

**29TH  
ANNUAL REPORT  
2016-2017**

**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. Talati & Talati  
Chartered Accountants  
Ambica Chambers ,  
Near Old High Court,  
Navarangpura,  
Ahmedabad- 380 009

#### **SECRETARIAL AUDITOR:**

M/s. Ravi Kapoor & Associates  
Practicing Company Secretaries  
4th floor, Shaival Plaza,  
Gujarat College Road  
Ellisbridge, Ahmedabad-380006

#### **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 400059, 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 29<sup>th</sup> Annual General Meeting of the Members of SUN FINLEASE (GUJARAT) LIMITED will be held on Friday, 29<sup>th</sup> September, 2017 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 31<sup>st</sup> March, 2017 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss Account and Cash flow statement for the period ended on 31<sup>st</sup> March, 2017 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.
- (3) To appointment of Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, consent of the Company be and is hereby given to the M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Registration No. 107520W), be and are hereby appointed as Statutory Auditors of the Company in place of M/S Talati & Talati, Chartered Accountants, (Firm Registration No. 110758W), the retiring Auditors of the Company, to hold office from conclusion of this Annual General Meeting till the conclusion of the 34<sup>th</sup> 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."

#### SPECIAL BUSINESS:

- (4) To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, Articles of Association of the Company, Mrs. Bhargavi V. Talati (DIN: 03069724), who was appointed as an Additional Director of the Company to hold the office of Independent Non-Executive Director w.e.f. 12<sup>th</sup> August, 2017 and who holds office as such up to the date of 29<sup>th</sup> Annual General Meeting in terms of Section 161 of the Companies Act, 2013 ("Act") and in respect of whom the Company has received a notice in writing from herself under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Independent Non-Executive Director.

- (5) To Increase the Authorized Share Capital

To consider and if thought fit, to pass with or without modification(s) the following resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions contained in Section 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013, ("Act") and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the authorised share capital of the Company be and is hereby increase from ₹ 8,50,00,000 (Rupees Eight Crores Fifty Lacs only) divided into 34,60,000 (Thirty Four Lacs Sixty Thousand) Equity Shares of ₹10/- (Rupees Ten only) each, 40,000 (Forty Thousand) 2% Cumulative Redeemable Preference Shares of ₹10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lacs) 6% Non Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten only) each. to ₹ 10,00,00,000 (Rupees Ten Crores only) divided into 49,60,000 (Fourty Nine Lacs Sixty Thousand ) equity shares of ₹10/- each, 40,000 (Forty Thousand) 2% Cumulative Redeemable Preference Shares of ₹10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lacs) 6% Non Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten only) each. by creating 15,00,000 (Fifteen Lacs) equity shares of ₹ 10/- each.

**RESOLVED FURTHER THAT** the existing Clause V of the Memorandum of Association of the Company be and is hereby substituted with the following:

The Authorised Share Capital of the Company is ₹ 10,00,00,000 (Rupees Ten Crores only) divided into 49,60,000 (Fourty Nine Lacs Sixty Thousand) Equity Shares of ₹10/- (Rupees Ten only) each, 40,000 (Forty Thousand) 2% Cumulative Redeemable Preference Shares of ₹10/- (Rupees Ten Only) each and 50,00,000 (Fifty Lacs) 6% Non Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten only) each.

\* The Authorised Share Capital of the Company has been increased from ₹ 850 Lacs to ₹ 10 Crores vide AGM dated 29th day of September, 2017.

## SUN FINLEASE (GUJARAT) LIMITED

**RESOLVED FURTHER THAT** subject to the applicable provisions of the Companies Act, 2013, and in accordance with all applicable laws, the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings and to do all such acts, deeds and things as may be required to give effect to this Resolution.

**RESOLVED FURTHER THAT** the Directors, of the Company be and are hereby severally authorized to take all the necessary actions in this regards including filing of required forms with ROC - Gujarat.”

- (6) Empowering the Board to create mortgage/ security upto a limit of ₹1500.00 Crores (Rupees One Thousand Five Hundred Crores) under section 180(1)(a):

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

“**RESOLVED THAT** in supersession to the special resolution passed earlier, if any, the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, to mortgaging and/ or charging by the Board of Directors of the Company of all the moveable and/or immoveable properties of the Company wheresoever situated, both present and future, and the whole undertaking(s) of the Company (subject to prior charges in favour of the Company’s bankers for cash credit and other facilities) together with the power of the mortgagee/s to take over the management of the business and concern of the Company in certain events, in order to secure Rupee Term Loans/ Foreign Currency loans or any other debts taken by the Company for amounts not exceeding aggregate of ₹1500.00 Crores (Rupees One Thousand Five Hundred Crores) obtained/ to be obtained from the Financial Institutions and/or Banks or issued/to be issued by the Company or to be privately placed with the Financial Institutions and/or Banks and/or Mutual Funds or any other person as the case may be, and interest at the respective agreed rates, compound/additional interest, in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment, costs, charges and expenses, remuneration of the Trustees and all other monies payable in respect of the aforementioned borrowings as may be agreed to by the Board of Directors of the Company.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to finalise with the Financial Institutions, Banks, Mutual Funds and Trustees for documents for creating the aforesaid mortgages and/or charges and to do all such acts and things as may be required for giving effect to the Resolution.

**RESOLVED FURTHER THAT** Board may further delegate the power to committee for the above mentioned matter.”

- (7) Empowering the Board to borrow money upto a limit of ₹ 1500.00 Crores (Rupees One Thousand Five Hundred Crores) under section 180(1)(c):

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

“**RESOLVED THAT** in supersession to the special resolution passed earlier, if any, consent of the Company be and is hereby accorded under the provisions of section 180(1)(c) of the Companies Act, 2013, to the Board of Directors of the Company for borrowing from time to time all such sums of money as it may deem requisite for the purpose of the business of the Company, notwithstanding that the moneys to be borrowed by the Company together with the moneys, if any, already borrowed by the Company (neither of which sums shall include the temporary loans, if any, obtained from the Company’s bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of moneys so borrowed by the Board shall not at any time exceed ₹1500 crores (Rupees one thousand five hundred crores).

