

**30TH
ANNUAL REPORT
2017-2018**

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

SUN FINLEASE (GUJARAT) LIMITED

Company Information

BOARD OF DIRECTORS:

Mr. Parag P. Shah	Chairman & Managing Director
Mr. Paras K. Sharma	Independent Director
Mrs. Bhargavi V. Talati	Independent Director
Mr. Mahendar Patel	Independent Director

CHIEF FINANCIAL OFFICER:

Mr. Nitin B. Shah

COMPANY SECRETARY:

Ms. Pooja Jain

STATUTORY AUDITORS:

M/s. Parikh & Amin Associates
Chartered Accountants
205, 2nd Floor, 'B' Wing,
Abhinav Apts.,
302, Shradhanand Road,
Vile Parle (E), Mumbai - 400 057

SECRETARIAL AUDITOR:

M/s. Ravi Kapoor & Associates
Practicing Company Secretaries
4th floor, Shaival Plaza,
Gujarat College Road
Ellisbridge, Ahmedabad - 380 006

REGISTERED OFFICE:

3, Ravipushp Apartment,
B/s Navneet House,
Memnagar,
Ahmedabad – 380 052
(Gujarat)

REGISTRAR AND SHARE TRANSFER AGENTS:

Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road,
Marol, Andheri East,
Mumbai - 400 059, Maharashtra
Tel: 022 62638200
Fax: 022 62638299
E-mail: investor@bigshareonline.com

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SUN FINLEASE (GUJARAT) LIMITED

(CIN: L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Tel.: (079) 2749 6313 Email id: sfgl.1988@gmail.com Website: www.sfgl.in.net

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **SUN FINLEASE (GUJARAT) LIMITED** will be held on Saturday, 29th Day of September, 2018 at 11:00 a.m. at the Registered Office of the Company situated at 3, Ravipushp Apartment, B/s. Navneet house, Memnagar, Ahmedabad - 380052 to transact the following businesses:

ORDINARY BUSINESS:

- (1) To receive, consider, and adopt financial statements of the Company for the year ended 31st March, 2018 including the Audited Balance Sheet as at 31st March, 2018 and the Statement of Profit & Loss Account and Cash flow statement for the year ended on 31st March, 2018 and the reports of the Directors' and the Auditors' thereon.
- (2) To appoint a Managing Director in place of Mr. Parag P. Shah (DIN: 00228965) who retires by rotation and being eligible offers himself for reappointment.

Regd. Office:

3, Ravipushp Apartment,
B/s. Navneet House, Memnagar,
Ahmedabad-380052 Gujarat

PLACE : Ahmedabad

DATE : 10.08.2018

**BY ORDER OF BOARD OF DIRECTORS
FOR SUN FINLEASE (GUJARAT) LIMITED**

**PARAG P. SHAH
(CHAIRMAN)
(DIN: 00228965)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 30TH ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **The proxy form, to be valid and effective, should be lodged at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the AGM.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carry voting rights. A member holding more than ten percent of the total share capital of the Company, carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
4. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the company a certified copy of relevant board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board resolution to attend and vote on their behalf at the meeting.
5. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the Annual General meeting.
6. Books of the Company shall remain closed from 21st September, 2018 to 29th September, 2018 (both days are inclusive).
7. Members are requested to notify immediately any change in their Registered Address to the Company's Registrar, BIGSHARE SERVICES PRIVATE LIMITED, Unit: SUN FINLEASE (GUJARAT) LIMITED, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai - 400 059.
8. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the Meeting.
9. Shareholders seeking any information with regard to the Accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
10. All documents referred to in the notice requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all working days of the Company from the date hereof up to the date of ensuing annual general meeting.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company

SUN FINLEASE (GUJARAT) LIMITED

for the financial year 2017-18 are being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form and made available to the Company

1. by the Depositories.
2. The Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form.

The Annual Report 2017-18 of the Company is also available on the Company's website at www.sfgl.in.net and also on the website of the respective Stock Exchanges at Metropolitan Stock Exchange of India Limited.

For Security reasons and for proper conduct of AGM, entry to the place of the AGM will be regulated by the Attendance Slip, which is annexed to this Notice. Members/ Proxies are requested to bring their Attendance Slip in all respects and signed at the place provided there at and hand it over at the entrance of the venue. The route map of the AGM venue is also annexed to this Notice.

12. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for availing Electronic Voting facility which is required as per provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014. Members having shares in physical form are requested to intimate their e-mail Ids to Registrar & Share Transfer Agents viz., Bigshare Services Pvt. Ltd., and members holding shares in electronic form are requested to intimate their e-mail Ids to Depository Participants with whom they have maintained their Demat Account.
13. Details of Directors seeking Appointment/Re- Appointment at the Annual General Meeting (Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further, the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India requires certain additional disclosures with respect to appointment of Independent Director, which are mentioned below:

Name of the Director	Mr. Parag Shah
Director Identification Number (DIN)	00228965
Father's Name	Mr. Priyakant Shah
Date of Birth	13/09/1961
Educational Qualifications	Commerce graduate
Experience/ Expertise	Mr. Parag P. Shah is associated with the Company since 2000. He possesses long and rich experience in finance business. As far as financial progress and positive growth are concerned, his contribution is worth appreciating as he is well versed with the finance activities, the Company has developed positive business relationships with all the concerns in his directorship
Date of Appointment as Director	10/01/2000
Relationship with other directors	N.A.
Directorship in listed entities (Other than Sun Finlease (Gujarat) Limited)	None
Committee membership in listed entities	Three
Shareholding (No. of equity shares)	100 Shares

14. A. Notes for E-voting:

In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of remote e-voting facility for business as set out in the Notice. Please note that the voting through electronic means is optional for shareholders.

The members, whose names appear in the Register of members/list of Beneficial Owners as on Saturday, 22nd September, 2018 i.e. cut off date are entitled to vote on the resolutions set forth in this Notice.

The Company has appointed Mr. Ravi Kapoor, Practicing Company Secretary (Membership No. F 2587) of M/s. Ravi Kapoor & Associates, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

SUN FINLEASE (GUJARAT) LIMITED

B. E-Voting Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Wednesday, 26th September, 2018 at 9.00 a.m. and ends on Friday, 28th September, 2018 at 05.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, 22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

SUN FINLEASE (GUJARAT) LIMITED

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sr. no. (i) to sr. no. (xvii) above to cast vote.
- (B) The voting period begins on **Wednesday, 26th September, 2018 at 9.00 a.m. and will end on Friday, 28th September, 2018 at 05.00 p.m** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

A Member can opt for only one mode of voting, i.e., either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

Green Initiative – An Important Communication to Members

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP's in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s Big Share Services Private Limited in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have longer shelf life. Company proposes to send all permitted communications electronically to the email id's of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve environment for our better future.

1. Members who hold shares in physical form are requested to notify immediately any change in their address to Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case Shares are held in electronic mode.
2. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.
3. The results declared along with the Scrutinizer's report shall be placed on the Company's web site www.sfgl.in.net and on the web site of CDSL i.e. www.cdslindia.com within three days of passing of the resolutions and shall also be communicated to the stock exchange where shares of the Company are listed.

Regd. Office:

3, Ravipushp Apartment,
B/s. Navneet House, Memnagar,
Ahmedabad - 380 052 Gujarat

PLACE : Ahmedabad

DATE : 10.08.2018

**BY ORDER OF BOARD OF DIRECTORS
FOR SUN FINLEASE (GUJARAT) LIMITED**

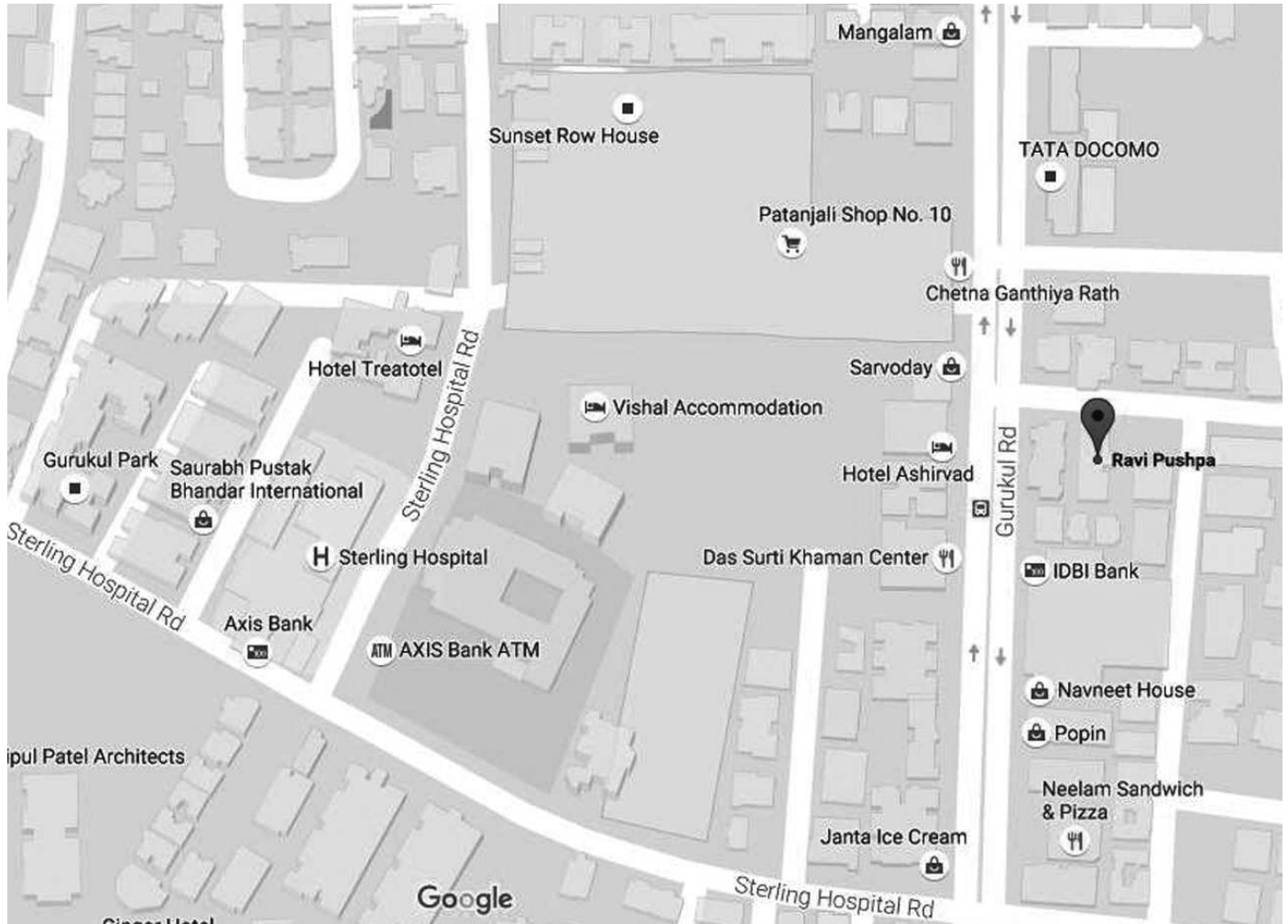
**PARAG P. SHAH
(CHAIRMAN)
(DIN: 00228965)**

SUN FINLEASE (GUJARAT) LIMITED

Route Map of Venue of the 30th AGM:

Near by: Navneet House

Address: 3, Ravipushp Apartment, B/s Navneet House, Memnagar, Ahmedabad-380 052, Gujarat



SUN FINLEASE (GUJARAT) LIMITED

(CIN: L65910GJ1988PLC010293)

DIRECTORS' REPORT

To,
The Members,
SUN FINLEASE (GUJARAT) LIMITED

Your Directors have pleasure in presenting the 30th Annual Report together with audited accounts of the Company for the financial year ended on March 31st, 2018 (F.Y 2017-18).

