixed Term Plan GE | - | 4,267,172.82 |
| 100000.000 Units (P.Y- 100000) Sundaram Fixed Term Plan FL | 1,000,000.00 | 1,000,000.00 |
| nil Units (P.Y- 5963.625 Units) Birla Cash Manager Fund | - | 2,000,000.00 |
| 123883.084 Units (P.Y- 123883.084 Units) Birla | | |
| Short Term Oppo. Fund | 2,545,685.88 | 2,545,685.88 |
| 354239.360units (P.Y.-Nil units)Hdfc Corporate Debt Oppo. Fund | 4,000,000.00 | - |
| | <u>171,503,179.94</u> | <u>165,786,245.87</u> |
| Market Value of Mutual Funds Investment | <u>227,938,665.06</u> | <u>180,368,376.82</u> |
| NOTE - 13 | | |
| INVENTORIES | | |
| (Valued at Cost) | | |
| Stock of Shares | 1,429,175.28 | 1,429,175.28 |
| | <u>1,429,175.28</u> | <u>1,429,175.28</u> |
| NOTE - 14 | | |
| TRADE RECEIVABLES | | |
| <i>(Unsecured considered good)</i> | | |
| exceeding six months | - | - |
| Others | - | 561.80 |
| | <u>-</u> | <u>561.80</u> |
| NOTE - 15 | | |
| CASH & BANK BALANCES | | |
| Cash & Cash Equivalents | | |
| <u>Balances with bank:</u> | | |
| On Current Accounts | 155,596.63 | 668,715.10 |
| Cash in hand | 1,109,981.57 | 984,589.57 |
| | <u>1,265,578.20</u> | <u>1,653,304.67</u> |

GANODAYA FINLEASE LIMITED

Notes to Financial Statements for the year ended 31st March, 2016

| | (Amount in ₹) AS AT | (Amount in ₹) AS AT |
|---|---------------------------------|---------------------------------|
| NOTE -16 | 31ST MARCH, 2016 | 31ST MARCH, 2015 |
| SHORT TERM LOANS AND ADVANCES | | |
| (Unsecured considered good) | | |
| Loans to Others | 516,829.00 | 3,081,954.00 |
| Advances recoverable in cash or in kind or value to be received or adjusted to Others | 3,000,000.00 | 3,000,000.00 |
| Prepaid Expenses | 5,987.00 | 5,184.00 |
| Other Loans and Advances | | |
| STT Paid | - | 2,480.52 |
| FBT Refundable | - | 12,740.00 |
| MAT Credit Entitlement | 552,315.00 | - |
| Advance Income Tax Paid | - | 5,145,000.00 |
| FBT Paid | - | 26,211.00 |
| Income Tax Paid | - | 616,074.00 |
| Income Tax Refundable | 156,152.00 | - |
| TDS Paid | - | 794,424.00 |
| | 4,231,283.00 | 12,684,067.52 |
| | For the year 2015-16 | For the year 2014-15 |
| NOTE -17 | | |
| REVENUE FROM OPERATION | | |
| Interest Received | 451,203.00 | 580,944.00 |
| {Tax Deducted at source Rs.45020/- (P.Y Rs 57483/-)} | | |
| | 451,203.00 | 580,944.00 |
| NOTE - 18 | | |
| OTHER INCOME | | |
| Profit on Sale of Current Investment | 7,678,280.43 | 3,695,083.48 |
| Prior period adjustment | 511,800.00 | - |
| Interest on I.T Refund | 11,587.00 | - |
| Dividend Received | 22,332.00 | 208,188.00 |
| | 8,223,999.43 | 3,903,271.48 |
| NOTE - 19 | | |
| (INCREASE)/DECREASE IN INVENTORIES | | |
| Inventories at the end of the year | | |
| Stock of Shares | 1,429,175.28 | 1,429,175.28 |
| Inventories at the beginning of the year | | |
| Stock of Shares | 1,429,175.28 | 1,429,175.28 |
| | - | - |
| NOTE - 20 | | |
| EMPLOYEE BENEFIT EXPENSES | | |
| Salaries & Bonus | 1,248,871.00 | 1,121,146.00 |
| Directors Remuneration | 2,700,000.00 | 2,555,578.00 |
| Staff Welfare Expenses | 153,925.00 | 128,326.00 |
| Gratuity | 93,225.00 | 278,238.00 |
| | 4,196,021.00 | 4,083,288.00 |

GANODAYA FINLEASE LIMITED**Notes to Financial Statements for the year ended 31st March, 2016**

| | <u>For the Year</u> <u>2015- 2016</u> | <u>For the Year</u> <u>2014 - 2015</u> |
|--|--|---|
| NOTE - 21 | | |
| OTHER EXPENSES | | |
| Payment to Auditor (Refer details below) | 57,250.00 | 44,944.00 |
| Legal & Professional Charges | 40,371.00 | 395,333.00 |
| Listing Fees | 28,625.00 | 598,963.00 |
| Rates & Taxes | 23,400.00 | 5,150.00 |
| Rent Paid | - | 30,000.00 |
| Telephone Expenses | 106,129.45 | 83,579.00 |
| Vehicle Expenses | 197,601.26 | 137,305.00 |
| Travelling & Conveyance Expenses | 290,194.96 | 289,645.00 |
| General Charge | 269,193.00 | 214,943.00 |
| Prior Period Expenses | - | 7,865.00 |
| Misc Expenses | 375,338.96 | 270,268.00 |
| | <u>1,388,103.63</u> | <u>2,077,995.00</u> |

Payment to AuditorAs Auditor (Including Service Tax)

| | | |
|---------------------|------------------|------------------|
| Statutory Audit Fee | 45,800.00 | 33,708.00 |
| Certificate Fees | 11,450.00 | 11,236.00 |
| | <u>57,250.00</u> | <u>44,944.00</u> |

NOTE - 22**EARNINGS PER SHARE(EPS)**

| | | |
|--|--------------|----------------|
| Net profit/(loss) after tax as per statement of Profit and Loss | 2,787,811.41 | (1,836,197.42) |
| Weighted average number of equity shares used as denominator for calculating EPS | 6500000 | 6500000 |
| Basic & Diluted Earning Per Share | 0.43 | (0.28) |

NOTE - 23

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act,2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this account.

NOTE - 24

Previous year figures have been regrouped/rearranged wherever necessary.