**RESOLVED FURTHER THAT** the Board be and is hereby empowered and authorise to arrange and fix the terms and conditions of all such moneys to be borrowed, from time to time interest, repayment, security or otherwise howsoever as it may deems fit, as also to execute all such deeds and documents as may be necessary or required for this purpose.

**RESOLVED FURTHER THAT** Board may further delegate the power to committee for the above mentioned matter.”

**Regd. Office:**  
3, Ravipushp Apartment,  
B/S Navneet House, Memnagar,  
Ahmedabad-380052 Gujarat  
**PLACE : Ahmedabad**  
**DATE : 12.08.2017**

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

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

## SUN FINLEASE (GUJARAT) LIMITED

### NOTES :

1. **The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts in respect of business under item No. 4, 5, 6 and 7 is annexed hereto.**
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the Company.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.**
3. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the Meeting.
4. Books of the Company shall remain closed from **21st September, 2017 to 29th September, 2017** (both days are inclusive).
5. 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 400059.
6. 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.
7. 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.
8. The documents referred to in this Notice are open for inspection by any Member at the Registered Office of the Company during the Company's business hours on any working day up to the date of the Annual General Meeting and will also be available for inspection at the Meeting.
9. Pursuant to the Green Initiative taken by the Government, your Company shall send Annual Report and other communications from time to time to the shareholders electronically to the e-mail address provided by them.
10. 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.
11. 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 P. Shah	Mrs. Bhargavi V. Talati
Director Identification Number (DIN)	00228965	03069724
Father's Name	Mr. Priyakant Shah	Mr. Nalinikant J. Nanavati
Date of Birth	13/09/1961	03/12/1959
Educational Qualifications	Commerce graduate	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	Mrs. Bhargavi V. Talati is a commerce graduate by qualification. She is 58 years old. She possesses long and rich experience in finance business. As far as financial progress and positive growth are concerned, her contribution is worth appreciating as she is well versed with the finance activities as well as in the field of management. The Company expects to develop positive business relationships with all the concerns, in her directorship.
Date of Appointment as Director	10/01/2000	12/08/2017
Relationship with other directors	None	None
Directorship in listed entities	None	None
Committee membership in listed entities	Three	None
Shareholding (No. of equity shares)	100 Shares	None

## SUN FINLEASE (GUJARAT) LIMITED

### 12. 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 Friday, 22<sup>nd</sup> September, 2017 i.e. cutoff date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on **Tuesday, 26<sup>th</sup> September, 2017 at 9.00 a.m. and will end on Thursday, 28<sup>th</sup> September, 2017 at 05.00 p.m.** The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

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

### B. E-Voting Instructions:

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Tuesday, 26<sup>th</sup> September, 2017 at 9.00 a.m. and ends on Thursday, 28<sup>th</sup> September, 2017 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, 22<sup>nd</sup> September, 2017** 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (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.

## SUN FINLEASE (GUJARAT) LIMITED

- (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.
- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 **Tuesday, 26th September, 2017 at 9.00 a.m. and will end on Thursday, 28th September, 2017 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, 2017** 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://www.sfgl.in.net) and on the web site of CDSL i.e. [www.cdslindia.com](http://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-380052 Gujarat

PLACE : Ahmedabad

DATE : 12.08.2017

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

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



## **SUN FINLEASE (GUJARAT) LIMITED**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to certain Special Business mentioned in the accompanying Notice:

#### **Item No. 4**

Mrs. Bhargavi V. Talati (DIN 03069724) was appointed as an Additional Director of the Company with effect from 12th August, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mrs. Bhargavi V. Talati holds office upto the date of this Annual General Meeting but is eligible for the appointment as a Director.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mrs. Bhargavi V. Talati as a Independent Director.

Except for Mrs. Bhargavi V. Talati, no other Director or Key Managerial Personnel of the Company and/or their relatives are concerned or interested financially or otherwise in this item of business.

#### **Item No. 5**

The authorized capital of the company is ₹ 8,50,00,000 (Rupees Eight Crores Fifty Lacs only) and it is proposed to increase the authorized Share Capital of the company to ₹ 10,00,00,000 (Rupees Ten Crores only). The company is required to induct/infuse more funds by way of capital due to stipulation imposed by the bankers of the company and hence it is proposed to increase the authorized and paid up capital of the company. Therefore, the Board of Directors recommends this ordinary resolution for the consideration and approval of the members.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution. The Directors recommend the resolution for your approval.

#### **Item No. 6 & 7**

The Section 180(1)(a)&(c) of the Companies Act, 2013 and the rules made thereon requires special resolution to be passed in respect of borrowings and sale, lease or otherwise disposal of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertakings.

None of the other Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested in the passing of this resolution. The Directors recommend the resolution for your approval.