1. FINANCIAL RESULT:

The summary of the Company's financial performance, for F.Y. 2017-18 compared to previous F.Y. 2016-17 is given below:

(Amt. in ₹)

Particulars	Current Financial Year 31.03.2018	Previous Financial Year 31.03.2017
Revenue from operations (Net) and other income	90,686,649	75,334,375
Profit/(Loss) before Prior period items and Tax	(908,465)	59,48,723
Less: Prior period expenses	17,890	22,500
Less: Current Tax	-	12,13,641
Less : MAT Credit entitlement	-	7,70,535
Less : MAT Credit reversal	982,598	-
Less: Earlier Years Tax & Deferred Tax	75,981	(35,633)
Profit / (Loss) after tax	(1,987,141)	39,77,680
Balance Brought Forward from Previous Year from profit and loss statement	1,59,69,813	1,27,87,669
Profit Available for appropriation	1,39,82,672	1,67,65,349
APPROPRIATIONS		
Interim Equity Dividend	0	0
Proposed Final Equity Dividend	0	0
Tax on Equity Dividends	0	0
Previous Year Tax on Dividends	0	0
Transfer to General Reserve	0	0
Transfer to Statutory Reserve	(3,97,428)	(7,95,536)
Surplus carried to the next year's account	1,35,85,243	1,59,69,813

2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTUS:

During the year under review, the Company recorded total income of ₹ 90,686,649/- against ₹ 75,334,375/- in the previous year. However, the Company incurred a Loss of ₹ 1,987,141/- for the year under review as against previous year's profit after tax of ₹ 39,77,680. Nevertheless, your Directors are hopeful for positive results in the coming years.

3. DIVIDEND:

In view of the loss incurred by the Company during the year under review, your Directors do not recommend any Dividend for the year ended on 31st March, 2018.

4. RESERVES:

During the year under review, the Company has Transferred a sum of ₹ 397,428/- to Statutory Reserves as required under Section 45-IC of the Reserve Bank of India Act, 1934.

5. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There have been no material changes and commitments, if any affecting the financial position of the Company which have occurred between the ends of the financial year of the Company to which the financial statements relate and the date of the report.

6. INTERNAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate systems of internal control procedures which is commensurate with size and nature of its business. The internal control systems of the Company are monitored and evaluated by the internal auditors and their audit report are periodically

SUN FINLEASE (GUJARAT) LIMITED

reviewed by the Audit Committee of the Board of directors. The observations and comments, if any, of the Audit Committee are also generally placed before the Board.

7. SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary/ Joint Venture/ Associate concerns, and hence, no financial positions of such concern(s) are required to be included in the financial statement.

8. DEPOSITS:

The 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.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

In accordance with the provisions of Section 152(6) and Articles of Association of the Company, Mr. Parag P. Shah (DIN:00228965) Managing Director will retire by rotation at the 30th Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends his appointment.

There was change in the Directorship or KMP of the company which are as follows:

The Director Mrs. Bhargavi V. Talati (DIN: 03069724), was appointed as an Additional Independent Director of the Company w.e.f. 12th August, 2017 and her appointment was regularized as an Independent director at the 29th AGM of the Company.

The Director, Mrs. Punita R. Solanki (DIN: 07660423) resigned from the Directorship of the Company w.e.f. 12th August, 2017.

10. DECLARATION FROM INDEPENDENT DIRECTORS:

The Company has received declarations from Mrs. Bhargavi V. Talati and Mr. Paras K. Sharma that they meet with the criteria of independence as prescribed under Sub-section (6) of Section 149 of the Companies Act, 2013.

MATTERS AS PRESCRIBED UNDER SUB SECTIONS(1) AND (3) OF SECTION 178 OF THE COMPANIES ACT, 2013:

The Company constituted its Nomination & Remuneration Committee on 03.05.2014. The Nomination & Remuneration Committee consists of two independent directors, one Non Executive Director and one Managing director. The powers and function of the Nomination and Remuneration Committee are stated in the website of the Company i.e. <http://www.sfgl.in.net/policy/>.

11. DIRECTORS' RESPONSIBILITY STATEMENT:

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, state the following that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. at 31st March, 2018 and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

In Compliance with the provisions of the Companies Act, 2013, the Board of Directors has carried out an annual evaluation of its own committees and individual directors.

The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The Nomination and remuneration committee reviewed the performance of the individual Directors. The criteria for performance evaluation of the Board included aspects like Board composition and structure, effectiveness of Board processes, information and its functioning.

13. EXTRACT OF THE ANNUAL RETURN:

The extract of Annual Return in MGT-9 as required under Section 92(3) of the Companies Act, 2013, and prescribed in Rule 12 of the Companies (Management and Administration) Rule, 2014 is appended as Annexed to this Report.

SUN FINLEASE (GUJARAT) LIMITED

14. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company promotes ethical behavior in all its business activities and has put in implementation of a mechanism wherein the Employees are free to report illegal or unethical behavior, actual or suspected fraud or violation of the Company's Codes of Conduct or any improper activity to the Chairman of the Audit Committee of the Company. The Whistle Blower Policy has been appropriately communicated within the Company. Under the Whistle Blower Policy, the confidentiality of those reporting violation(s) is protected and they are not subject to any discriminatory practices. No personnel have been denied access to the Audit Committee.

15. BOARD MEETINGS:

There were 14 Board Meetings held during the financial year 2017-18 and the details of the date of board meetings are as mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	04.04.2017	11.	14.10.2017
2.	10.04.2017	12.	13.11.2017
3.	18.04.2017	13.	18.11.2017
4.	27.04.2017	14.	31.01.2018
5.	11.05.2017		
6.	29.05.2017		
7.	25.07.2017		
8.	08.08.2017		
9.	12.08.2017		
10.	03.10.2017		

16. COMMITTEES:

i) Audit Committee:

The Committee comprised of Mrs. Punita R. Solanki, Chairperson Independent non-executive director and other members Mr. Paras K. Sharma, Independent non-executive director, Mr. Parag P. Shah Executive Director, and Mr. Mahendar Patel, non-executive director.

Mrs Punita R. Solanki was the chairperson of the Audit committee till 12.08.2017 and due to her resignation, Mrs. Bhargavi V. Talati Independent non-Executive Director of the company was appointed as Chairperson of the Audit Committee Meeting w.e.f. 12.08.2017.

Dates of the Audit Committee Meetings held during the financial year 2017-18 are as mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	29.05.2017	2.	12.08.2017
3.	13.11.2017	4.	31.01.2018

ii) Shareholders/ Investors Grievance Committee:

The Committee comprised of Mrs. Punita R. Solanki, Chairperson Independent non-executive director and other members Mr. Paras K. Sharma, Independent non-executive director, Mr. Parag P. Shah is Executive Director and Mr. Mahendar Patel, non-executive director.

Mrs Punita R. Solanki was the chairperson of the Shareholders/ Investors Grievance Committee till 12.08.2017 and due to her resignation, Mrs. Bhargavi V. Talati Independent non-Executive Director was appointed as Chairperson of the Shareholders/ Investors Grievance Committee w.e.f. 12.08.2017.

Dates of the Shareholders/ Investors Grievance Committee Meetings held during the financial year 2017-18 are as mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	29.05.2017	2.	12.08.2017
3.	13.11.2017	4.	31.01.2018

iii) Remuneration Policy & Nomination and Remuneration Committee:

The Company's policy relating to appointment of directors, positive attributes, independence of directors, remuneration and other related matters as provided in Section 178(3) of the Companies Act, 2013 is attached to this report.

SUN FINLEASE (GUJARAT) LIMITED

Nomination and Remuneration Committee comprised of Mrs. Punita R. Solanki, Chairperson Independent non-executive director and other members Mr. Paras K. Sharma, Independent non-executive director, Mr. Parag P. Shah Executive Director and Mr. Mahendar Patel, non-executive director.

Mrs Punita R. Solanki was the chairperson of the Nomination and Remuneration Committee till 12.08.2017 and due to her resignation, Mrs. Bhargavi V. Talati Independent non-Executive Director of the company was appointed as Chairperson of the Nomination and Remuneration Committee w.e.f. 12.08.2017

Dates of the Nomination and Remuneration Committee Meetings held during the financial year 2017-18 are as mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	18.04.2017	2.	12.08.2017

AUDITORS:

Appointment of Statutory Auditors:

M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Registration No.107520W), were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 34th Annual General Meeting subject to approval of statutory authorities as may be required and ratification at every annual general meeting, on such remuneration as may be approved by the Audit Committee of the Board.

However, Ministry of Corporate Affairs, vide its Notification dated 7th May, 2018 amended provisions of Rule 3(7) of Companies (Audit and Auditors) Rules, 2014 and accordingly, provisions of requirement of ratification of appointment of auditor at every annual general meeting is dispensed with. Therefore, at the ensuing annual general meeting members are not required to ratify Auditor's appointment M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Registration No.107520W), will continue to act as auditors of the Company till financial year 2021-22.