NOTE - 25**RELATED PARTY DISCLOSURE**

As per Accounting Standard - 18, the disclosures of transactions with the related parties are given below:

GANODAYA FINLEASE LIMITED

i) List of related parties where control exists and related parties with whom transactions have been taken place and relationships:

| <u>Name of the Related Party</u> | <u>Relationships</u> |
|----------------------------------|---|
| Smt. Sudha Agarwalla | Key Managerial Person |
| M/s Singhal Towers Pvt Ltd | Enterprises over which Individual/Key Managerial Personnel are able to exercise significant influence |

ii) Transaction during the year with related parties:

| <u>Nature of Transactions</u> | <u>31st March 2016</u> | <u>31st March 2015</u> |
|--------------------------------|------------------------|------------------------|
| Rent & Maintenance Charge Paid | 60,000.00 | 90,000.00 |
| Directors Remuneration Paid | 2,700,000.00 | 2,555,578.00 |
| Meeting Fees | 10,000.00 | 26,000.00 |

NOTE - 26

SEGMENT REPORTING

The Company is mainly engaged in the business of finance & Investments and operates in single geographical segment Viz. India, and as such there is no separate reportable segment.

NOTE - 27

IMPAIRMENT OF ASSETS

Pusuant to Accounting Standard 28-Impairment of Assets issued by Institute of Chartered Accountant of India, the company assessed its fixed assets for impairment as at 31st march, 2016 and concluded that there has been no significant impaired fixed assets that needs to be recognised in the books of accounts.

NOTE - 28

DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"

| | For the Year | (Amount in ₹) For the Year |
|--|---------------------------|-------------------------------|
| | <u>2015 - 2016</u> | <u>2014 - 2015</u> |
| (a) Net Employee Benefit Expenses (Recognised in Employee Benefits Expense) | | |
| (i) Current Service Cost | 41,507.00 | 37,599.00 |
| (ii) Interest Cost | 22,259.00 | - |
| (iii) Expected return on Plan Assets | - | - |
| (iv) Actuarial (gain) / Losses on obligation | 29,459.00 | 240,639.00 |
| (v) Total Expenses | 93,225.00 | 278,238.00 |
| (b) Net Assets (Liability) recognized in Balance Sheet | | |
| (i) Present value of obligation at the end of the year | 371,463.00 | 278,238.00 |
| (ii) Fair value of Plan Assets | - | - |
| (iii) Net Plan Assets / (Liability) | (371,463.00) | (278,238.00) |
| (c) Change in obligation during the year | | |
| (i) Present value of obligation at the beginning of the year | 278,238.00 | 240,639.00 |
| (ii) Current Service Cost | 41,507.00 | 37,599.00 |
| (iii) Interest Cost | 22,259.00 | - |
| (iv) Actuarial (Gain) / Losses on obligation | 29,459.00 | 240,639.00 |

GANODAYA FINLEASE LIMITED

| | | |
|--|------------------------------|----------------|
| (v) Benefits Paid | - | - |
| (vii) Present value of obligation at the end of the year | 371,463.00 | 278,238.00 |
| (d) Change in Fair Value of Plan Assets during the year | | |
| (i) Plan Assets at the beginning of the year | - | - |
| (ii) Expected return on Plan Assets | - | - |
| (iii) Contributions by the employer | - | - |
| (iv) Benefits Paid | - | - |
| (v) Plan Assets at the end of the year | - | - |
| (e) Actuarial Assumption | | |
| (i) Discount Rate | 8.00% | 8.00% |
| (ii) Expected return on Plan Assets | 0.00% | 0.00% |
| (iii) Inflation Rate | 6.00% | 6.00% |
| (iv) Remaining Working Life | 14 Years | 30 Years |
| (v) Mortality Table | Projected Unit Credit Method | IALM 2006-2008 |

For A.K. Meharia & Associates**For and on behalf of Board**Firm Registration Number-324666E
Chartered Accountants**(A.Choudhary)**

Partner

Membership Number 058450

Place: Kolkata

Date: 30th May, 2016

Sudha Agarwalla

Managing Director

DIN : 00938365

Arun Kr. Agarwalla

Director

DIN : 00607272

Deba Prosad Banerjee

Director

DIN : 00607358

Sandeep Kr. Pareek

CFO

GANODAYA FINLEASE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of GANODAYA FINLEASE LIMITED ("the Company") and consolidated with the audited financial statements of its associate (the Company and its associate constitute 'the Group'), which comprise 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.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated financial statements 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 Company and its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the respective assets of the Company and its associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal

financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated 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 these consolidated financial statements by the Board of Directors of the Company.

Auditor's 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 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 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 judgment, 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 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 Company has in place an adequate internal financial controls system over financial reporting 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 Board of Directors of the respective Companies, as well as evaluating the overall presentation of the Consolidated 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 Consolidated financial statements.

GANODAYA FINLEASE LIMITED

Opinion

In our opinion and to the best of our information and according to the explanations given to us, 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.

Report on Other Legal and Regulatory Requirements

1. 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, is not applicable to the auditor's report on Consolidated Financial Statements.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the Consolidated Financial Statements.
 - (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 Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) in our opinion, the Consolidated Balance Sheet, Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement comply with the Accounting Standards referred to in Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) on the basis of written representations received from the directors as on 31st March 2016, and 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 sub-section (2) of section 164 of the Companies Act, 2013.
 - (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 Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial positions in its financial statements.
 - ii) The Company has made provisions, as required under the applicable law or Accounting Standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A.K. Meharia & Associates
Chartered Accountants
Firm's Registration No.324666E

(Anup Choudhary)

Partner

Membership Number: 058450

Place: Kolkata

Dated: 30th May, 2016

| |
|----------------------------------|
| GANODAYA FINLEASE LIMITED |
|----------------------------------|

**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")**

We have audited the internal financial controls over financial reporting of Ganodaya Finlease Limited ("the Company") and its associate companies as of 31 March 2016 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Company and its associate companies 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 applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted

GANODAYA FINLEASE LIMITED

accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company and its associate companies have, 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 A.K. Meharia & Associates
Chartered Accountants
Firm's Registration No.324666E