#### **Regd. Office:**

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

**PLACE : Ahmedabad**

**DATE : 12.08.2017**

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

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

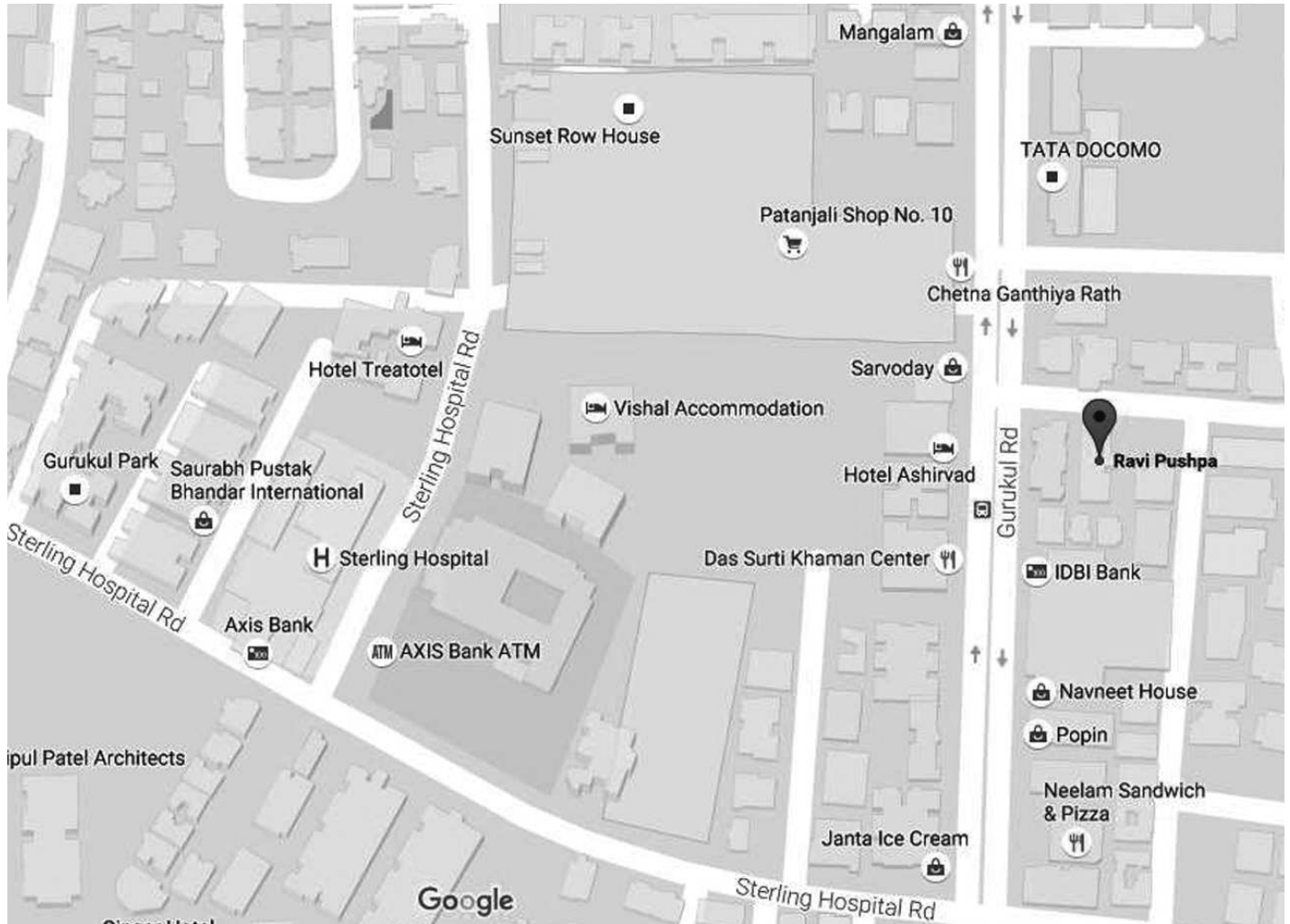


# SUN FINLEASE (GUJARAT) LIMITED

## Route Map of Venue of the 29<sup>th</sup> AGM:

Near by: Navneet House

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



# SUN FINLEASE (GUJARAT) LIMITED

(CIN: L65910GJ1988PLC010293)

## DIRECTORS' REPORT

To,  
The Members,  
SUN FINLEASE (GUJARAT) LIMITED

Your Directors have pleasure in presenting the 29th Annual Report together with audited accounts of the Company for the financial year ended on March 31st, 2017 (F.Y 2016-17).

### 1. FINANCIAL RESULT:

(Amt. in ₹)

Particulars	Current Financial Year 31.03.2017	Previous Financial Year 31.03.2016
Revenue from operations (Net) and other income	7,53,34,375	3,70,68,923
Profit/(Loss) before Prior period items and Tax	59,48,723	84,86,099
Less: Prior period expenses	22,500	15,500
Less: Current Tax	12,13,641	15,55,000
Less : MAT Credit entitlement	7,70,535	(3,72,498)
Add: Earlier Years Tax & Deferred Tax	(35,633)	( 25,149)
<b>Profit / (Loss) after tax</b>	<b>39,77,680</b>	<b>73,13,246</b>
Balance Brought Forward from Previous Year	1,27,87,669	69,37,072
Profit Available for appropriation	1,67,65,349	1,42,50,318
<b>APPROPRIATIONS</b>		
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	(7,95,536)	(14,62,649)
Surplus carried to the next year's account	1,59,69,813	1,27,87,669

### 2. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTUS:

During the year under review, the Company recorded total income of ₹ 7,53,34,375/- against ₹ 3,70,68,923/- in the previous year. However, the Company had earned profit after tax of ₹ 39,77,680/- for the year under review as against previous year's profit after tax of ₹ 73,13,246/-. Nevertheless, your Directors are hopeful for better performance in the coming years.

### 3. DIVIDEND:

During the year under review, to conserve the resources of the Company, your Directors do not recommend any Dividend for the year ended on 31<sup>st</sup> March, 2017.

### 4. RESERVES:

During the year under review, the Company has Transferred a sum of ₹ 7,95,536/- 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.

## SUN FINLEASE (GUJARAT) LIMITED

### 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 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:

In accordance with the provisions of Section 152(6) and Articles of Association of the Company, Mr. Parag P. Shah (DIN:00228965) will retire by rotation at the ensuing 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 appointment of Mr. Parag P. Shah (DIN: 00228965) as Managing Director of the company for a period of Five years with effect from 01.08.2016 on terms and conditions including remuneration as per the agreement.

Appointment of Mr. Nitin B. Shah as Chief Financial Officer of the company w.e.f. 01.08.2016 to perform duties assigned to him by the Board of Directors from time to time;

Appointment of Ms. Pooja Jain as Company Secretary of the company w.e.f. 01.08.2016 to perform the duties of a Secretary as required under the Companies Act, 2013 and any other duties assigned by the Board of Directors from time to time.

Appointment of Mr. Mahendar Patel as additional director w.e.f. 23.08.2016 and was regularize as director of the company at 28<sup>th</sup> Annual General Meeting.

The Director Mrs. Bhargavi V. Talati (DIN: 03069724), who was appointed as an Additional Director of the Company w.e.f. 12<sup>th</sup> August,2017 to hold office upto this AGM and thereafter she holds office as Independent director subject to approval of shareholders.

The Director, Mrs. Punita R. Solanki (DIN: 00225663) resigned from the Directorship of the Company w.e.f. 12<sup>th</sup> August,2017 due to his resignation.