Details in Respect of Fraud, if any, reported by Auditors:

There have been no frauds reported during the Financial Year ended March 31, 2018.

Internal Auditor:

The Company has appointed M/s. T.M. Parikh & Co., Chartered Accountants, Mumbai (Firm Registration No. 114580W), as an internal auditor of the Company for the financial year 2017-18.

Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board on the recommendations of the audit committee, has appointed M/s. Ravi Kapoor & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the financial year ended 31st March, 2018. Secretarial Audit Report issued by M/s. Ravi Kapoor & Associates, Company Secretaries, in form MR-3 forms part of this report.

17. EXPLANATION OR COMMENTS ON AUDITORS REPORT AND SECRETARIAL AUDITORS REPORT:

i) Statutory Auditor's Report:

The Auditors' Report to the Shareholders does not contain any qualification except qualified opinion given by the auditors regarding to non provision of gratuity and leave encashment, a note no. 24 of the notes to financial statements states that the Company has not made any provision for gratuity and leave encashment, for which, the company states that it is planning to acquire best policy in accordance with the statutory requirements for such retirement benefits.

ii) Secretarial Audit Report:

There is no qualification, reservation or adverse remark or disclaimer in secretarial audit report issued by the company secretary in practice.

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

The details required under the provisions of the section 134(3) (m) of the Companies Act, 2013 regarding conservation of Energy, Technology Absorption are not applicable as the company is not carrying out any manufacturing operation. The details of foreign exchange earnings and outgo are as follows:

Foreign exchange earnings and Outgo:

Foreign Exchange Earning : ₹ Nil.

Foreign Exchange Outgo : ₹ Nil.

19. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY:

Since the Company is Non-Banking Financial Company registered with the RBI, the disclosures pertaining to Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are not applicable

SUN FINLEASE (GUJARAT) LIMITED

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the period under review, there are no material transactions between the Company and the related parties as defined under Section 188 of the Companies Act, 2013 and provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly there are no transactions that are required to be reported in Form AOC-2.

21. PARTICULARS OF EMPLOYEES:

Pursuant to the provision of Section 197(12) of the Companies Act, 2013 read with the Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has no employee who was in receipt of remuneration in excess of limits specified in such rules. The Company has not paid any remuneration to the Directors of the Company.

(i) The ratio of the remuneration of each director of the median remuneration of the employees of the company for the financial year.	Name of Director	Designation	Ratio to median remuneration of the Employees
	Mr. Parag P. Shah	Executive Director	Nil
	Mr. Paras K. Sharma	Non-Executive Director/ Independent Director	Nil
	Mrs. Punita R. Solanki	Non-Executive Director/ Independent Director and resigned from directorship w.e.f. 12.08.2017	Nil
	Mrs. Bhargavi V. Talati	Non-Executive Director/ Independent Director and Appointed w.e.f. 12.08.2017	Nil
	Mr. Mahendar Patel	Non-Executive Director	Nil
	No Remuneration was paid by the Company to any Directors of the Company		
(ii) The percentage increase in remuneration of each director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year.	Increase in Remuneration of Directors & KMP is as follows: Directors - Not Applicable* MD - Applicable** CFO - Applicable*** CS - Applicable**** * No Remuneration paid by the Company to any Directors of the Company. ** In the Previous Financial year (i.e. 2016-17) remuneration paid to Mr. Parag P. Shah (Managing Director) from 01.08.2016 to 31.03.2017 was ₹ 2,32,800/- and during the Financial Year (i.e. 2017-18) remuneration paid to Mr. Parag P. Shah from 01.04.2017 to 31.03.2018 was ₹ 3,85,200/- Hence, Percentage increase in remuneration is 10.31% *** In the Previous Financial year (i.e. 2016-17) remuneration paid to Mr. Nitin B. Shah (Chief Financial Officer) from 01.08.2016 to 31.03.2017 was ₹ 2,80,800/- and during the Financial Year (i.e. 2017-18) remuneration paid to Mr. Nitin B. Shah from 01.04.2017 to 31.03.2018 was ₹ 4,69,200/- Hence, Percentage increase in remuneration is 11.40% **** In the Previous Financial year (i.e. 2016-17) remuneration paid to Ms. Pooja Jain (Company Secretary) from 01.08.2016 to 31.03.2017 was ₹ 1,40,394/- and during the Financial Year (i.e. 2017-18) remuneration paid to Ms. Pooja Jain from 01.04.2017 to 31.03.2018 was ₹ 2,40,000/- Hence, Percentage increase in remuneration is 11.11%		
(iii) The percentage increase in the median of employees in the financial year:	Nil		
(iv) The number of permanent employees on the rolls of the Company	5		
(v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average percentage increase in salaries of employees other than the managerial personnel in the last financial year was Nil		
(vi) Affirmation that the remuneration is as per the remuneration policy of the Company.	The remuneration is as per the Remuneration Policy of the Company.		

SUN FINLEASE (GUJARAT) LIMITED

22. CORPORATE GOVERNANCE:

As per the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance requirements are not applicable to our Company, as the Company has not attained the prescribed limit as mentioned hereunder:

As per the Regulations 17 to 27 (including both regulations) and clauses (b) to (i) of Sub-regulations (2) of regulation 46 and Para C, D and E of Schedule V, it shall not be mandatory in respect of the companies having paid up equity share capital not exceeding ₹10.00 crores (Rupees Ten Crores) and net worth not exceeding ₹ 25.00 crores (Twenty Five Crores) as on the last day of the previous financial year.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable to the Company.

24. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future.

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

During the year under review, the Company has not commenced any new business activity.

28. MANAGEMENT DISCUSSION & ANALYSIS REPORT:

Pursuant to Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is as follows:

Industry Overview:

NBFCs have been playing a complementary role to the other financial institutions including banks in meeting the funding needs of the economy. They help fill the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas.

The NBFC segment has witnessed considerable growth in the last few years and is now being recognised as complementary to the banking sector due to implementation of innovative marketing strategies, introduction of tailor-made products, customer-oriented services, attractive rates of return on deposits and simplified procedures, etc.

Business:

The Company is engaged in the business of investment in securities and providing loans and advances. The Company is registered as Non-deposit taking Non-Banking Finance Company with the Reserve Bank of India. Since the asset size of the company is not more than ₹ 100 crores it is presently Non Systemically Important Non Deposit taking NBFC.

Opportunities & Threats:

Business conditions continue to be challenging and Business growth will depend on the recovery of the global economies. The growth of the Company is subject to opportunities and threats as are applicable to the industry from time to time.

Outlook:

From the reports available in public domain, it is believed that the global economic recovery is in its way. It is only hoped that the growth momentum gathers, steam soon and fast.

Segment wise or Product wise performance:

At present the Company is carrying out its operations in only one segment namely, Finance & Investment.

Risks & Areas of Concern:

The Company is exposed to specific risks that are particular to its businesses and the environment within which it operates, including capital market volatility, economic cycle, and credit risk. The Company manages these risks by maintaining a conservative financial profile and by following prudent business and risk management policies.

Internal Control Systems and Adequacy:

The Company has disciplined approach to cost and follows prudential norms in every sphere of its activities. The Profit making is put at the center of decision making. The cost are budgeted, reviewed and monitored. The Company has established internal control systems for ensuring optimum use of resources and safeguarding the assets. The Internal Control Systems and procedure are adequate and commensurate with the size of the Company. These business control procedures ensure efficient use and protection of the resources and compliance with the policies, procedures and status.

SUN FINLEASE (GUJARAT) LIMITED

Human resource / Industrial relations:

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people. The Company has cordial relations with employees and staff. There are no HR relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

Cautionary Statement:

The statements in Management Discussion and Analysis Report describing our Company's objectives, expectations or predictions may be forward looking within the meaning of applicable regulations and other legislations. Actual results may differ materially from those expressed in the statement. Important factors that could influence Company's operations include global and domestic financial market conditions affecting the interest rates, availability of resources for the financial sector, market for lending, changes in regulatory directions issued by the Government, tax laws, economic situation and other relevant factors.

29. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

To foster a positive workplace environment, free from harassment of any nature, we have institutionalized the Anti-Sexual Harassment Initiative (ASHI) framework, through which we address complaints of sexual harassment at the all workplaces of the Company. Our policy assures discretion and guarantees non-retaliation to complainants. We follow a gender-neutral approach in handling complaints of sexual harassment and we are compliant with the law of the land where we operate. We have also constituted a Special Complaints Committee to consider and address sexual harassment complaints in accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. for the During the year under review, there were no incidences of sexual harassment reported.

30. RISK MANAGEMENT POLICY:

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which is in the opinion of the Board may threaten the existence of the Company. The Board of Directors has duly developed and implemented a risk management policy for the Company.

31. ACKNOWLEDGEMENTS:

Your Directors wish to convey their appreciation to all of the Company's employees for their enormous personal efforts as well as their collective contribution to the Company's performance. The Directors would also like to thank the shareholders, bankers, Government and all the other business associates for the continuous support given by them to the Company and their confidence in its management.

Regd. Office:

3, Ravipushp Apartment,
B/S Navneet House, Memnagar,
Ahmedabad-380052 Gujarat

PLACE : Ahmedabad

DATE : 10.08.2018

**BY ORDER OF BOARD OF DIRECTORS
FOR SUN FINLEASE (GUJARAT) LIMITED**

**PARAG P. SHAH
(CHAIRMAN)
(DIN: 00228965)**

SUN FINLEASE (GUJARAT) LIMITED

NOMINATION AND REMUNERATION POLICY

1. DEFINITIONS:

- a) "Company" means Sun Finlease (Gujarat) Limited (hereinafter referred to as "SFGL".
- b) "Act" means the Companies Act, 2013.
- c) "Board" means Board of directors of the Company.
- d) "Nomination and Remuneration Committee" means a committee formulate under Section 178 of the Companies Act, 2013 and the rules made thereunder and clause 49 of the listing agreement, hereinafter referred to as "NRC".
- e) "Human Resource Officer" means the person appointed for such designation, hereinafter referred to as "HRO" and if not appointed then Chairman of the Nomination and Remuneration Committee can perform such roles on behalf of the Company.
- f) "Director" means the Directors of the Company.
- g) "Key Managerial Personnel" means persons as referred in section 2(51) of the Act, hereinafter referred to as "KMP".
- h) "Independent Director" means a director referred to in Section 149(6) of the Act and clause 49 of the Listing Agreement.
- i) "Remuneration" means any money or its equivalent given or passed to any person for service's rendered by him and includes perquisites as defined under the Income Tax Act, 1961.
- j) "Senior Management Personnel" means personnel of the Company who are members of its core management team excluding the Board of Directors comprising all members of management one level below the executive directors, including the functional heads.
- k) "Policy or the Policy" means the Policy on Nomination, Removal, Remuneration, Evaluation and criteria for determining qualification positive attributes and Independence of directors.