(Anup Choudhary)
Partner

Membership Number: 058450

Place: Kolkata
Dated: 30th May, 2016

GANODAYA FINLEASE LIMITED**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016**

| | | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|---------------------------------------|----|--|--|
| <u>EQUITY AND LIABILITIES</u> | | | |
| <u>Shareholders Fund</u> | | | |
| Share Capital | 2 | 65,000,000.00 | 65,000,000.00 |
| Reserve & Surplus | 3 | 115,924,653.54 | 111,209,572.24 |
| <u>Non Current Liabilities</u> | | | |
| Long Term Borrowings | 4 | - | - |
| Deferred Tax Liabilities (Net) | 5 | (2,919.00) | 15,659.00 |
| Long Term Provisions | 6 | 376,202.00 | 290,494.00 |
| <u>Current Liabilities</u> | | | |
| Other Current Liabilities | 7 | 510,606.20 | 643,466.20 |
| Short Term Provisions | 8 | 4,053.00 | 6,026,910.00 |
| Total | | 181,812,595.74 | 183,186,101.44 |
| <u>ASSETS</u> | | | |
| <u>Non-Current Assets</u> | | | |
| Fixed Assets | 9 | 621,770.43 | 791,981.30 |
| Non-Current Investments | 10 | 2,755,208.89 | 834,365.00 |
| Long Term Loans & Advances | 11 | 6,400.00 | 6,400.00 |
| <u>Current Assets</u> | | | |
| Current Investment | 12 | 171,503,179.94 | 165,786,245.87 |
| Inventories | 13 | 1,429,175.28 | 1,429,175.28 |
| Trade receivables | 14 | - | 561.80 |
| Cash & Bank Balances | 15 | 1,265,578.20 | 1,653,304.67 |
| Short Term Loans & Advances | 16 | 4,231,283.00 | 12,684,067.52 |
| Total | | 181,812,595.74 | 183,186,101.44 |

Significant Accounting Policies 1

The accompanying Notes of Accounts are an integral part of financial statements.

As per our report of even date

For A.K. Meharia & Associates

Firm Registration Number-324666E

Chartered Accountants

For and on behalf of Board**(A.Choudhary)**

Partner

Membership Number 058450

Place: Kolkata

Date: 30th May, 2016

Sudha Agarwalla

Managing Director

DIN : 00938365

Arun Kr. Agarwalla

Director

DIN : 00607272

Deba Prosad Banerjee

Director

DIN : 00607358

Sandeep Kr. Pareek

CFO

GANODAYA FINLEASE LIMITED**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

| | NOTES | (Amount in ₹) For the Year 2015 - 2016 | (Amount in ₹) For the Year 2014 - 2015 |
|---|-------|--|--|
| INCOME | | | |
| Revenue from Operation | 17 | 451,203.00 | 580,944.00 |
| Other Income | 18 | 8,223,999.43 | 3,903,271.48 |
| Total Revenue | | 8,675,202.43 | 4,484,215.48 |
| EXPENSES | | | |
| (Increase)/Decrease in inventory of Share | 19 | - | - |
| Employee Benefit Expenses | 20 | 4,196,021.00 | 4,083,288.00 |
| Depreciation & Amortization Expenses | 9 | 170,210.87 | 208,178.90 |
| Others expenses | 21 | 1,388,103.63 | 2,077,995.00 |
| Total Expenses | | 5,754,335.50 | 6,369,461.90 |
| Profit/(Loss) Before Tax | | 2,920,866.93 | (1,885,246.42) |
| Tax Expense: | | | |
| Current Tax | | (552,315.00) | - |
| Less: MAT Credit Entitlement | | 552,315.00 | - |
| Deferred Tax Asset/(Liability) | | 18,578.00 | 49,049.00 |
| Excess (Short) Provision for Taxation | | (151,633.52) | - |
| Share of profit(loss) in associates | | 10,308.07 | - |
| Profit/(Loss) for the Period | | 2,798,119.48 | (1,836,197.42) |
| Earning Per equity Share-Basic & Diluted | 22 | 0.43 | (0.28) |
| Face Value Per Share (In ₹) | | 10.00 | 10.00 |
| Significant Accounting Policies | 1 | | |

The accompanying Notes of Accounts are an integral part of financial statements.
As per our report of even date

For A.K. Meharia & Associates
Firm Registration Number-324666E
Chartered Accountants

For and on behalf of Board

(A.Choudhary)
Partner
Membership Number 058450
Place: Kolkata
Date: 30th May, 2016

Sudha Agarwalla
Managing Director
DIN : 00938365

Arun Kr. Agarwalla
Director
DIN : 00607272

Deba Prosad Banerjee
Director
DIN : 00607358

Sandeep Kr. Pareek
CFO

GANODAYA FINLEASE LIMITED**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016**

| | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|--|--|--|
| Cash Flow From Operating Activities | | |
| Net Profit before tax | 2,920,866.93 | (1,885,246.42) |
| Adjustment for: | | |
| Depreciation | 170,210.87 | 208,178.90 |
| Income Tax for Earlier Year | (151,633.52) | - |
| Profit on sale of Current Investment | 7,678,280.43 | (3,695,083.48) |
| Operating Profit before Working Capital Changes | 10,617,724.71 | (5,372,151.00) |
| Adjustment for Working Capital changes | | |
| Short Term Loans & Advances | 8,452,784.52 | 938,783.00 |
| Trade receivables | 561.80 | 2,775,638.20 |
| Other Current Liabilities & Provisions | (6,063,583.00) | 210,750.00 |
| Net Cash Flow From Operating Activities | A) 13,007,488.03 | (1,446,979.80) |
| Cash Flow From Investing Activities | | |
| Purchase of Fixed Assets | - | (50,284.00) |
| Profit from sale of Current Investment | (7,678,280.43) | 3,695,083.48 |
| Increase/(Decrease) of Non-Current Investment | - | 1,092,000.00 |
| Increase/(Decrease) of Current Investment | (5,716,934.07) | (2,597,233.03) |
| Net Cash Flow From Investing Activities | B) (13,395,214.50) | 2,139,566.45 |
| Cash Flow From Financing Activities | | |
| Long Term Borrowings | - | (110,644.00) |
| Net Cash Flow from financing Activities | C) - | (110,644.00) |
| Net Increase/(Decrease) in cash and cash Equivalents | | |
| equivalents (A+B+C) | (387,726.47) | 581,942.65 |
| Cash and cash equivalent at the beginning of the year | 1,653,304.67 | 1,071,362.02 |
| Cash and Cash Equivalent at the end of the year | 1,265,578.20 | 1,653,304.67 |

Notes:

- The Cash Flow statement has been prepared under the indirect method as set out in Accounting Standard (AS) 3 'Cash Flow Statement' as specified in Companies (Accounts) Rules, 2014
- Figures of the previous period has been rearranged/ regrouped where ever considard necessary.
- Impact of consolidation for the associates companies in the value of investments and Reserve & Surplus are not taken in consideration since there is no cash flow on consolidation of accounts.