### 10. DECLARATION FROM INDEPENDENT DIRECTORS:

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the compliance of the conditions of the independence stipulated in the aforesaid section.

### 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 31<sup>st</sup> March, 2017 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.

## SUN FINLEASE (GUJARAT) LIMITED

(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.

### 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 28 Board Meetings held during the financial year 2016-17 and the details of the date of board meetings are as mentioned below:

Sr. No	Date	Sr. No	Date	Sr. No	Date	Sr. No	Date
1.	05.04.2016	8.	16.07.2016	15.	26.09.2016	22.	25.01.2017
2.	17.04.2016	9.	28.07.2016	16.	03.10.2016	23.	11.02.2017
3.	25.04.2016	10.	01.08.2016	17.	26.10.2016	24.	27.02.2017
4.	26.04.2016	11.	12.08.2016	18.	11.11.2016	25.	09.03.2017
5.	30.05.2016	12.	23.08.2016	19.	23.11.2016	26.	10.03.2017
6.	22.06.2016	13.	04.09.2016	20.	06.12.2016	27.	22.03.2017
7.	09.07.2016	14.	19.09.2016	21.	08.12.2016	28.	24.03.2017

### 16. COMMITTEES:

#### i) Audit Committee:

The Committee comprises 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, Non-executive director and w.e.f. 01.08.2016 Mr. Parag P. Shah is Executive Director and appointed as Managing Director of the company, Mr. Mahendar Patel, Independent non-executive director w.e.f. 23.08.2016. Dates of the Audit Committee Meetings held during the financial year 2016-17 are as mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	26.04.2016	4.	11.11.2016
2.	30.05.2016	5.	11.02.2017
3.	12.08.2016		

#### ii) Shareholders/ Investors Grievance Committee:

The Committee comprises 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, Non-executive director and w.e.f. 01.08.2016 Mr. Parag P. Shah is Executive Director and appointed as Managing Director of the company, Mr. Mahendar Patel, Independent non-executive director w.e.f. 23.08.2016. Dates of the Shareholders/ Investors Grievance Committee Meetings held during the financial year 2016-17 are as mentioned below:

Sr. No.	Date	Sr. No.	Date
1.	26.04.2016	3.	11.11.2016
2.	12.08.2016	4.	09.01.2017

## SUN FINLEASE (GUJARAT) LIMITED

### 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.

Nomination and Remuneration Committee comprises 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, Non-executive director w.e.f. 01.08.2016 Mr. Parag P. Shah is Executive Director and appointed as Managing Director of the company and Mr. Mahendar Patel, Independent non-executive director w.e.f. 23.08.2016. and the meetings were held on 25.04.2016 and 01.08.2016 during the financial year 2016-17.

### 17. AUDITORS:

#### Appointment of Statutory Auditors:

M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Registration No. 107520W), be and are hereby appointed as Statutory Auditors of the Company in place of M/S Talati & Talati, Chartered Accountants, (Firm Registration No. 110758W), the retiring Auditors of the Company, to hold office from conclusion of this Annual General Meeting 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.

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

There have been no frauds reported during the Financial Year ended March 31, 2017.

#### 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 2016-17.

#### 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, 2017. Secretarial Audit Report issued by M/s. Ravi Kapoor & Associates, Company Secretaries, in form MR-3 forms part of this report.

### 18. 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 contains the Company has not made any provision for gratuity and leave encashment and for it company is planning to acquire best policy in accordance with the statutory requirements for such retirement benefits.

#### ii) Secretarial Audit Report:

During the audit by the secretarial auditor, following remark has been made in its report for the financial year ended 31st March, 2016 and the Board has answered to all its relevant remark mentioned as hereunder:

1. *Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above except in few cases Company has made some delay in submission of outcome with Stock Exchange with respect to Board Meetings held during the year under review.*

Ans : Secretarial Auditor has qualified his Secretarial Audit Report regarding delay in submission of outcome with Stock Exchange with respect to Board meetings held during the year under review which was due to oversight. However future compliances is assured.

### 19. 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

## SUN FINLEASE (GUJARAT) LIMITED

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

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

### 21. 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.

### 22. 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	Non-Executive Director and from 01.08.2016 is 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
	Mr. Mahendar Patel	Non-Executive Director/ Independent Director w.e.f. 23.08.2016	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 - Not Applicable** CFO - Not Applicable*** CS - Not Applicable**** * No Remuneration paid by the Company to any Directors of the Company. ** In the Previous Financial year (i.e. 2015-16) there was no MD in the Company and Mr. Parag P. Shah appointed as a MD of the Company on 1st Day of August, 2016. Hence, Comparison of percentage increase is not applicable. *** In the Previous Financial year (i.e. 2015-16) there was no CFO in the Company and Mr. Nitin B. Shah appointed as a CFO of the Company on 1st Day of August, 2016. Hence, Comparison of percentage increase is not applicable. **** Previous year (i.e. 2015-16) there is no CS in the Company and Ms. Pooja Jain, appointed as a CS of the Company on 1st Day of August, 2016. Hence, Comparison of percentage increase is not feasible.		
(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  The managerial personnel i.e. Mr. Parag P. Shah- Managing Director, Mr. Nitin B. Shah-CFO, and Ms. Pooja Jain-CS were appointed w.e.f. 1st August, 2016. Hence, comparison of percentile increase in managerial remuneration is not applicable.		
(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

### 23. 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 your Company, as the Company has not attained the prescribed limit as mentioned hereunder:

The Regulations 17 to 27 (include also both regulations) and clauses (b) to (i) of Sub-regulations (2) of regulation 46 and Para C, D and E of Schedule V, shall not be mandatory in respect of the companies having paid up equity share capital not exceeding ₹10 crores and net worth not exceeding ₹ 25 crores as on the last day of the previous financial year.

### 24. 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.

### 25. 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.

### 26. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

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

### 27. 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



## SUN FINLEASE (GUJARAT) LIMITED

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.

### 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.

### 28. LISTING AT METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED:

The Company has been listed on Metropolitan Stock Exchange Of India Limited w.e.f. September 26, 2016, vide circular no. MSEI/LIST/4537/2016 dated 22nd September, 2016.