2. OBJECTIVES:

The objective of this Policy is to guide the Board of Directors of the Company on:

- a) Identify persons , who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommended to the board their appointment and removal and shall carry out evaluation of every director's performance.
- b) Remuneration payable to the Directors and/or KMP and/or employees in Senior Management Personnel;
- c) Criteria for determining qualification, positive attributes and independence of Directors.

3. POLICY:

a) **Appointment and removal of Directors and/or KMP and/or Senior Management Personnel:**

- i) The NRC shall have the responsibility and authority to decide the essential and desirable skills/ competence/ expertise/ experience/ criteria of independence required from the individuals for the office of Directors and/or KMP and/or Senior Management Personnel.
- ii) The expertise required from the Directors and/or KMP and/or Senior Management Personnel would be defined on the Company's strategy and needs.
- iii) The NRC shall review the criteria for the role and define the role specification for the appointment.
- iv) A director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity. Director shall act objectively and constructively and exercise his/ her responsibilities in a bona-fide manner in the interest of the Company.
- v) The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms.

b) **Identification for Appointment of Directors and/or KMP and/or Senior Management Personnel:**

- i) The NRC may assign the responsibility of identifying the candidate for the final communication by the NRC to the following:
 - To HRO/ Chairman of NRC, for the selection of the Directors/ Managing Director/ Whole time Director/ KMP/ Senior Management Personnel.
- ii) The above mentioned designated person shall identify member(s) of the Board who will communicate with candidate and recommend to the NRC.
- iii) Upon selection of the candidate, the NRC shall make a final recommendation to the Board for appointment of Directors and/or KMP and/or Senior Management Personnel.
- iv) The appointment of Directors and/or KMP shall subject to the compliance of the Act, Clause 49 of the listing agreement and Articles of Association of the Company.

SUN FINLEASE (GUJARAT) LIMITED

c) **Terms of Appointment:**

The terms of the appointment of Directors and/or KMP and/or Senior Management Personnel shall be governed by the provisions of the Act and Clause 49 of the Listing Agreement.

d) **Appointment of Independent Directors:**

- i) The appointment of Independent Directors shall be formalized through a letter of appointment to be issued by the Company in accordance with the applicable laws.
- ii) The candidate shall be evaluated based in the criteria provided under the applicable laws including the Companies Act, 2013 read with rules made thereunder and the listing agreement with the stock exchange. In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making its determination relative to a Director's independence. The director's independence for the independent director will be determined by the Board on an annual basis upon the declaration made by such director as per the provisions of the Companies Act, 2013.
- iii) The Nomination and Remuneration Committee shall have discretion to consider and fix any other criteria or norms for selection of the most suitable candidate.

e) **Removal of Directors and/or KMP and/or Senior Management Personnel:**

The removal of Directors and/or KMP and/or Senior Management Personnel may be warranted due to reasons such disqualification prescribed under the applicable laws.

f) **Retirement of Directors and/or KMP and/or Senior Management Personnel:**

The retirement age of the Directors or KMP or Senior Management shall be as per the provisions of the applicable laws.

g) **Remuneration of Directors and/or KMP and/or Senior Management Personnel:**

• **Remuneration to Executive Director(s):**

- i) The remuneration payable to Executive Director(s) shall be determined by the NRC and recommend to the Board for approval. Such remuneration (including revision thereof) shall be subject to the approval of the shareholders of the Company and/or Central Government, wherever required under the Act, Clause 49 and the Article of Association of the Company.
- ii) The remuneration shall be in accordance with and subject to the ceiling limits and other conditions prescribed under the Act, Clause 49 and the Article of Association of the Company.

• **Remuneration to Non-executive Director(s):**

- i) The remuneration (including revisions thereof) payable to the Non-executive Director(s) shall be in accordance with and subject to the ceiling limits and other conditions prescribed under the Act, Clause 49 and the Article of Association of the Company.
- ii) The NRC shall determine the remuneration to Non-executive director(s) including the mode, quantum, recipients of the remuneration and the frequency of payment of such remuneration, and recommend the same to the Board for approval.
- iii) The remuneration of Non-executive director(s) may comprise commission, sitting fees for attending the meeting the Board and its committees.
- iv) The remuneration of Non-executive director(s) (including revision thereof) shall be based on certain financial parameters like the performance of the Company, its market capitalization, etc. role of the Director and such other relevant factors.

• **Remuneration to KMP and/or Senior Management Personnel:**

- i) For appointment to the office of KMP and/or Senior Management Personnel, the NRC shall approve the remuneration and recommend the same to the Board for its approval.
- ii) Remuneration paid to the KMP and/or Senior Management Personnel shall be subject to the provisions of the applicable laws.

h) **Board Evaluation:**

The Board is committed to assessing its own performance as a Board in order to identify its strength and the areas in which it may improve its functioning. Towards this end, the NRC shall establish the criteria and processes for evaluation of performance of individual directors, chairman of the Board, the Board as a whole and the committees of the Board and recommend the same to the Board.

4. **REVIEW:**

The NRC will review the Policy from time to time keeping in view the statutory requirement and need of the organization and recommend the same to the Board for their approval.

SUN FINLEASE (GUJARAT) LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2018

Of

SUN FINLEASE (GUJARAT) LIMITED

(CIN: L65910GJ1988PLC010293)

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	L65910GJ1988PLC010293			
	Foreign Company Registration Number/GLN	N.A.			
ii)	Registration Date [DDMMYYYY]	21/01/1988			
iii)	Name of the Company	SUN FINLEASE (GUJARAT) LIMITED			
iv)	Category of the Company [Pl. tick]	<input checked="" type="checkbox"/> Public Company <input type="checkbox"/> Private Company			
	Sub Category of the Company [Please tick whichever are applicable]	1.	Government Company		
		2.	Small Company		
		3.	One Person Company		
		4.	Subsidiary of Foreign Company		
		5.	NBFC		<input checked="" type="checkbox"/>
		6.	Guarantee Company		
		7.	Limited by shares		<input checked="" type="checkbox"/>
		8.	Unlimited Company		
		9.	Company having share capital		<input checked="" type="checkbox"/>
		10.	Company not having share capital		
11.		Company Registered under Sec. 8			
v)	Name And Registered Office Address Of Company And Contact Details:				
	Address	3, Ravipushp Apartment, B/s. Navneet House, Memnagar,			
	Town / City	Ahmedabad			
	State	Gujarat			
	Pin Code:	380052			
	Country Name :	India			
	Country Code	91			
	Telephone (With STD Area Code no)	(91-79) 2749 6313			
	Fax Number :	-			
	Email Address	sfgl_1988@yahoo.com			
	Website	www.sfgl.in.net			
	Name of the Police Station having jurisdiction where the registered office is situated	Memnagar Police Station, Memnagar, Ahmedabad – 380052			
Address for correspondence, if different from address of registered office:	N.A.				
vi)	Whether shares listed on recognized Stock Exchange(s)	Yes			
	If yes, details of stock exchanges where shares are listed	Metropolitan Stock Exchange of India			

SUN FINLEASE (GUJARAT) LIMITED

vii)	Name and Address of Registrar & Transfer Agents (RTA):- Full address and contact details to be given.	
	Registrar & Transfer Agents (RTA):-	Bigshare Services Pvt. Ltd.
	Address	A/802, Samudra complex, Near Classic Gold, Girish cold drink, C.G Road,
	Town / City	Ahmedabad
	State	Gujarat
	Pin Code:	380009
	Telephone (With STD Area Code Number)	(91-79)-40024135
	Fax Number :	(91-79)-40024135
	Email Address	bssahd@bigshareonline.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)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Financing & Investments	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:
[No. of Companies for which information is being filled]

Sr. No.	Name And Address Of The Company	CIN/ GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable section
N.A.					

SUN FINLEASE (GUJARAT) LIMITED

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAK UP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
a) Individual/ HUF	54570	-	54570	1.80	54570	-	54570	1.80	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	607000	-	607000	20.01	661500	-	661500	21.81	1.80
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	661570	-	661570	21.81	716070	-	716070	23.61	1.80
(2) Foreign									
(a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
(b) Other- Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d)Banks FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter(A)= (A)(1)+(A)(2)	661570	-	661570	21.81	716070	-	716070	23.61	1.80
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1084000	224000	1308000	43.12	1249500	4000	1253500	41.32	(1.80)
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	40500	351600	392100	12.93	40500	351600	392100	12.93	-
ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh	180700	312400	493100	16.25	416700	76400	493100	16.25	-
c)Others(NRIs)	0	178600	178600	5.89	0	178600	178600	5.89	-
Sub-total (B)(2):-	1305200	1066600	2371800	78.19	1706700	610600	2317300	76.39	(1.80)
Total Public Shareholding (B)=(B)(1)+(B)(2)	1305200	1066600	2371800	78.19	1706700	610600	2317300	76.39	(1.80)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1966770	1066600	3033370	100	2422770	610600	3033370	100	0.00

SUN FINLEASE (GUJARAT) LIMITED

ii) Shareholding of Promoter-

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding 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.	Premium Polycot Pvt. Ltd.	149000	4.91	0.00	149000	4.91	0.00	-
2.	Unilon Private Limited	458000	15.09	0.00	512500	16.89	0.00	1.80
3.	Smt. Mrudula H. Patel	54570	1.80	0.00	54570	1.80	0.00	-
	Total	661570	21.80	0.00	716070	23.61	0.00	1.80