As per our report of even date

For A.K. Meharia & Associates**For and on behalf of Board**

Firm Registration Number-324666E

Chartered Accountants

(A.Choudhary)

Partner

Membership Number 058450

Place: Kolkata

Date: 30th May, 2016

Sudha Agarwalla

Managing Director

DIN : 00938365

Arun Kr. Agarwalla

Director

DIN : 00607272

Deba Prosad Banerjee

Director

DIN : 00607358

Sandeep Kr. Pareek

CFO

GANODAYA FINLEASE LIMITED

NOTE -1 SIGNIFICANT ACCOUNTING POLICIES

a) Basis of Preparation of Financial Statements

The Consolidated financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act")/Companies Act, 1956 ("the Act 1956"), as applicable. These financial statements have been prepared on an accrual basis and under the historical cost conventions.

b) Principals of Consolidation

The Consolidated Financial Statements consist of Ganodaya Finlease Limited ("the Company") and its Associates companies (collectively referred to as "the Group"). The Consolidated Financial Statements have been prepared on the following basis:

- i) Investment in associates where the Company directly or indirectly holds more than 20% of equity, are accounted for using equity method as per Accounting Standard 23 – Accounting for Investments in Associates in Consolidated Financial Statements notified by Companies (Accounting Standards) Rules, 2006. The financial statements of the associates used in the consolidation are drawn up to the same reporting date as that of the Company i.e. 31st March, 2016,
- ii) The difference between the cost of investment in the associates and the Group's share of net assets at the time of acquisition of share in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.
- iii) The Group accounts for its share of post acquisition changes in net assets of associates, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.
- iv) Name of the Associates and their percentage shareholding

| | <u>2015-2016</u> | <u>2014-2015</u> |
|---------------------------------|------------------|------------------|
| Swagatam Distributors Pvt. Ltd. | 24.04% | 24.04% |
| Vidyut Dealers Pvt. Ltd. | 28.54% | 28.54% |

b) Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known / materialised.

c) Inventories

Stock of shares are valued at cost

d) Fixed Assets:

Fixed Assets are stated at cost of acquisition/installation less accumulated depreciation. The cost of assets comprises of purchase price and directly attributable cost of bringing the assets to working condition for its intended use.

GANODAYA FINLEASE LIMITED

e) Depreciation and Amortisation

In respect of fixed assets (other than freehold land and capital work-in-progress) acquired during the year, depreciation/ amortisation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to 1 April, 2014, the carrying amount as on 1 April, 2014 is depreciated over the remaining useful life in terms of the provisions of Schedule II of the Companies Act, 2013.

f) Investments

- i) Investments are classified into current and Long -term investment. Current Investments are stated at lower of cost and fair market value. Long Term Investments are stated at cost after deducting provision, if any, for diminution in value considered to be other than temporary in nature.
- ii) The Equity investment in Associates where company has significant influence but not control is initially recognized at cost, and the carrying amount is increased or decreased to recognize the investor's share of the profit or loss of the investee after the acquisition date

g) Earning Per Share

Basic and Diluted Earnings per shares are calculated by dividing the net profit attributable to the ordinary shareholders by the weighted average number of ordinary shares outstanding during the year.

h) Taxation

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961, Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and law that are enacted or substantively enacted as on the balance sheet date. Deferred tax assets is recognised and carried forward only to the extent that there is virtual certainty that the assets will be realised in future.

i) Employee Benefits:

Gratuity Liability has been provided on the basis of actuarial valuation. The company does not contribute to any fund for gratuity for its employees. The cost of providing benefits is determined on the basis of actuarial valuation at each year end using projected unit credit method. Actuarial gain and losses is recognized in the period in which they occur in the statement of profit and loss.

j) Provision & Contingent Liability

A provision is recognized when there is a present obligation as a result of past event, that probably requires an outflow of resources and a reliable estimate can be made to settle the amount of obligation. These are reviewed at each year end and adjusted to reflect the best current estimates. Contingent liabilities are not recognised but disclosed in the financial statements.

GANODAYA FINLEASE LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2016

| | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|--|--|--|
| NOTE - 2 | | |
| SHARE CAPITAL | | |
| Authorised Shares: | | |
| 65,00,000 (P.Y:65,00,000) Equity Shares of Rs.10/-each | 65,000,000.00 | 65,000,000.00 |
| Issued, Subscribed & fully Paid - up Shares | | |
| 65,00,000 (P.Y:65,00,000) Equity Shares of Rs.10/-each fully paid Up | 65,000,000.00 | 65,000,000.00 |
| | 65,000,000.00 | 65,000,000.00 |

a) Terms/rights attached to equity shares.

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders except in the case of interim dividend. In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amount in proportion of their shareholding.

b) Details of shareholders holding more than 5% shares in the company

| | AS AT | | AS AT | |
|--|------------------|-----------|------------------|-----------|
| | 31ST MARCH, 2016 | | 31ST MARCH, 2015 | |
| | No. of Shares | % Holding | No. of Shares | % Holding |
| Equity Shares of Rs.10 each fully paid up | | | | |
| Dhanverdhi Exports Ltd | 757,000 | 11.65% | 757,000 | 11.65% |
| Windsor Mercantiles Pvt Ltd | 581,900 | 8.95% | 581,900 | 8.95% |
| Core Mercantiles Pvt Ltd | 563,600 | 8.67% | 563,600 | 8.67% |
| Bright Finance Pvt Ltd | 332,100 | 5.11% | 332,100 | 5.11% |

NOTE - 3

RESERVES & SURPLUS

| | AS AT 31ST MARCH, 2016 | AS AT 31ST MARCH, 2015 |
|---|---------------------------|---------------------------|
| Security Premium | | |
| Balance as per last financial statement | 37,500,000.00 | 37,500,000.00 |
| General Reserve | | |
| Balance as per last financial statement | 38,109.00 | 38,109.00 |
| Statutory Reserve | | |
| Balance as per last financial statement | 14,213,371.00 | 14,213,371.00 |
| Add: Transfer during the year | 559,623.90 | - |
| | 14,772,994.90 | 14,213,371.00 |
| Capital Reserve | | |
| Equity Accounting of associates | 1,205,533.14 | - |
| Profit & Loss Account | | |
| Balance as per last financial statement | 59,458,092.24 | 61,368,305.46 |
| Add: Consolidated Profit/(Loss) for the year | 2,798,119.48 | (1,836,187.42) |
| Less: Retained Earning of Depreciation | - | (77,016.80) |
| Less: Contingent Prov. Against Standard Asset | 6,426.00 | 2,991.00 |
| Less: Transfer to Statutory Reserve | (559,623.90) | - |
| Equity Accounting of associates | 705,002.68 | - |
| | 62,408,016.51 | 59,458,092.24 |
| | 115,924,653.54 | 111,209,572.24 |

NOTE -4

LONG TERM BORROWINGS

(Unsecured unless otherwise stated)

| | | |
|---|---|--------------|
| Vehicle Loan (Secured) from ICICI Bank Ltd. | - | 110,644.00 |
| Less: Current Maturity | - | (110,644.00) |

a) Term Loan from Bank of Rs.Nil (Previous Year Rs.1.11 Lacs) and carries interest @ 10.36%. The loan is repayable generally over a period of three years in montly installments as per the terms of the agreements along with interest from the date of loan. The loan is secured by hypothecation of respective vehicles.