### 29. 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.

### 30. 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 : 12.08.2017**

**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 31/03/2017

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) If yes, details of stock exchanges where shares are listed	Yes		
		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	65993	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 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter's</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	0	54570	54570	1.80	54570	-	54570	1.80	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	298500	308500	607000	20.01	607000	-	607000	20.01	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(1):-</b>	<b>298500</b>	<b>363070</b>	<b>661570</b>	<b>21.81</b>	<b>661570</b>	<b>-</b>	<b>661570</b>	<b>21.81</b>	<b>-</b>
<b>(2) Foreign</b>									
(a) NRIs- Individuals	-	-	-	-	-	-	-	-	-
(b) Other- Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
<b>Sub-total(A)(2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter(A)= (A)(1)+(A)(2)</b>	<b>298500</b>	<b>363070</b>	<b>661570</b>	<b>21.81</b>	<b>661570</b>	<b>-</b>	<b>661570</b>	<b>21.81</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	882200	425800	1308000	43.12	1084000	224000	1308000	43.12	-
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	120700	372400	493100	16.25	180700	312400	493100	16.25	-
c) Others(NRIs)	0	178600	178600	5.89	0	178600	178600	5.89	-
<b>Sub-total (B)(2):-</b>	<b>1043400</b>	<b>1328400</b>	<b>2371800</b>	<b>78.19</b>	<b>1305200</b>	<b>1066600</b>	<b>2371800</b>	<b>78.19</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>1043400</b>	<b>1328400</b>	<b>2371800</b>	<b>78.19</b>	<b>1305200</b>	<b>1066600</b>	<b>2371800</b>	<b>78.19</b>	<b>-</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>1341900</b>	<b>1691470</b>	<b>3033370</b>	<b>100</b>	<b>1966770</b>	<b>1066600</b>	<b>3033370</b>	<b>100</b>	<b>0.00</b>

## 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	458000	15.09	0.00	-
3.	Shri Harshad N. Patel	54570	1.80	0.00	0	0	0	-1.80
4	Smt. Mrudula H. Patel	0	0	0	54570	1.80	0.00	1.80
	<b>Total</b>	<b>661570</b>	<b>21.80</b>	<b>0.00</b>	<b>661570</b>	<b>21.80</b>	<b>0.00</b>	-

### 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.	<b>Premium Polycot Pvt. Ltd</b>				
	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.	<b>Unilon Private Limited</b>				
	At the beginning of the year	458000	15.09	458000	15.09
	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	458000	15.09	458000	15.09
3.	<b>Shri Harshad N. Patel</b>				
	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):	54570 Equity shares were transmitted to Smt. Mrudula H. Patel as she is Joint holder of Shri Harshad N. Patel due to death of Shri Harshad N. Patel on 20.02.2017			
	At the end of the year	0	0	0	0
4.	<b>Smt. Mrudula H. Patel</b>				
	At the beginning of the year	0	0	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):	54570 Equity shares were transmitted from Shri Harshad N. Patel to Smt. Mrudula H. Patel on 20.02.2017 as she is Joint holder of Shri Harshad N. Patel due to the death of Shri Harshad N. Patel.			
	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
<b>1</b>	<b>Legacy Infotech Pvt Ltd</b>				
	At the beginning of the year	605800	19.97	605800	19.97
	Date wise Increase/Decrease in Promoters 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
<b>2</b>	<b>Lakshya Infraspac Private Limited</b>				
	At the beginning of the year	579200	19.09	579200	19.09
	Date wise Increase/Decrease in Promoters 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
<b>3.</b>	<b>Satish Shah</b>				
	At the beginning of the year	114000	3.76	114000	3.76
	Date wise Increase/Decrease in Promoters 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
<b>4.</b>	<b>Laxmiben Hirabhai Rathod</b>				
	At the beginning of the year	84000	2.77	84000	2.77
	Date wise Increase/Decrease in Promoters 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
<b>5.</b>	<b>Samir Bhuta</b>				
	At the beginning of the year	60000	1.97	60000	1.97
	Date wise Increase/Decrease in Promoters 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
<b>6.</b>	<b>Reshma N. Shah</b>				
	At the beginning of the year	60000	1.97	60000	1.97
	Date wise Increase/Decrease in Promoters 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	<b>Nimit J. Shah</b>				
	At the beginning of the year	59000	1.94	59000	1.94
	Date wise Increase/Decrease in Promoters 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	<b>Vicky R. Jhaveri</b>				
	At the beginning of the year	59000	1.94	59000	1.94
	Date wise Increase/Decrease in Promoters 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	<b>Sagar R. Jhaveri</b>				
	At the beginning of the year	58000	1.91	58000	1.91
	Date wise Increase/Decrease in Promoters 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	<b>Rhombus Reality Private Limited</b>				
	At the beginning of the year	54500	1.79	54500	1.79
	Date wise Increase/Decrease in Promoters 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)	54500	1.79	54500	1.79

### 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.	<b>Parag P. Shah</b>	100	0.003	100	0.003
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters 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)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	-	2728.71	-	2728.71
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>2728.71</b>	-	<b>2728.71</b>
Change in Indebtedness during the financial year				
* Addition	-	127.35	-	127.35
* Reduction	-	-	-	-
<b>Net Change</b>		<b>127.35</b>	-	<b>127.35</b>
Indebtedness at the end of the financial year				
i) Principal Amount	-	2856.06	-	2856.06
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>2856.06</b>		<b>2856.06</b>

### 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		
<b>1</b>	Gross salary	2,32,800	-	2,32,800
	(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	-	-	-
<b>2</b>	Stock Option	-	-	-
<b>3</b>	Sweat Equity	-	-	-
<b>4</b>	Commission - as % of profit - others, specify...	-	-	-
<b>5</b>	Others, please specify	-	-	-
	<b>Total</b>	<b>2,32,800</b>	-	<b>2,32,800</b>
	Ceiling as per the Act	-	-	-