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Premium Polycot Pvt. Ltd				
	At the beginning of the year	149000	4.91	149000	4.91
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year	149000	4.91	149000	4.91
2.	Unilon Private Limited				
	At the beginning of the year	458000	15.09	512500	16.90
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	54500 Equity Shares were transferred from Rhombus Reality Private Limited to Unilon Private Limited on 18.08.2017.			
	At the end of the year	512500	16.90	512500	16.90
3.	Smt. Mrudula H. Patel				
	At the beginning of the year	54570	1.80	54570	1.80
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year	54570	1.80	54570	1.80

SUN FINLEASE (GUJARAT) LIMITED

iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	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	Legacy Infotech Pvt Ltd				
	At the beginning of the year	605800	19.97	605800	19.97
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	605800	19.97	605800	19.97
2	Lakshya Infraspac Private Limited				
	At the beginning of the year	579200	19.09	579200	19.09
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	579200	19.09	579200	19.09
3.	Satish Shah				
	At the beginning of the year	114000	3.76	114000	3.76
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	114000	3.76	114000	3.76
4.	Laxmiben Hirabhai Rathod				
	At the beginning of the year	84000	2.77	84000	2.77
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	84000	2.77	84000	2.77
5.	Samir Bhuta				
	At the beginning of the year	60000	1.97	60000	1.97
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	60000	1.97	60000	1.97
6.	Reshma N. Shah				
	At the beginning of the year	60000	1.97	60000	1.97
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	60000	1.97	60000	1.97

SUN FINLEASE (GUJARAT) LIMITED

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
7	Nimit J. Shah				
	At the beginning of the year	59000	1.94	59000	1.94
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	59000	1.94	59000	1.94
8	Vicky R. Jhaveri				
	At the beginning of the year	59000	1.94	59000	1.94
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	59000	1.94	59000	1.94
9	Sagar R. Jhaveri				
	At the beginning of the year	58000	1.91	58000	1.91
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year (or on the date of separation, if separated during the year)	58000	1.91	58000	1.91
10	Rhombus Reality Private Limited				
	At the beginning of the year	54500	1.79	0	0
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	54500 Equity Shares Transferred to Unilon Private Limited on 18.08.2017.			
	At the end of the year (or on the date of separation, if separated during the year)	0	0	0	0

v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	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.	Parag P. Shah	100	0.003	100	0.003
	At the beginning of the year				
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	NONE			
	At the end of the year	100	0.003	100	0.003

SUN FINLEASE (GUJARAT) LIMITED

V) INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	2856.06	-	2856.06
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	2856.06	-	2856.06
Change in Indebtedness during the financial year				
* Addition	-	701.37	-	701.37
* Reduction	-			
Net Change	-	701.37	-	701.37
Indebtedness at the end of the financial year				
i) Principal Amount	-	3557.43	-	3557.43
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	3557.43	-	3557.43

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. Parag P. Shah Managing Director		
1	Gross salary	3,85,200	-	3,85,200
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	3,85,200	-	3,85,200
	Ceiling as per the Act	-	-	-

SUN FINLEASE (GUJARAT) LIMITED

B. Remuneration to other directors:

SN	Particulars of Remuneration	Name of Independent/ Non-Executive Director		Total
		Mrs. Bhargavi V. Talati	Mr. Paras K. Sharma	
1	Independent Directors			
	Fee for attending board meetings	NIL	NIL	NIL
	Fee for attending committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify (Remuneration)	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors	Mr. Mahendar Patel		
	Fee for attending board meetings	NIL	NIL	NIL
	Fee for attending committee meetings	NIL	NIL	NIL
	Commission	NIL	NIL	NIL
	Others, please specify	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B)=(1+2)	NIL	NIL	NIL
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	-	-	-

C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD:

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS (Ms. Pooja jain)	CFO (Mr. Nitin B. Shah)	Total
1	Gross salary	-	₹ 2,40,000/-	₹ 4,69,200/-	Rs. 7,09,200/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- As % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	Rs. 2,40,000/-	Rs. 4,69,200/-	Rs. 7,09,200/-

SUN FINLEASE (GUJARAT) LIMITED

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

FOR SUN FINLEASE (GUJARAT) LIMITED

Place : Ahmedabad
Date : 10.08.2018

PARAG P. SHAH
(CHAIRMAN)
DIN: 00228965

SUN FINLEASE (GUJARAT) LIMITED

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2018

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

To,
The Members,
Sun Finlease (Gujarat) Limited

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Sun Finlease (Gujarat) Limited (herein after referred to as "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Sun Finlease (Gujarat) Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2018 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Sun Finlease (Gujarat) Limited ("the Company") for the financial year ended on 31st March, 2018 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) Regulation, 2015
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Provisions of Reserve Bank of India Act, 1934 are specifically applicable to the Company.

We have also examined compliance with applicable clauses of the following

1. Secretarial Standards issued by the Institute of Company Secretaries of India.
2. Provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We further report that

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

SUN FINLEASE (GUJARAT) LIMITED

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.

All decisions at Board Meetings and Committee Meetings were carried out unanimously. As per records available in the said minutes there were no dissenting views expressed by any directors during the meetings.

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

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

For, Ravi Kapoor & Associates

**Ravi Kapoor
Company Secretary in Practice
FCS No. 2587
C P No.: 2407**

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

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

SUN FINLEASE (GUJARAT) LIMITED

Annexure-A

To,
The Members,
Sun Finlease (Gujarat) Limited

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

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

For, Ravi Kapoor & Associates

Ravi Kapoor
Company Secretary in Practice
FCS No. 2587
C P No.: 2407

Place : Ahmedabad
Date : 10th August, 2018

SUN FINLEASE (GUJARAT) LIMITED

INDEPENDENT AUDITORS' REPORT

To,
**The Members of
SUN FINLEASE (GUJARAT) LIMITED.**

Report on the Financial Statements

We have audited the accompanying financial statements of **Sun Finlease (Gujarat) Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, 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 Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance 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 statement that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An Audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by 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 aforesaid 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 March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the Loss 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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;

SUN FINLEASE (GUJARAT) LIMITED

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B"**.
- g) With respect to the other matters to be included in 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 :
 - 1) The Company does not have any pending litigations which would impact its financial position.
 - 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 3) There has been no delay in transferring amounts, required to be transferred, to the investor's Education and Protection Fund by the Company.

FOR PARIKH AND AMIN ASSOCIATES

Chartered Accountants

Firm Reg. No. 107520W

K.R. PARIKH

(Partner)

Membership No.036517

Date : 28th May, 2018

Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED

ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date.)

- (i) In respect of its fixed assets:
 - (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) As explained to us, majority of the fixed assets have been physically verified by the management during the year and there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - (c) Based on our audit procedures and on the basis of information and explanations given to us by the management, no immovable properties are held in the name of the Company.
- (ii) The Company being Non-Banking Financial Company and is dealing in shares and securities, hence Para 3 clause (ii) of CARO is not applicable.
- (iii) During the year the Company has not given any loans secured or unsecured to the companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence Clause (iii) (a), (b) and (c) are not applicable to the Company.
- (iv) Based on our audit procedures and on the basis of information and explanations given to us by the management, provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security have been complied with.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014, with regard to the deposits accepted are not applicable to the Company. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the company. According to the information and explanations given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal
- (vi) The Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 for Non-Banking Financial Companies. Hence the provisions of this clause is not applicable to the company.
- (vii) In respect of statutory dues:
 - (a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.
 - (b) According to the records of the Company, there are no dues in relation to income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.
- (viii) Based on our audit procedures and on the basis of information and explanations given to us by the management, we are of the opinion that the company has not defaulted in repayment of dues to the financial institution, banks, Government or debenture holders.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year under audit. According to the information and explanations given to us, the Company has not raised any term loan during the year under audit.
- (x) Based on the audit procedures performed and representation obtained from management we report that, no case of material fraud by the Company or on the Company by its officer or employee has been noticed or reported for the year under audit.
- (xi) Based on our audit procedures and on the basis of information and explanations given to us by the management, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company, therefore; the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- (xiii) Based on our audit procedures and on the basis of information and explanations given to us by the management, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards;

SUN FINLEASE (GUJARAT) LIMITED

- (xiv) Based on our audit procedures and on the basis of information and explanations given to us by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the company.
- (xv) Based on our audit procedures and on the basis of information and explanations given to us by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR PARIKH AND AMIN ASSOCIATES

Chartered Accountants
Firm Reg. No. 107520W

K.R. PARIKH

(Partner)

Membership No.036517

Date : 28th May, 2018

Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED

ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT

(Referred to in Paragraph 2(f) under the heading of " Report on other legal and Regulatory Requirements" of our report of even dated)

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 **SUN FINLEASE (GUJARAT) LIMITED** ("the Company") as at March 31, 2018 in conjunction with our audit of 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR PARIKH AND AMIN ASSOCIATES

Chartered Accountants
Firm Reg. No. 107520W

K.R. PARIKH

(Partner)

Membership No.036517

Date : 28th May, 2018

Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED
BALANCE-SHEET AS ON 31ST MARCH, 2018

Particulars	Note No	As at March 31, 2018 Amount in (₹)	As at March 31, 2017 Amount in (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share Capital	2	3,03,33,700	3,03,33,700
(b) Reserves and Surplus	3	2,10,60,929	2,30,48,071
(2) Current liabilities			
(a) Short-Term Borrowings	4	35,57,43,625	28,56,06,637
(b) Other Current Liabilities	5	82,12,638	47,83,841
(c) Short-Term Provisions	6	1,26,283	5,57,831
TOTAL		<u>41,54,77,175</u>	<u>34,43,30,080</u>
II. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant, and Equipment	7	15,26,061	12,10,283
(b) Non-Current Investments	8	-	48,00,000
(c) Deferred Tax Asset (Net)	9	38,995	41,202
(d) Long Term Loans and Advances	10	48,840	66,840
(e) Other Non-Current Assets	11	1,00,000	-
(2) Current assets			
(a) Inventories	12	30,69,08,483	4,60,61,717
(b) Cash and Bank Balance	13	4,56,19,137	5,74,43,047
(c) Short-Term Loans and Advances	14	6,11,59,228	22,92,11,330
(d) Other Current Assets	15	76,431	54,95,661
TOTAL		<u>41,54,77,175</u>	<u>34,43,30,080</u>

The accompanying notes from 1 to 31 are an integral part of these Financial Statements

As per our separate report of even date attached.