NOTE - 5

DEFERRED TAX LIABILITIES

On account of

| | | |
|------------------------------------|------------|-----------|
| On carrying amount of fixed assets | (2,919.00) | 15,659.00 |
| | (2,919.00) | 15,659.00 |

NOTE -6

LONG TERM PROVISIONS

| | | |
|--|------------|------------|
| Contingent Provision against Standard Assets | 8,792.00 | 15,218.00 |
| Provision for Gratuity | 367,410.00 | 275,276.00 |
| | 376,202.00 | 290,494.00 |

GANODAYA FINLEASE LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2016

NOTE - 7

OTHER CURRENT LIABILITIES

| | |
|---|-------------------|
| Current maturities of long -term debt (note - 3) | 110,644.00 |
| Sundry Creditors for Exp. & Others | 486,089.20 |
| Statutory Dues | 46,733.00 |
| | 643,466.20 |
| | 449,797.20 |
| | 60,809.00 |
| | 510,606.20 |

NOTE - 8

SHORT TERM PROVISIONS

| | |
|------------------------|---------------------|
| Provision for Taxation | 5,997,737.00 |
| Provision for FBT | 26,211.00 |
| Provision for Gratuity | 2,962.00 |
| | 6,026,910.00 |
| | 4,053.00 |
| | 4,053.00 |

SCHEDULE FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2016

NOTES - 9

FIXED ASSETS

| PARTICULARS | GROSS BLOCK | | | DEPRECIATION | | | NET BLOCK | | | |
|---------------------|--------------------|-----------|-----------|---------------------|--------------------|-----------------|--------------------------------------|--------------------|---------------------|---------------------|
| | As on 1.04.2015 | Additions | Deduction | As on 31.03.2016 | Upto 31.03.2015 | For the Year | Adjustments with retained earning | Upto 31.03.2016 | As at 31.03.2016 | As at 31.03.2015 |
| Computer | 123,880.00 | - | - | 123,880.00 | 117,686.00 | - | - | 117,686.00 | 6,194.00 | 6,194.00 |
| Motor Car | 885,061.00 | - | - | 885,061.00 | 250,586.59 | 111,293.67 | - | 361,880.26 | 523,180.74 | 634,474.41 |
| Mobile Phone | 135,498.00 | - | - | 135,498.00 | 60,317.37 | 23,125.80 | - | 83,443.17 | 52,054.83 | 75,180.63 |
| Air Conditioner | 144,600.00 | - | - | 144,600.00 | 123,150.72 | 14,219.28 | - | 137,370.00 | 7,230.00 | 21,449.28 |
| EPBX Machine | 13,000.00 | - | - | 13,000.00 | 9,545.29 | 2,804.71 | - | 12,350.00 | 650.00 | 3,454.71 |
| Refrigerator | 35,700.00 | - | - | 35,700.00 | 23,666.71 | 2,520.75 | - | 26,187.46 | 9,512.54 | 12,033.29 |
| Furniture & Fixture | 83,165.00 | - | - | 83,165.00 | 79,006.75 | - | - | 79,006.75 | 4,158.25 | 4,158.25 |
| Television | 41,000.00 | - | - | 41,000.00 | 15,160.31 | 11,456.61 | - | 26,616.92 | 14,383.08 | 25,839.69 |
| Water Purifier | 15,635.00 | - | - | 15,635.00 | 6,437.96 | 4,790.04 | - | 11,228.00 | 4,407.00 | 9,197.04 |
| Total Rs. | 1,477,539.00 | - | - | 1,477,539.00 | 685,557.70 | 170,210.87 | - | 855,768.57 | 621,770.43 | 791,981.30 |
| Previous Year | 1,427,255.00 | 50,284.00 | - | 1,477,539.00 | 400,362.00 | 208,178.90 | 77,016.80 | 685,557.70 | 791,981.30 | 1,026,893.00 |