## SUN FINLEASE (GUJARAT) LIMITED

### B. Remuneration to other directors:

SN	Particulars of Remuneration	Name of Independent/ Non-Executive Director			
1	Independent Directors				
	Fee for attending board meetings	-	-	-	-
	Fee for attending committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify (Remuneration)	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive Directors				
	Fee for attending board meetings	-	-	-	-
	Fee for attending committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
Total (2)	-	-	-	-	
	<b>Total (B)=(1+2)</b>	-	-	-	-
	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	CFO	Total
1	Gross salary	-	1,40,394	2,80,800	-
	(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	-	-	-	-
	<b>Total</b>	-	<b>1,40,394</b>	<b>2,80,800</b>	-

## 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)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

FOR SUN FINLEASE (GUJARAT) LIMITED

Place : Ahmedabad  
Date : 12.08.2017

PARAG P. SHAH  
(CHAIRMAN)  
DIN: 00228965

# SUN FINLEASE (GUJARAT) LIMITED

Form No. MR-3

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

[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 "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 31<sup>st</sup> March, 2017 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 31<sup>st</sup> March, 2017 verified the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992, ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 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. The listing agreement/provisions 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, etc. mentioned above except in few cases Company has made some delay in submission of outcome with Stock Exchange with respect to Board Meetings held during the year under review.

### 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 : 12th August,2017**

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.

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### 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 : 12th August,2017**



# SUN FINLEASE (GUJARAT) LIMITED

## INDEPENDENT AUDITOR'S 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 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Basis of Qualified Opinion:**

*We draw your attention to note no. 24 of the notes to financial statements regarding non provision of gratuity and leave encashment, which is a departure from AS 15 "Employee Benefits". 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.*

### **Qualified Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph above, 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, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section(11) of section 143 of the Companies Act, 2013, we give in the "Annexure - A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

## SUN FINLEASE (GUJARAT) LIMITED

- (b) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, 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) Except for the effects of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure -B".
- (g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - (iv) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 13 to the financial statements

**For Talati & Talati**  
Chartered Accountant  
(Firm Regn No: 110758W)

**Anand Sharma**  
(Partner)  
Membership No: 129033

**Place of Signature : Ahmedabad**

**Date : 29/05/2017**

## 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 31<sup>st</sup> March, 2017 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;
- (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 **Talati & Talati**  
Chartered Accountant  
(Firm Regn No: 110758W)

**Anand Sharma**  
(Partner)  
Membership No: 129033

**Place of Signature : Ahmedabad**

**Date : 29/05/2017**

## 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, 2017 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, 2017, 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 **Talati & Talati**  
Chartered Accountant  
(Firm Regn No: 110758W)

**Anand Sharma**  
(Partner)  
Membership No: 129033

Place of Signature : Ahmedabad  
Date : 29/05/2017

**SUN FINLEASE (GUJARAT) LIMITED**  
**BALANCE-SHEET AS ON 31ST MARCH, 2017**

Particulars	Note No	As at March 31, 2017 Amount in (₹)	As at March 31, 2016 Amount in (₹)
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' funds</b>			
(a) Share capital	2	3,03,33,700	3,03,33,700
(b) Reserves and surplus	3	2,30,48,071	1,90,70,391
<b>(2) Current liabilities</b>			
(a) Short-term borrowings	4	28,56,06,637	27,28,71,882
(b) Other current liabilities	5	47,83,841	18,56,767
(c) Short-term provisions	6	5,57,831	5,97,208
<b>TOTAL</b>		<b><u>34,43,30,080</u></b>	<b><u>32,47,29,948</u></b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible Assets	7	12,10,283	13,28,085
(b) Non-Current Investments	8	48,00,000	48,00,000
(c) Deferred Tax Asset (Net)	9	41,202	5,569
(d) Long Term Loans and Advances	10	66,840	34,840
(e) Other Non-Current Assets	11	-	2,41,00,000
<b>(2) Current assets</b>			
(a) Inventories	12	4,60,61,717	1,31,54,366
(b) Cash and cash equivalents	13	5,74,43,047	75,19,448
(c) Short-term loans and advances	14	22,92,11,330	27,05,81,940
(d) Other current assets	15	54,95,661	32,05,700
<b>TOTAL</b>		<b><u>34,43,30,080</u></b>	<b><u>32,47,29,948</u></b>

The accompanying notes from 1 to 30 are an integral part of these Financial Statements

As per our separate report of even date attached.

**For Talati & Talati**

Chartered Accountants  
(Firm Reg No: 110758W)

**Anand Sharma**

Partner  
Mem. No. 129033

**Date : 29.05.2017**

**Place : Ahmedabad**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Parag P. Shah**  
**Managing Director**  
DIN:00228965

**Paras K. Sharma**  
**Director**  
DIN:06872890

**Nitin B. Shah**  
**Chief Financial Officer**

**Pooja Jain**  
**Company Secretary**

**Date : 29.05.2017**  
**Place : Ahmedabad**

**Date : 29.05.2017**  
**Place : Ahmedabad**

## SUN FINLEASE (GUJARAT) LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

Particulars	Note No	As at March 31, 2017 Amount in (₹)	As at March 31, 2016 Amount in (₹)
I. Revenue From Operations	16	7,52,08,554	3,67,21,031
II. Other Income	17	1,25,821	3,47,892
<b>III. Total Revenue</b>		<b>7,53,34,375</b>	<b>3,70,68,923</b>
IV. Expenses:			
Employees' Benefit Expense	18	16,02,441	7,34,365
Finance Costs	19	6,50,50,657	2,60,86,459
Depreciation and Amortization Expense	7	4,32,068	3,79,027
Other Expenses	20	23,00,486	13,82,973
<b>V. Total Expenses</b>		<b>6,93,85,652</b>	<b>2,85,82,823</b>
VI. Profit/(Loss) Before Prior Period Items and Tax (III - V)		59,48,723	84,86,099
VII. Prior Period Exp.		22,500	15,500
VIII. Profit/(Loss) Before Tax (VI - VII)		<b>59,26,223</b>	<b>84,70,599</b>
IX. Tax Expense:	-		
(i) Current Tax		12,13,641	15,55,000
(ii) Deferred Tax		(35,633)	(25,149)
(iii) MAT Credit Entitlement		7,70,535	(3,72,498)
		19,48,543	11,57,353
X. Profit/(Loss) for The Period (VIII - IX)		<b>39,77,680</b>	<b>73,13,246</b>
XI. Earning Per Equity Share (Face value of ₹ 10 per share)	29		
(1) Basic		<b>1.31</b>	<b>2.41</b>
(2) Diluted		<b>1.31</b>	<b>2.41</b>

**The accompanying notes from 1 to 30 are an integral part of these Financial Statements**

As per our separate report of even date attached.