FOR PARIKH & AMIN ASSOCIATES

Chartered Accountants
Firm Reg. No. : 107520W

K. R. Parikh

(Partner)
Membership No. : 036517

Date : 28.05.2018

Place : Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Parag P. Shah
Managing Director
DIN:00228965

Nitin B. Shah
Chief Financial Officer

Date : 28.05.2018
Place : Ahmedabad

Bhargavi V. Talati
Director
DIN:03069724

Pooja Jain
Company Secretary

Date : 28.05.2018
Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2018

Particulars	Note No	As at March 31, 2018 Amount in (₹)	As at March 31, 2017 Amount in (₹)
I. Revenue From Operations	16	9,02,24,667	7,52,08,554
II. Other Income	17	4,61,982	1,25,821
III. Total Revenue		9,06,86,649	7,53,34,375
IV. Expenses:			
Employees' Benefit Expense	18	23,18,780	16,02,441
Finance Costs	19	8,72,53,015	6,50,50,657
Depreciation and Amortization Expense	7	3,71,637	4,32,068
Other Expenses	20	16,51,682	23,00,486
V. Total Expenses		9,15,95,114	6,93,85,652
VI. Profit/(Loss) Before Prior Period Items and Tax (III - V)		(9,08,465)	59,48,723
VII. Prior Period Exp.		17,890	22,500
VIII. Profit/(Loss) Before Tax (VI - VII)		(9,26,355)	59,26,223
IX. Tax Expense:			
(i) Current Tax		-	12,13,641
(ii) Deferred Tax		2,207	(35,633)
(iii) MAT Credit Entitlement		-	7,70,535
(iv) MAT Credit Reversal		9,82,598	
(v) Earlier Years Tax / Excess Provision of Tax		75,981	
		10,60,786	19,48,543
X. Profit/(Loss) for The Period (VIII - IX)		(19,87,141)	39,77,680
XI. Earning Per Equity Share (Face value of ₹ 10 per share)	30		
(1) Basic		(0.66)	1.31
(2) Diluted		(0.66)	1.31

The accompanying notes from 1 to 31 are an integral part of these Financial Statements

As per our separate report of even date attached.

FOR PARIKH & AMIN ASSOCIATES

Chartered Accountants
Firm Reg. No. : 107520W

K. R. Parikh

(Partner)
Membership No. : 036517

Date : 28.05.2018

Place : Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

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Bhargavi V. Talati
Director
DIN:03069724

Pooja Jain
Company Secretary

Date : 28.05.2018
Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2018

PARTICULARS	2017-18	2016-17
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit/(Loss) Before Tax	(9,26,355)	59,26,223
Add :		
Depreciation and Amortisation expenses	3,71,637	4,32,068
Loss on sale of Car	27,830	
	3,99,467	4,32,068
Less :		
Reversal of Provision for Standard Assets	4,31,549	39,377
Interest Income on Fixed Deposit	39,13,216	25,44,190
	43,44,765	25,83,567
Operating Profit Before Working Capital Changes (Increase) / Decrease in Current Assets	(4,871,653)	3,774,724
Changes in Inventories	(26,08,46,766)	(3,29,07,351)
Changes in Short Term Loans and Advances	17,33,80,469	4,33,20,057
Changes in Interest Receivable	54,19,230	(22,89,961)
Securities Deposits	18,000	(32,000)
Increase / (Decrease) in Current Liabilities		
Changes in Other Current Liabilities	34,28,797	29,27,074
Cash Generated From Operations	(8,34,71,922)	1,47,92,543
Direct Taxes Paid	63,86,947	39,33,623
NET CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES (A)	(8,98,58,869)	1,08,58,920
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets	(9,15,245)	(3,14,266)
Proceeds from Sale of Fixed Assets	2,00,000	-
Interest Income on FD	39,13,216	25,44,190
Proceeds from sale of FD	-	-
Investment in FD	(1,60,00,000)	-
Net proceeds from Investments	48,00,000	-
NET CASH INFLOW / (OUTFLOW) FROM INVESTING ACTIVITIES (B)	(80,02,029)	22,29,924
C. CASH FLOW USED IN FINANCING ACTIVITIES:		
Proceeds/(Repayment) of Short Term Borrowings	7,01,36,988	1,27,34,755
NET CASH INFLOW / (OUTFLOW) FROM FINANCING ACTIVITIES (C)	7,01,36,988	1,27,34,755
Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)	(2,77,23,910)	2,58,23,599
Add : Cash and Cash Equivalents as at 1st April	3,33,43,047	75,19,448
Cash and Cash Equivalents as at 31st March	56,19,137	3,33,43,047
Cash and Cash Equivalents Comprise :		
Cash and Bank Balances	56,19,137	3,33,43,047

The accompanying notes from 1 to 31 are an integral part of these Financial Statements

As per our separate report of even date attached.

FOR PARIKH & AMIN ASSOCIATES

Chartered Accountants
Firm Reg. No. : 107520W

K. R. Parikh

(Partner)
Membership No. : 036517

Date : 28.05.2018
Place : Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Parag P. Shah
Managing Director
DIN:00228965

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Chief Financial Officer

Pooja Jain
Company Secretary

Date : 28.05.2018
Place : Ahmedabad

Date : 28.05.2018
Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED

NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018

1. Significant Accounting Policies:

1.1 Basis of Accounting:

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. These financial statements have been prepared to comply in all material aspects with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and the relevant Provisions of the Companies Act, 2013 ("the Act"). All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the 2013 Act.

1.2 Use of Estimates :

The Presentation of the Financial Statements In conformity with the General Accepted Accounting Policies require, the management to make estimates and assumptions that affects the reported amount of assets and liabilities on the date of Financial Statements and the reported amount of revenues and expenses during the reporting period and disclosure of contingent liabilities. Such Estimation and assumptions are based on management's evaluation of relevant facts and circumstances as on date of Financial Statements. Difference between the actual results and estimates are recognized in the period in which the results are known/materialized.

1.3 Inventory Valuation:

Inventory of Shares & Securities is valued at lower of cost and fair value category wise. Cost is determined on FIFO basis.

1.4 Property, Plants and Equipment:

Tangible Fixed assets acquired by the company are stated at Acquisition Value less accumulated depreciation/amortization and impairment loss if any. The acquisition value includes Purchase price and the expenses directly attributable to assets to bring it to Present location.

1.5 Depreciation:

Depreciation on all Property, Plants and Equipment has been provided on Straight Line Method based on the useful life provided in schedule II of the Companies Act, 2013. In case of Assets acquired during the year Depreciation is provided on pro-rata basis.

1.6 Revenue Recognition:

Income is recognized when there is reasonable certainty of its ultimate realization / collection. All income is accounted on accrual basis except dividend, which is accounted on receipt basis.

1.7 Employees' Benefits:

Short Term:

Short Term employee benefits are recognized as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the company.

Long Term:

The Company has not framed any policy for providing long term benefits to the employees as the relevant Acts for the same are not applicable to the company. Hence the long term benefits are not recognised by the company.

1.8 Provisions, Contingent liability and Contingent assets:

A provision is recognized when the Company has a present legal obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (excluding long term benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized but are disclosed in the notes to the financial statements. A contingent asset is neither recognized nor disclosed.

SUN FINLEASE (GUJARAT) LIMITED

1.9 Taxes on Income:

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

Deferred tax is recognized on timing differences being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets are not recognized on unabsorbed depreciation and carried forward of losses unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

MAT credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternate tax (MAT) credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the profit and loss account and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and write down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income tax during the specified period.

1.10 Investments:

Investments are classified as long term & current investments. Long term investments are valued at cost less provision for diminution other than temporary, in value, if any. Current investments are valued at cost or fair value whichever is lower.

1.11 Earnings per Share:

Basic earning per share is calculated by dividing the net profit after tax for the year attributable to Equity Shareholders of the Company by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per share is calculated by dividing net profit attributable to Equity Shareholders (after adjustment for diluted earnings) by average number of weighted Equity Shares outstanding during the year.

1.12 Impairment of Assets:

The carrying value of assets of the Company's cash generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognized, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use, Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor. Net selling price is the estimated selling price in the ordinary course of business, less estimated cost of completion and to make the sales.

1.13 Cash Flow Statement:

The Cash Flow Statement is prepared by the "indirect method" set out in accounting standard 3 on "Cash Flow Statements" and presents the cash flows by operating, investing and financing activities of the Company.

Cash and cash equivalents presented in the Cash Flow Statements consist of cash on hand and deposits with banks.

SUN FINLEASE (GUJARAT) LIMITED

NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2018

2 SHARE CAPITAL :

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Authorised Capital:		
49,60,000 Equity Shares of ₹10/- each (P.Y.:34,60,000 Equity Shares of ₹10/- each)	4,96,00,000	3,46,00,000
40,000 2% Cumulative Redeemable Preference Of ₹10 each (P.Y.:40,000 2% Cumulative Redeemable Preference Of ₹10 each)	400,000	400,000
50,00,000 6% Non-Cumulative Redeemable Preference Of ₹10 each (P.Y.: 50,00,000 6% Non-Cumulative Redeemable Preference Of ₹10 each)	5,00,00,000	5,00,00,000
	10,00,00,000	8,50,00,000
Issued, Subscribed & Fully Paid up Capital :		
30,33,370 - Equity Shares of ₹10/- each fully paid up (P.Y. 30,33,370 Equity Shares of ₹10/-each)	3,03,33,700	3,03,33,700
	3,03,33,700	3,03,33,700

(a) Reconciliation of number of shares :

Particulars	As at March 31, 2018		As at March 31, 2017	
	No of Shares	Amount	No of Shares	Amount
Shares outstanding at the beginning of the year	30,33,370	3,03,33,700	30,33,370	3,03,33,700
Add: Issue of shares during the year	-	-	-	-
Shares outstanding at the end of the year	30,33,370	3,03,33,700	30,33,370	3,03,33,700

(b) Terms/rights, preferences and restrictions attached to securities:

- Equity Shares:

The company has one class of equity shares having a par value of ₹10 each. Each share holder is eligible for one vote per share held. The dividend proposed by the board of director is subject to the approval of share holders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity share holders are eligible to receive the remaining assets of the company after distribution of all preferential dues, in proportion to their shareholding.