GANODAYA FINLEASE LIMITED

Notes to Consolidated Financial Statements for the year ended 31st March, 2016

| | (Amount in ₹) AS AT <u>31ST MARCH, 2016</u> | (Amount in ₹) AS AT <u>31ST MARCH, 2015</u> |
|---|---|---|
| NOTE - 10 | | |
| NON CURRENT INVESTMENTS | | |
| <u>Trade Investments (Valued at cost unless stated otherwise)</u> | | |
| <u>Unquoted Equity Instruments</u> | | |
| (Face Value: Rs.10/- each fully paid up) | | |
| <u>Investment in Associates</u> | | |
| 45,000(P.Y. 45,000) Equity Share of Swagtam Distributors Pvt Ltd | 650,389.84 | 90,000.00 |
| (including ` 560389.84 (p.y- nil) of capital reserve arising on consolidation | | |
| Add:Share of post acquisition profit(net of losses) | <u>326,043.94</u> | - |
| | <u>976,433.77</u> | 90,000.00 |
| 55,000(P.Y.55,000) Equity Share of Vidhut Dealers Pvt Ltd | 825,143.30 | 180,000.00 |
| (including ` 645143.30 (p.y- nil) of capital reserve arising on consolidation | | |
| Add: Share of post acquisition profit(net of losses) | <u>389,266.81</u> | - |
| | <u>1,214,410.11</u> | 180,000.00 |
| | <u>2,190,843.89</u> | 270,000.00 |
| <u>Investment in Others</u> | | |
| 130,000(P.Y.1,30,000) Equity Share of Saket Traders Pvt Ltd | 168,000.00 | 168,000.00 |
| | <u>168,000.00</u> | 168,000.00 |
| <u>Other Investment</u> | | |
| Flat | 396,365.00 | 396,365.00 |
| | <u>396,365.00</u> | 396,365.00 |
| Total Investment | <u>2,755,208.89</u> | 834,365.00 |
| NOTE - 11 | | |
| LONG TERM LOANS AND ADVANCES | | |
| <i>(Unsecured considered good)</i> | | |
| Deposits | 6,400.00 | 6,400.00 |
| | <u>6,400.00</u> | 6,400.00 |
| NOTE - 12 | | |
| CURRENT INVESTMENTS | | |
| <u>Trade Investments (Valued at cost unless stated otherwise)</u> | | |
| <u>Mutual Fund</u> | | |
| 513954.781 Units (P.Y - 513954.781) Reliance F.H.F XXIV Sr 2 | 5,139,547.81 | 5,139,547.81 |
| 254562.237 Units (P.Y- 254562.237) Reliance F.H.F XXIV Sr 7 | 2,545,622.37 | 2,545,622.37 |
| nil Units (P.Y- 350000) Reliance F.H.F XXV Sr 1 | - | 3,500,000.00 |
| 859034.189 (P.Y- 859034.189 Units) ICICI Pru Balance Advantage Fund | 17,862,530.41 | 17,862,530.41 |
| 26391.415 units (P.Y.-nil units) ICICI Pru Corporate Bond Fund | 567,455.00 | |
| 30000.000 Units (P.Y- 30000.000) Pramerica Midcap Opportunities Fund | 300,000.00 | 300,000.00 |
| 398032.378 Units (P.Y- 398032.378) Birla M.I.P II - Wealth 25 | 6,449,836.06 | 6,449,836.06 |
| 288335.000 (P.Y- 288335.000) IDFC FTP Sr 28 | 2,883,350.00 | 2,883,350.00 |
| 356488.204 Units (P.Y- 356488.204) HDFC MF M.I.P - Long Term | 7,166,734.97 | 7,166,734.97 |
| nil units (P.Y- 50000.000 units) ICICI Pru FMP Sr 71 Plan C | - | 500,000.00 |
| 250000.000 Units (P.Y- 250000.000) ICICI Pru FMP Sr 71 Plan C | 2,500,000.00 | 2,500,000.00 |
| 452731.000 Units (P.Y- 452731.000 Units) HDFC FMP 370D Aug 2013 (3) | 4,527,310.00 | 4,527,310.00 |
| 793944.278 Units (P.Y- 793944.278) DSP BR FMP Sr III 12M | 7,939,442.78 | 7,939,442.78 |
| 62325.580 Units (P.Y- 62325.580) Sundaram BNP Select Midcap | 6,854,226.11 | 6,854,226.11 |
| 182929.522 Units (P.Y- 182929.522) IDFC Monthly Income Plan | 1,829,295.22 | 1,829,295.22 |
| Nil Units (P.Y- 290951.493) Reliance Monthly Income Plan | - | 5,013,036.04 |
| 62293.696 Units (P.Y- 62293.696) Reliance Regular Savings - Bal | 1,031,030.45 | 1,031,030.45 |

GANODAYA FINLEASE LIMITED

| | | |
|---|----------------------|---------------|
| 82879.964 Units (P.Y- 82879.964) Reliance Regular Savings-Equity | 1,841,352.43 | 1,841,352.43 |
| 178119.768 Units (P.Y- 178119.768) Birla Sunlife Income Plus Plan B | 10,000,000.00 | 10,000,000.00 |
| 1153238.000 Units (P.Y - 1153238) HDFC FMP 1134 D Sept, 2014 (1) | 11,532,380.00 | 11,532,380.00 |
| 100000.000 Units (P.Y - 100000) Reliance Capital Builder Fund II Sr C | 1,000,000.00 | 1,000,000.00 |
| 300000.000 Units (P.Y - 300000) Reliance Dual Advantage FTP V Plan G | 3,000,000.00 | 3,000,000.00 |
| 500000.000 Units (P.Y - 500000) Reliance F.H.F XXVII Sr 6 | 5,000,000.00 | 5,000,000.00 |
| nil Units (P.Y - 2015707.956) Reliance F.H.F XXVI Sr 12 | - | 20,157,079.56 |
| 189013.265 Units (P.Y- 189013.265) ICICI Pru Regular Savings FUnd | 2,498,245.03 | 2,498,245.03 |
| 2005068.115 units(P.Y.-Nil units)Reliance Corporate Bond Fund | 21,993,792.66 | |
| 105506.934 Units (P.Y- 105506.934) Reliance Dynamic Bond Fund | 2,000,000.00 | 2,000,000.00 |
| 972320 units (P.Y.-Nil units)Reliance Equity Savings Fund | 9,761,218.92 | - |
| 2417.517units (P.Y.-Nil units)Reliance Monthly Income Plan | 4,831,755.91 | |
| 1082227.943 Units(P.Y-1108757.223) Reliance Regular Saving-Debt | 17,400,974.72 | 17,400,974.72 |
| 51102.267 Units (P.Y- 51102.267 Units) Sundaram Growth Fund | 4,340,646.91 | 4,340,646.91 |
| 116074.630 Units (P.Y- 116074.630) Sundaram Select Micro Cap Sr 4 | 1,160,746.30 | 1,160,746.30 |
| 426717.282 Units (P.Y- 426717.282 units) Sundaram Fixed Term Plan GE | - | 4,267,172.82 |
| 100000.000 Units (P.Y- 100000) Sundaram Fixed Term Plan FL | 1,000,000.00 | 1,000,000.00 |
| Nil Units (P.Y- 5963.625 Units) Birla Cash Manager Fund | - | 2,000,000.00 |
| 123883.084 Units (P.Y- 123883.084 Units) Birla Short Term Oppo. Fund | 2,545,685.88 | 2,545,685.88 |
| Nil units (P.Y.-Nil units)Hdfc Corporate Debt Oppo. Fund | 4,000,000.00 | - |

| | | |
|--|-----------------------|----------------|
| | 171,503,179.94 | 165,786,245.87 |
|--|-----------------------|----------------|

Market Value of Mutual Funds Investment

| | | |
|--|-----------------------|----------------|
| | 227,938,665.06 | 180,368,376.82 |
|--|-----------------------|----------------|

| | (Amount in ₹) AS AT | (Amount in ₹) AS AT |
|--|------------------------|------------------------|
|--|------------------------|------------------------|

NOTE - 13

INVENTORIES

(Valued at Cost)

Stock of Shares

| | | |
|--|---------------------|--------------|
| | 1,429,175.28 | 1,429,175.28 |
|--|---------------------|--------------|

| | | |
|--|---------------------|--------------|
| | 1,429,175.28 | 1,429,175.28 |
|--|---------------------|--------------|