**For Talati & Talati**

Chartered Accountants  
(Firm Reg No: 110758W)

**Anand Sharma**

Partner  
Mem. No. 129033

**Date : 29.05.2017**

**Place : Ahmedabad**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

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**Managing Director**  
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**Pooja Jain**  
**Company Secretary**

**Date : 29.05.2017**  
**Place : Ahmedabad**

**Date : 29.05.2017**  
**Place : Ahmedabad**

**SUN FINLEASE (GUJARAT) LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2017**

PARTICULARS	2016-17	2015-16
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit/(Loss) Before Tax	59,26,223	84,70,599
<b>Add :</b>		
Depreciation	4,32,068	3,79,027
<b>Less :</b>		
Provision for Standard Assets	(39,377)	(75,525)
Interest Income	(25,44,190)	(23,46,142)
<b>Operating Profit Before Working Capital Changes (Increase) / Decrease in Current Assets</b>	<b>37,74,724</b>	<b>64,27,959</b>
Inventories	(3,29,07,351)	53,13,93,289
Advances in ordinary course of business	4,33,20,057	(14,52,34,959)
Income Receivable	(22,89,961)	(21,11,574)
Securities Deposits	(32,000)	-
<b>Increase / (Decrease) in Current Liabilities</b>		
Trade and Other Payables	29,27,074	(5,25,129)
<b>Cash Generated From Operations</b>	<b>1,47,92,543</b>	<b>38,99,49,586</b>
Direct Taxes Paid	(39,33,623)	(13,28,924)
<b>NET CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES (A)</b>	<b>1,08,58,920</b>	<b>38,86,20,662</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets	(3,14,266)	(30,100)
Interest Income	25,44,190	23,46,142
<b>NET CASH INFLOW / (OUTFLOW ) FROM INVESTING ACTIVITIES (B)</b>	<b>22,29,924</b>	<b>23,16,042</b>
<b>C. CASH FLOW USED IN FINANCING ACTIVITIES:</b>		
Proceeds/(Repayment) of Short Term Borrowings	1,27,34,755	(38,39,00,157)
<b>NET CASH INFLOW / (OUTFLOW ) FROM FINANCING ACTIVITIES (C)</b>	<b>1,27,34,755</b>	<b>(38,39,00,157)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>2,58,23,599</b>	<b>70,36,547</b>
Add : Cash and Cash Equivalents as at 1st April	75,19,448	4,82,902
Cash and Cash Equivalents as at 31st March	3,33,43,047	75,19,449
<b>Cash and Cash Equivalents Comprise :</b>		
Cash and Bank Balances	3,33,43,047	75,19,448

The accompanying notes from 1 to 30 are an integral part of these Financial Statements

As per our separate report of even date attached.

**For Talati & Talati**

Chartered Accountants  
(Firm Reg No: 110758W)

**Anand Sharma**

Partner  
Mem. No. 129033

**Date : 29.05.2017**

**Place : Ahmedabad**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Parag P. Shah**  
Managing Director  
DIN:00228965

**Paras K. Sharma**  
Director  
DIN:06872890

**Nitin B. Shah**  
Chief Financial Officer

**Pooja Jain**  
Company Secretary

**Date : 29.05.2017**

**Place : Ahmedabad**

**Date : 29.05.2017**

**Place : Ahmedabad**



# SUN FINLEASE (GUJARAT) LIMITED

## NOTES TO FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

### 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. Cost is determined on FIFO basis.

#### 1.4 Fixed Assets:

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 Fixed Assets 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.

#### 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

## SUN FINLEASE (GUJARAT) LIMITED

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 earning 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, 2017

#### 2 SHARE CAPITAL :

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Authorised Capital:</b>		
34,60,000 Equity Shares of ₹10/- each (P.Y.:34,60,000 Equity Shares of ₹10/- each)	3,46,00,000	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)	50,000,000	50,000,000
<b>Issued, Subscribed &amp; Fully Paid up Capital :</b>		
30,33,370 - Equity Shares of ₹10/- each fully paid up (P.Y. 30,33,370 Equity Shares of ₹10/-each)	30,333,700	30,333,700
	<b>30,333,700</b>	<b>30,333,700</b>

#### (a) Reconciliation of number of shares :

Particulars	As at March 31, 2017		As at March 31, 2016	
	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, 2017		As at March 31, 2016	
	No of Shares held	% of holding	No of Shares held	% of holding
a) Unilon Private Limited	458000	15.10%	458000	15.10%
b) Lakshya Infraspac Private Limited	579200	19.09%	579200	19.09%
c) Legacy Infotech Private Limited	605800	19.97%	605800	19.97%

#### 3 Reserves & Surplus

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Other Reserves</b>		
<b>General Reserve</b>		
Balance as per last accounts	65,405	65,405
Less : Adjusted against Fixed assets written off	-	-
	65,405	65,405
<b>Statutory Reserve</b> (Reserve fund in terms of section 45 (1C(i) of the Reserve Bank of India Act, 1934 )		
Balance as per last accounts	62,17,317	47,54,668
Add: Transferred from Profit & Loss Account	7,95,536	14,62,649
	70,12,853	62,17,317
<b>Surplus in Statement of Profit &amp; Loss</b>		
Balance as per last accounts	1,27,87,669	69,37,072
Add : Profit for the year	39,77,680	73,13,246
Less: Appropriations		
Transfer to Statutory Reserve	(7,95,536)	(14,62,649)
	1,59,69,813	1,27,87,669
	<b>2,30,48,071</b>	<b>1,90,70,391</b>