(c) Details of share holders holding more than 5% shares in the company:

Name of share holders	As at March 31, 2018		As at March 31, 2017	
	No of Shares held	% of holding	No of Shares held	% of holding
a) Unilon Private Limited	512500	16.90%	458000	15.10%
b) Lakshya Infraspace Private Limited	579200	19.09%	579200	19.09%
c) Legacy Infotech Private Limited	605800	19.97%	605800	19.97%

3 Reserves & Surplus

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Other Reserves		
General Reserve		
Balance as per last accounts	65,405	65,405
Less : Adjusted against Fixed assets written off	-	-
	65,405	65,405
Statutory Reserve		
(Reserve fund in terms of section 45 (1C(i) of the Reserve Bank of India Act, 1934)		
Balance as per last accounts	70,12,853	62,17,317
Add: Transferred from Profit & Loss Account	3,97,428	7,95,536
	74,10,282	70,12,853
Surplus in Statement of Profit & Loss		
Balance as per last accounts	1,59,69,813	1,27,87,669
Add : Profit for the year	(19,87,141)	39,77,680
Less: Appropriations		
Transfer to Statutory Reserve	(3,97,428)	(7,95,536)
	1,35,85,243	1,59,69,813
	2,10,60,929	2,30,48,071

SUN FINLEASE (GUJARAT) LIMITED

4 SHORT TERM BORROWINGS:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Loans repayable on demand		
Secured:		
(i) From banks		
O/d against security :	-	173
Loan against security :	-	-
Unsecured :		
(i) Inter Corporate Deposits	35,57,43,625	28,56,06,464
Total	35,57,43,625	28,56,06,637

5 OTHER CURRENT LIABILITIES:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Other payables:		
- Statutory dues	77,35,745	46,98,305
- Creditors for Expenses	4,76,893	85,536
Total	82,12,638	47,83,841

6 SHORT TERM PROVISIONS:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Contingent Provisions against Standard Assets	1,26,283	5,57,831
Total	1,26,283	5,57,831

7 FIXED ASSETS

Particulars	Furniture	Motor Vehicles	Office Equipment	Computers	Total
Cost of assets					
As at 1 April 2016	12,960	21,96,972	2,38,775	3,56,065	28,04,772
Additions	24,514	-	1,78,152	1,11,600	3,14,266
Disposal / Adjustment	-	-	-	-	-
As at 31 March 2017	37,474	21,96,972	4,16,927	4,67,665	31,19,038
Additions	-	8,97,657	17,588	-	9,15,245
Disposal / Adjustment	-	6,86,758	-	-	6,86,758
As at 31 March 2018	37,474	24,07,871	4,34,515	4,67,665	33,47,525
Depreciation Fund					
As at 1 April 2016	12,312	10,08,075	2,07,515	2,48,785	14,76,687
Charge for the year	1,479	3,17,767	35,679	77,143	4,32,068
Disposal / Adjustment	-	-	-	-	-
As at 31 March 2017	13,791	13,25,842	2,43,194	3,25,928	19,08,755
Charge for the year	2,336	2,47,574	43,550	78,177	3,71,637
Disposal / Adjustment	-	4,58,928	-	-	4,58,928
As at 31 March 2018	16,127	11,14,488	2,86,744	4,04,105	18,21,464
Net Block					
As at 31 March 2017	23,683	8,71,130	1,73,733	1,41,737	12,10,283
As at 31 March 2018	21,347	12,93,383	1,47,771	63,560	15,26,061

SUN FINLEASE (GUJARAT) LIMITED

8 NON CURRENT INVESTMENT:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Other Investments Valued at Cost		
Investment in Equity Investment (At Cost) (un quoted)		
Yuva Trading Company Pvt Ltd (40,000 Equity Shares)	-	48,00,000
Total	-	48,00,000

9 DEFERRED TAX ASSETS (NET):

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Deferred Tax Asssets		
Opening Balance	41,202	5,569
Fixed Asset: Impact of difference between tax depreciation and depreciation charged for the financial reporting	(2,207)	35,633
Add : Current year Deferred Tax liability		
Gross deferred tax liability	-	-
Deferred Tax Assets	38,995	41,202
Gross deferred tax asset	-	-
Net deferred tax asset	38,995	41,202

10 LONG-TERM LOANS & ADVANCES:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
(Unsecured , considered good, unless otherwise stated)		
Security Deposits	48,840	66,840
Total	48,840	66,840

11 OTHER NON-CURRENT ASSESTS

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Fixed Deposit with Bank (more than 12 months)	1,00,000	-
Total	1,00,000	-

12 INVENTORIES:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Valued at lower of cost or market value (Previous year valued at cost)		
Stock in trade:		
- Shares	30,68,93,483	4,21,10,544
- Mutual fund and Bonds (Above inventories taken, valued and certified by the management)	15,000	39,51,173
Total	30,69,08,483	4,60,61,717

SUN FINLEASE (GUJARAT) LIMITED

13 CASH AND BANK BALANCES:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Cash and cash equivalent :		
a Balance with Banks :		
- In Current accounts	55,11,181	96,80,913
- In Overdraft Accounts	318	2,34,30,238
b Cash on hand	1,07,638	2,31,896
c Other Bank Balance		
Fixed Deposit (Less than 12 months)	4,01,00,000	2,41,00,000
	4,01,00,000	2,41,00,000
Less: More than 12 months transferred to Non- Current Assets	1,00,000	-
Total Fixed Deposits	4,00,00,000	2,41,00,000
Total	4,56,19,137	5,74,43,047

14 SHORT-TERM LOANS AND ADVANCES:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
(Unsecured considered good, unless otherwise stated)		
Other loans and advances:		
- Advances recoverable in cash or kind	36,46,086	5,35,121
- Prepaid Insurance	31,049	20,260
- Advance tax and advance TDS (Net of provision)	96,88,829	33,77,863
- MAT Credit Entitlement	9,23,691	19,06,289
- Loans and Advances to others	4,68,69,573	22,33,71,797
Total	6,11,59,228	22,92,11,330

15 OTHER CURRENT ASSETS:

Particulars	As at March 31,2018 Amount in (₹)	As at March 31,2017 Amount in (₹)
Interest Receivable	76,431	54,95,661
Total	76,431	54,95,661

SUN FINLEASE (GUJARAT) LIMITED

16 REVENUE FROM OPERATIONS:

Particulars	Year ended March 31,2018 Amount in (₹)	Year ended March 31,2017 Amount in (₹)
Trading of Shares , Securities and Mutual Fund:		
Sales	1,25,84,74,868	1,00,97,95,342
Add: Closing Stock in Trade (at lower of cost or market value)	30,69,08,483	4,60,61,717
	1,56,53,83,351	1,05,58,57,059
Less: Opening Stock in Trade	4,60,61,717	1,31,54,366
Less: Transferred to Current Investment	4,60,61,717	1,31,54,366
Purchase	1,51,34,35,800	1,00,93,89,093
	1,55,94,97,517	1,02,25,43,459
Total Profit /(Loss)	58,85,834	3,33,13,600
Profit/(Loss) on sale on Shares (Speculative)	1,20,516	-
Profit/(Loss) on sale of F&O Transactions	1,89,28,637	-
Interest Income		
- From Fixed Deposits	39,13,216	25,44,190
- From Loans & Advances	6,13,76,464	3,93,50,764
Total	9,02,24,667	7,52,08,554

17 OTHER INCOME

Particulars	Year ended March 31,2018 Amount in (₹)	Year ended March 31,2017 Amount in (₹)
Dividend	5,285	8,540
Misc Income	-	7,302
Other Non Operating Income		
- Interest on Income Tax Refund	-	69,600
- Provision for Standard Assets Written Back	4,31,549	39,377
- Other Income	25,148	1,002
Total	4,61,982	1,25,821

18 EMPLOYEE'S BENEFIT EXPENSE:

Particulars	Year ended March 31,2018 Amount in (₹)	Year ended March 31,2017 Amount in (₹)
Salaries	22,88,870	16,02,441
Staff welfare expense	29,910	-
Total	23,18,780	16,02,441

SUN FINLEASE (GUJARAT) LIMITED

19 FINANCE COSTS:

Particulars	Year ended March 31,2018 Amount in (₹)	Year ended March 31,2017 Amount in (₹)
Interest Expenses		
Interest paid to Bank for overdraft against FDR	1,20,377	3,59,815
Interest to Others	8,71,32,476	6,46,90,728
Interest on late payment of TDS	162	114
Total	8,72,53,015	6,50,50,657

20 OTHER EXPENSES:

Particulars	Year ended March 31,2018 Amount in (₹)	Year ended March 31,2017 Amount in (₹)
Advertisement Expense	19,817	24,566
Legal & Professional Charges	1,55,170	6,77,217
Service charge and Service tax expense	58,332	1,20,146
Car Petrol & Repairing	3,80,014	3,08,227
Rent	1,92,000	1,83,000
Loss on sale of asset	27,830	
Custodial & Listing Fees	18,000	66,800
Contract Charges	5,520	
Conveyance Expenses	30,879	30,038
Printing, Stationery & Computer expenses	59,179	53,694
Electricity Expenses	46,215	31,189
Postage & Telegram	88,746	40,496
<u>Payment to Auditors :</u>		
- As an Auditor	27,000	27,000
- For Taxation matters	-	70,500
- For Other Services	-	13,000
Travelling Expenses	1,04,079	33,956
Office & Miscellaneous Expense	1,20,728	1,50,630
Prior Period Expense	-	3,52,930
Telephone & Internet Expenses	54,840	64,129
Bank Charges	28,158	28,957
Insurance Premium	41,362	11,893
Filing Fees	1,93,813	12,119
Total	16,51,682	23,00,486

SUN FINLEASE (GUJARAT) LIMITED

Note No. : 21 – Schedule to the Balance Sheet of Non Deposit taking Non-Banking Finance Company