NOTE - 14

TRADE RECEIVABLES

(Unsecured considered good)

exceeding six months

Others

| | | |
|--|---|---|
| | - | - |
|--|---|---|

| | | |
|--|---|--------|
| | - | 561.80 |
|--|---|--------|

| | | |
|--|---|--------|
| | - | 561.80 |
|--|---|--------|

NOTE - 15

CASH & BANK BALANCES

Cash & Cash Equivalents

Balances with bank:

On Current Accounts

Cash in hand

| | | |
|--|-------------------|------------|
| | 155,596.63 | 668,715.10 |
|--|-------------------|------------|

| | | |
|--|---------------------|------------|
| | 1,109,981.57 | 984,589.57 |
|--|---------------------|------------|

| | | |
|--|---------------------|--------------|
| | 1,265,578.20 | 1,653,304.67 |
|--|---------------------|--------------|

GANODAYA FINLEASE LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2016**

| | (Amount in ₹) AS AT 31ST MARCH, 2016 | (Amount in ₹) AS AT 31ST MARCH, 2015 |
|---|--|--|
| NOTE -16 | | |
| SHORT TERM LOANS AND ADVANCES | | |
| (Unsecured considered good) | | |
| Loans to Others | 516,829.00 | 3,081,954.00 |
| Advances recoverable in cash or in kind or value to be received or adjusted to Others | 3,000,000.00 | 3,000,000.00 |
| Prepaid Expenses | 5,987.00 | 5,184.00 |
| Other Loans and Advances | | |
| STT Paid | - | 2,480.52 |
| FBT Refundable | - | 12,740.00 |
| MAT Credit Entitlement | 552,315.00 | - |
| Advance Income Tax Paid | - | 5,145,000.00 |
| FBT Paid | - | 26,211.00 |
| Income Tax Paid | - | 616,074.00 |
| Income Tax Refundable | 156,152.00 | - |
| TDS Paid | - | 794,424.00 |
| | 4,231,283.00 | 12,684,067.52 |
| | For the year 2015-16 | For the year 2014-15 |
| NOTE -17 | | |
| REVENUE FROM OPERATION | | |
| Interest Received | 451,203.00 | 580,944.00 |
| {Tax Deducted at source Rs.45020/- (P.Y Rs 57483/-)} | | |
| | 451,203.00 | 580,944.00 |
| NOTE - 18 | | |
| OTHER INCOME | | |
| Profit on Sale of Current Investment | 7,678,280.43 | 3,695,083.48 |
| Prior period adjustment | 511,800.00 | - |
| Interest on I.T Refund | 11,587.00 | - |
| Dividend Received | 22,332.00 | 208,188.00 |
| | 8,223,999.43 | 3,903,271.48 |
| NOTE - 19 | | |
| (INCREASE)/DECREASE IN INVENTORIES | | |
| Inventories at the end of the year | | |
| Stock of Shares | 1,429,175.28 | 1,429,175.28 |
| Inventories at the beginning of the year | | |
| Stock of Shares | 1,429,175.28 | 1,429,175.28 |
| | - | - |
| NOTE - 20 | | |
| EMPLOYEE BENEFIT EXPENSES | | |
| Salaries & Bonus | 1,248,871.00 | 1,121,146.00 |
| Directors Remuneration | 2,700,000.00 | 2,555,578.00 |
| Staff Welfare Expenses | 153,925.00 | 128,326.00 |
| Gratuity | 93,225.00 | 278,238.00 |
| | 4,196,021.00 | 4,083,288.00 |

GANODAYA FINLEASE LIMITED**Notes to Consolidated Financial Statements for the year ended 31st March, 2016**

| | For the Year 2015- 2016 | For the Year 2014 - 2015 |
|--|----------------------------|-----------------------------|
| NOTE - 21 | | |
| OTHER EXPENSES | | |
| Payment to Auditor (Refer details below) | 57,250.00 | 44,944.00 |
| Legal & Professional Charges | 40,371.00 | 395,333.00 |
| Listing Fees | 28,625.00 | 598,963.00 |
| Rates & Taxes | 23,400.00 | 5,150.00 |
| Rent Paid | - | 30,000.00 |
| Telephone Expenses | 106,129.45 | 83,579.00 |
| Vehicle Expenses | 197,601.26 | 137,305.00 |
| Travelling & Conveyance Expenses | 290,194.96 | 289,645.00 |
| General Charge | 269,193.00 | 214,943.00 |
| Prior Period Expenses | - | 7,865.00 |
| Misc Expenses | 375,338.96 | 270,268.00 |
| | <u>1,388,103.63</u> | <u>2,077,995.00</u> |

Payment to Auditor**As Auditor (Including Service Tax)**

| | | |
|---------------------|------------------|------------------|
| Statutory Audit Fee | 45,800.00 | 33,708.00 |
| Certificate Fees | 11,450.00 | 11,236.00 |
| | <u>57,250.00</u> | <u>44,944.00</u> |

NOTE - 22**EARNINGS PER SHARE(EPS)**

| | | |
|--|--------------|----------------|
| Net profit/(loss) after tax as per statement of Profit and Loss | 2,798,119.48 | (1,836,197.42) |
| Weighted average number of equity shares used as denominator for calculating EPS | 6500000 | 6500000 |
| Basic & Diluted Earning Per Share | 0.43 | (0.28) |

NOTE - 23

As per information available with the Company, there are no suppliers covered under Micro, Small & Medium Enterprises Development Act,2006. As a result, no interest provision/payment have been made by the Company to such creditors, if any, and no disclosure thereof is made in this account.

NOTE - 24

Previous year figures have been regrouped/rearranged wherever considered necessary. This is the first year of consolidation of accounts and therefore figures in previous year are standalone only.

NOTE - 25**RELATED PARTY DISCLOSURE**

As per Accounting Standard - 18, the disclosures of transactions with the related parties are given below:

GANODAYA FINLEASE LIMITED

i) List of related parties where control exists and related parties with whom transactions have been taken place and relationships:

| <u>Name of the Related Party</u> | <u>Relationships</u> |
|----------------------------------|---|
| Smt. Sudha Agarwalla | Key Managerial Person |
| M/s Singhal Towers Pvt Ltd | Enterprises over which Individual/Key Managerial Personnel are able to exercise significant influence |

ii) Transaction during the year with related parties:

| <u>Nature of Transactions</u> | <u>31st March 2016</u> | <u>31st March 2015</u> |
|--------------------------------|------------------------|------------------------|
| Rent & Maintenance Charge Paid | 60,000.00 | 90,000.00 |
| Directors Remuneration Paid | 2,700,000.00 | 2,555,578.00 |
| Meeting Fees | 10,000.00 | 26,000.00 |

NOTE - 26

SEGMENT REPORTING

The Company is mainly engaged in the business of finance & Investments and operates in single geographical segment Viz. India, and as such there is no separate reportable segment.