		(INR in lakhs)	
Particulars			
Liabilities side		Amount outstanding	Amount Overdue
(1)	Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid:		
(a)	Debtentures : Secured	-	-
	: Unsecured	-	-
	(other than falling within the meaning of public deposits)		
(b)	Deferred Credits	-	-
(c)	Term Loans	-	-
(d)	Inter-corporate loans and borrowing	3557.44	-
(e)	Commercial Paper	-	-
(f)	Public Deposits	-	-
(g)	Other Loans (specify nature)	-	-
(2)	Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :	N.A.	N.A.
(a)	In the form of Unsecured debtentures		
(b)	In the form of partly secured debtentures i.e. debtentures where there is a shortfall in the value of Security		
(c)	Other public deposits		
Assets side		Amount outstanding	
(3)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a)	Secured	-	
(b)	Unsecured	468.70	
(4)	Break up of Leased Assets and stock on hire and other assets counting towards AFC activities		
(i)	Lease assets including lease rentals under sundry debtors :		
(a)	Financial lease	-	
(b)	Operating lease	-	
(ii)	Stock on hire including hire charges under sundry debtors :		
(a)	Assets on hire	-	
(b)	Repossessed Assets	-	
(iii)	Other loans counting towards AFC activities		
(a)	Loans where assets have been repossessed	-	
(b)	Loans other than (a) above	-	
(5)	Break-up of Investments		
	Current Investments		
1.	Quoted		
(i)	Shares		
(a)	Equity	-	
(b)	Preference	-	
(ii)	Debtentures and Bonds	-	
(iii)	Units of mutual funds	-	
(iv)	Government Securities	-	
(v)	Others (please specify)	-	

SUN FINLEASE (GUJARAT) LIMITED

2.	Unquoted			
	(i) Shares			
	(a) Equity		-	
	(b) Preference		-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (please specify)		-	
	Long Term investments			
1.	Quoted			
	(i) Share			
	(a) Equity		-	
	(b) Preference		-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (please specify)		-	
2.	Unquoted			
	(i) Shares			
	(a) Equity		-	
	(b) Preference		-	
	(ii) Debentures and Bonds		-	
	(iii) Units of mutual funds		-	
	(iv) Government Securities		-	
	(v) Others (please specify)		-	
(6)	Borrower group-wise classification of assets financed as in (3) and (4) above :			
	Category	Amount net of provisions		
		Secured	Unsecured	Total
1.	Related Parties			
	(a) Subsidiaries	-	-	-
	(b) Companies in the same group	-	-	-
	(c) Other related parties	-	-	-
2.	Other than related parties	-	468.70	468.70
	Total	-	468.70	468.70
(7)	Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :			
	Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)	
1.	Related Parties			
	(a) Subsidiaries	-		-
	(b) Companies in the same group	-		-
	(c) Other related parties	-		-
2.	Other than related parties	-		-
	Total	-		-
(8)	Other information			
	Particulars	Amount		
(i)	Gross Non-Performing Assets			
	(a) Related parties			-
	(b) Other than related parties			-
(ii)	Net Non-Performing Assets			
	(a) Related parties			-
	(b) Other than related parties			-
(iii)	Assets acquired in satisfaction of debt			-

SUN FINLEASE (GUJARAT) LIMITED

22. Previous year figures have been re-arranged, re-grouped or re-stated, wherever necessary to them comparable with those of current year.
23. Loans & Advances, deposits and other loans are as per the book and subject to confirmation from respective parties.
24. No Provision has been made for liability in respect of Gratuity and Leave Encashment. The effect of the same cannot be quantified, to the extent Profit for the year and balance of Reserve and Surplus are overstated and balance of Current / Non-Current Liability is understated.
25. The Company is not covered under Gratuity Act or PF Act hence no long term benefit are accounted on the same.
26. In the opinion of the management, the Trade receivables, loans and advances appearing in the balance sheet have a value equivalent to the amount stated therein, if realized during the ordinary course of the business and all known liabilities have been provided.
27. Related Party Disclosure under Accounting Standard 18

- **Key Management Personnel and Relatives.**

Name	Designation
Mr. Parag P. Shah	Managing Director
Mrs. Bhargavi V. Talati	Director
Mr. Paras K. Sharma	Director
Mr. Mahendar R. Patel	Director
Mr. Nitin B. Shah	Chief Financial Officer
Ms. Pooja Jain	Company Secretary

- **Nature and Volume of Transactions with related party are as under**

Name	Relation	Amount	Nature of Payment
Mr. Parag P. Shah	Managing Director	3,85,200/-	Salary
Mr. Nitin B. Shah	KMP (Chief Financial Officer)	4,69,200/-	Salary
Ms. Pooja Jain	KMP (C.S.)	2,44,000/-	Salary

28. No personal expenses of Directors have been charged to revenue account other than those payable under contractual obligation or in accordance with generally accepted business practice.
29. There is no expenditure or income in foreign currency.
30. Earnings per share:

Particulars		31.3.2018	31.3.2017
Net profit for the year attributable to Equity Shareholders		(19,87,141)/-	39,77,680/-
Weighted average number of Equity Shares outstanding	No.	30,33,370	30,33,370
Basic and Diluted earnings per share (face value of ₹ 10 each)	₹	(0.66)	1.31

31. Segment Reporting

The Company has only one reportable Primary Business Segment i.e. dealing in Shares and Securities.

As per our separate report of even date attached.

FOR PARIKH & AMIN ASSOCIATES

Chartered Accountants
Firm Reg. No. : 107520W

K. R. Parikh

(Partner)
Membership No. : 036517

Date : 28.05.2018
Place : Ahmedabad

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Parag P. Shah
Managing Director
DIN:00228965

Nitin B. Shah
Chief Financial Officer

Date : 28.05.2018
Place : Ahmedabad

Bhargavi V. Talati
Director
DIN:03069724

Pooja Jain
Company Secretary

Date : 28.05.2018
Place : Ahmedabad

SUN FINLEASE (GUJARAT) LIMITED
NON-BANKING FINANCIAL COMPANIES AUDITORS REPORT

To,
The Board of Directors,
SUN FINLEASE (GUJARAT) LIMITED.
Ahmedabad.

Dear Sir,

In addition to the report made under Section 143 of the Companies Act, 2013 on the Accounts of a Non-Banking Financial Companies, The Reserve Bank of India issued Non-Banking Financial Companies Auditor's Report (Reserve Bank) Directions, 2008 for all NBFC as defined in section 45I(f) of the Reserve Bank of India Act, 1934 and considering it necessary in the public interest and for the purpose of proper assessment of books of accounts of NBFCs, in exercise of the powers conferred by sub-section (1A) of Section 45MA of the Reserve Bank of India Act, 1934.

We report on the examined accounts of SUN FINLEASE (GUJARAT) LIMITED, a Non-Banking Financial Company (not accepting Public Deposit) for financial year ended on March 31, 2018, as per the matters specified in para 3 and 4 of the said Directions in vide RBI/DNBS/2016-17/48 dated Sept 29, 2016 to the extent applicable to the company as follows:

1. The Company is engaged in the business of Non-Banking Financial Institution, had applied for registration as provided in Section 45-IA of the Reserve Bank of India Act, 1934 and it has also been Granted Certificate of Registration (CoR) by the Reserve Bank of India, Reg.No: 01.00120 on dated 19/03/1998.
2. The Company is holding the Certificate of Registration (CoR) issued by RBI and the company is entitled to continue to hold such CoR in terms of its asset/ income pattern as on March 31, 2018
3. The Company is meeting the required Net Owned Fund (NOF) requirements as laid down in RBI master Direction Non-Banking Financial Companies-Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Direction, 2016 read with Master Direction DNBR.PD.007/03.10.119/2016-17.
4. The Company has not accepted any public deposits during the year 2017-18, Board of Directors of the company has passed resolution for non-acceptance of any public deposits.
5. For the Financial Year ended March 31, 2018 the Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification, provisioning for bad and doubtful debts & capital adequacy and exposure norms as applicable to it in terms of Non-Systematically Important Non-Banking Financial (Non-Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

FOR PARIKH AND AMIN ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 107520W

Place : Ahmedabad
Date : 28th May, 2018

K.R. PARIKH
(PARTNER)
Membership No.036517

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Phone No. 079 27496313 Email id: sfgl.1988@gmail.com website : www.sfgl.in.net

ATTENDANCE SLIP

(Please complete this Attendance Slip, and hand it over at the entrance of the meeting hall.)

I/ hereby record my/ presence at the 30th Annual General Meeting of the Company at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052 held on Saturday, 29th day of September, 2018 at 11:00 a.m.

Name of Member : _____

DP Id *	Folio No.
Client Id*	No. of Shares

Name of Proxy : _____

Signature of Member / Proxy

NOTE:

- *Applicable for investors holding shares in dematerialized form.

SUN FINLEASE (GUJARAT) LIMITED

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Phone No. 079 27496313 Email id: sfgl.1988@gmail.com website : www.sfgl.in.net

Form No. MGT-11

PROXY FORM

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

CIN : L65910GJ1988PLC010293

Name of the Company : Sun Finlease (Gujarat) Limited

Registered Office : 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052

Name of member(s) :	Email Id :
Registered Address :	Folio No/Client Id :
	DP Id :

I/We, being a member(s) of _____ shares of Sun Finlease (Gujarat) Limited, hereby appoint:

- Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or falling him
- Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or falling him
- Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or falling him

as my/our proxy to attend and vote (on a poll) for me/us and on my /our behalf at the 30th Annual General Meeting of the Company, to be held on Saturday, 29th day of September, 2018 at 11:00 a.m. at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad- 380 052 and at any adjournment thereof in respect of such resolution as are indicated below:

P.T.O.

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.

Phone No. 079 27496313 Email id: sfgl.1988@gmail.com

Date:

To,
The Company Secretary
SUN FINLEASE (GUJARAT) LIMITED
3, Ravipushp Apartment,
Beside Navneet House,
Memnagar, Ahmedabad-380052
Dear Sir,

Sub: **Updation of email address and registered address**

Please register my email address and registered address for the purpose of sending Annual Report and other notices/documents in electronic mode:

Name : _____

Email Id : _____

Folio No. / DP Id : _____

Client Id : _____

Signature of the First named Shareholder

Name : _____

Address : _____

	Resolutions	Vote (Optional)	
		For	Aganist
	Ordinary Business :		
1.	Adoption of Audited Financial Statements as on 31 st March, 2018.		
2.	Appointment of Mr. Parag P.Shah, who retires by rotation and being eligible offers himself for reappointment.		

Signed this _____ day of _____, 2018

Signature of the Shareholder : _____

Affix
requisite
Revenue
Stamp

Signature of Proxy holder(s) : _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. *For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
It is optional to put a "√" in the appropriate column against the Resolutions indicated in the box. If you leave the "For", "Against" or "Abstain" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.

To,

If undelivered please return to :

SUN FINLEASE (GUJARAT) LIMITED

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment,

B/s. Navneet House, Memnagar,

Ahmedabad-380052.

Phone No. 079 27496313

Email id- sfgl_1988@yahoo.com