NOTE - 27

IMPAIRMENT OF ASSETS

Pursuant to Accounting Standard 28-Impairment of Assets issued by Institute of Chartered Accountant of India, the company assessed its fixed assets for impairment as at 31st March, 2016 and concluded that there has been no significant impaired fixed assets that needs to be recognised in the books of accounts.

NOTE - 28

DISCLOSURES PURSUANT TO ACCOUNTING STANDARD - 15 "EMPLOYEE BENEFIT"

| | (Amount in ₹) | |
|--|---------------------------|---------------------------|
| | For the Year | For the Year |
| | <u>2015 - 2016</u> | <u>2014 - 2015</u> |
| (a) Net Employee Benefit Expenses (Recognised in Employee Benefits Expense) | | |
| (i) Current Service Cost | 41,507.00 | 37,599.00 |
| (ii) Interest Cost | 22,259.00 | - |
| (iii) Expected return on Plan Assets | - | - |
| (iv) Actuarial (gain) / Losses on obligation | 29,459.00 | 240,639.00 |
| (v) Total Expenses | 93,225.00 | 278,238.00 |
| (b) Net Assets (Liability) recognized in Balance Sheet | | |
| (i) Present value of obligation at the end of the year | 371,463.00 | 278,238.00 |
| (ii) Fair value of Plan Assets | - | - |
| (iii) Net Plan Assets / (Liability) | (371,463.00) | (278,238.00) |
| (C) Change in obligation during the year | | |
| (i) Present value of obligation at the beginning of the year | 278,238.00 | 240,639.00 |
| (ii) Current Service Cost | 41,507.00 | 37,599.00 |

| |
|----------------------------------|
| GANODAYA FINLEASE LIMITED |
|----------------------------------|

| | | |
|--|------------------------------|----------------|
| (iii) Interest Cost | 22,259.00 | - |
| (iv) Actuarial (Gain) / Losses on obligation | 29,459.00 | 240,639.00 |
| (v) Benefits Paid | - | - |
| (vii) Present value of obligation at the end of the year | 371,463.00 | 278,238.00 |
| (d) Change in Fair Value of Plan Assets during the year | | |
| (i) Plan Assets at the beginning of the year | - | - |
| (ii) Expected return on Plan Assets | - | - |
| (iii) Contributions by the employer | - | - |
| (iv) Benefits Paid | - | - |
| (v) Plan Assets at the end of the year | - | - |
| (e) Actuarial Assumption | | |
| (i) Discount Rate | 8.00% | 8.00% |
| (ii) Expected return on Plan Assets | 0.00% | 0.00% |
| (iii) Inflation Rate | 6.00% | 6.00% |
| (iv) Remaining Working Life | 14 Years | 30 Years |
| (v) Mortality Table | Projected Unit Credit Method | IALM 2006-2008 |

For A.K. Meharia & Associates

For and on behalf of Board

Firm Registration Number-324666E
Chartered Accountants

(A.Choudhary)

Partner
Membership Number 058450
Place: Kolkata
Date: 30th May, 2016

Sudha Agarwalla
Managing Director
DIN : 00938365

Arun Kr. Agarwalla
Director
DIN : 00607272

Deba Prosad Banerjee
Director
DIN : 00607358

Sandeep Kr. Pareek
CFO

GANODAYA FINLEASE LIMITED

(CIN:L51226WB1986PLC040287)

Regd.Office:- A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata-700 001

Phone:033-22436243, Fax:-033-22310835

Email: ganodayafinlease@gmail.com; Website: www.ganodayafinlease.com

ATTENDANCE SLIP

30th Annual General Meeting- 27th September, 2016.

(To be presented at the entrance)

| |
|---|
| Name of the attending Member(In Block Letters) |
| Folio |
| DP ID CLIENT ID No. |
| No.of Shares Held |
| Name of PROXY (In Block Letters , to be filled in if Proxy Attends instead of the Member) |

I hereby record my presence at the 30th Annual General Meeting of the Company held on Tuesday , 27th September, 2016 at 1.00 P.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001.

.....
Signature of the Member/Proxy

(to be signed at the time of handing over this slip)

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Form No. MGT 11

PROXY FORM

(30th Annual General Meeting – 27th September, 2016)

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

| | |
|---------------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| Folio No./DP ID-Client ID | |
| E-Mail ID | |
| No.of Shares | |

I/We , being the member(s) of _____ shares of the named company, hereby appoint

| | |
|----------------|-----------|
| 1.Name: | |
| Address: | |
| Email Id | Signature |
| or failing him | |
| 2.Name: | |
| Address: | |
| Email Id | Signature |
| or failing him | |
| 3.Name: | |
| Address: | |
| Email Id | Signature |

as my proxy to attend and vote for me/us and on my/our behalf at the 30th Annual General Meeting of the Company , to be held on Tuesday , the 27th September, 2016 at 1.00 P.M at A-402, Mangalam, 24/26 Hemanta Basu Sarani, Kolkata- 700 001 and at any adjournment thereof in respect of such resolutions as are indicated below:-

| Sl.No. | Resolution | For | Against |
|---------------------------|---|-----|---------|
| Ordinary Business: | | | |
| 1. | Adoption of Financial Statements of the Company for the year ended 31st March, 2016 together with the Director's & Auditors Report thereon. | | |
| 2. | Ratification of Appointment of M/s A.K.Meharia & Associates, Chartered Accountants as Statutory Auditors of the Company . | | |
| 3. | To appoint a Director in place of Mr. Deba Prosad Banerjee who retires by rotation and being eligible, offers himself for re-appointment. | | |
| Special Business: | | | |
| 4. | Alteration of Articles of Association of the Company | | |

Signed this ___ day of _____ 2016

Revenue
Stamp

Signature of Member

Signature of proxy

Notes:1) The proxy form to be effective should be duly completed , dated, signed , stamped and deposited at the registered office of the company at least 48 hours before the time fixed for holding the meeting.

(2) Please bring your copy of Annual Report to the Meeting.

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Route Map to AGM Venue