## SUN FINLEASE (GUJARAT) LIMITED

### 4 SHORT TERM BORROWINGS:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Loans repayable on demand</b>		
<b>Secured:</b>		
(i) From banks		
- Overdraft Facility (Secured against Fixed Deposit Receipts)	173	500
<b>Unsecured :</b>		
(i) Inter Corporate Deposits	28,56,06,464	27,28,71,382
<b>Total</b>	<b>28,56,06,637</b>	<b>27,28,71,882</b>

### 5 OTHER CURRENT LIABILITIES:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Other payables:</b>		
- Statutory dues	46,98,305	17,97,802
- Creditors for Expenses	85,536	58,965
<b>Total</b>	<b>47,83,841</b>	<b>18,56,767</b>

### 6 SHORT TERM PROVISIONS:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
Contingent Provisions against Standard Assets	5,57,831	5,97,208
<b>Total</b>	<b>5,57,831</b>	<b>5,97,208</b>

### 7 TANGIBLE FIXED ASSETS

	Furniture	Vehicles	Office Equipment	Computers	Mobile	Cycle	Air Conditioners	Total
<b>Cost of assets</b>								
<b>As at 1 April 2015</b>	12,960	21,96,972	1,15,175	3,25,965	3,500	4,500	1,23,600	<b>27,82,672</b>
Additions	-	-	-	30,100	-	-	-	<b>30,100</b>
Disposal / Adjustment	-	-	-	-	-	-	-	-
<b>As at 31 March 2016</b>	<b>12,960</b>	<b>21,96,972</b>	<b>1,15,175</b>	<b>3,56,065</b>	<b>3,500</b>	<b>4,500</b>	<b>1,23,600</b>	<b>28,12,772</b>
Additions	24,514	-	22,140	1,11,600	-	-	1,56,012	<b>3,14,266</b>
Disposal / Adjustment	-	-	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>37,474</b>	<b>21,96,972</b>	<b>1,37,315</b>	<b>4,67,665</b>	<b>3,500</b>	<b>4,500</b>	<b>2,79,612</b>	<b>31,27,038</b>
<b>Depreciation Fund</b>								
<b>As at 1 April 2015</b>	12,312	6,90,308	1,15,175	1,95,619	3,500	4,500	84,246	<b>11,05,660</b>
Charge for the year	-	3,17,767	-	53,166	-	-	8,094	<b>3,79,027</b>
Disposal / Adjustment	-	-	-	-	-	-	-	-
<b>As at 31 March 2016</b>	<b>12,312</b>	<b>10,08,075</b>	<b>1,15,175</b>	<b>2,48,785</b>	<b>3,500</b>	<b>4,500</b>	<b>92,340</b>	<b>14,84,687</b>
Charge for the year	1,479	3,17,767	3,519	77,143	-	-	32,160	<b>4,32,068</b>
Disposal / Adjustment	-	-	-	-	-	-	-	-
<b>As at 31 March 2017</b>	<b>13,791</b>	<b>13,25,842</b>	<b>1,18,694</b>	<b>3,25,928</b>	<b>3,500</b>	<b>4,500</b>	<b>1,24,500</b>	<b>19,16,755</b>
<b>Net Block</b>								
<b>As at 31 March 2016</b>	<b>648</b>	<b>11,88,897</b>	<b>-</b>	<b>1,07,280</b>	<b>-</b>	<b>-</b>	<b>31,260</b>	<b>13,28,085</b>
<b>As at 31 March 2017</b>	<b>23,683</b>	<b>8,71,130</b>	<b>18,621</b>	<b>1,41,737</b>	<b>-</b>	<b>-</b>	<b>1,55,112</b>	<b>12,10,283</b>

## SUN FINLEASE (GUJARAT) LIMITED

### 8 NON CURRENT INVESTMENT:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Other Investments Valued at Cost</b>		
<b>Investment in Equity Investment (At Cost) (un quoted)</b>		
Yuva Trading Company Pvt Ltd (40,000 Equity Shares)	48,00,000	48,00,000
<b>Total</b>	<b>48,00,000</b>	<b>48,00,000</b>

### 9 DEFERRED TAX ASSETS (NET):

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Deferred Tax Asssets</b>		
Opening Balance	5,569	(19,580)
Fixed Asset: Impact of difference between tax depreciation and depreciation charged for the financial reporting	35,633	25,149
Add : Current year Deferred Tax liability		
<b>Gross deferred tax liability</b>	-	
<b>Deferred Tax Assets</b>	<b>41,202</b>	<b>5,569</b>
<b>Gross deferred tax asset</b>	-	-
<b>Net deferred tax asset</b>	<b>41,202</b>	<b>5,569</b>

### 10 LONG-TERM LOANS & ADVANCES:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
(Unsecured , considered good, unless otherwise stated)		
Security Deposits	66,840	34,840
<b>Total</b>	<b>66,840</b>	<b>34,840</b>

### 11 OTHER NON-CURRENT ASSESTS

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
Fixed Deposit with Bank (more than 12 months)	-	24,100,000
<b>Total</b>	-	<b>24,100,000</b>

### 12 INVENTORIES:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
Valued at lower of cost or market value (Previous year valued at cost)		
<b>Stock in trade:</b>		
- Shares	42,110,544	13,154,366
- Mutual fund and Bonds (Above inventories taken, valued and certified by the management)	3,951,173	-
<b>Total</b>	<b>46,061,717</b>	<b>13,154,366</b>

## SUN FINLEASE (GUJARAT) LIMITED

### 13 CASH AND BANK BALANCES:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
<b>Cash and cash equivalent :</b>		
a Balance with Banks :		
- In Current accounts	9,680,913	341,196
- In Overdraft Accounts	23,430,238	7,106,789
b Cash on hand	231,896	71,464
c Other Bank Balance		
Fixed Deposit (Less than 12 months)	24,100,000	-
Fixed Deposit (more than 12 months)	-	24,100,000
	24,100,000	24,100,000
Less: More than 12 months transferred to Non- Current Assets	-	(24,100,000)
Total Fixed Deposits	24,100,000	-
<b>Total</b>	<b>57,443,047</b>	<b>7,519,448</b>

**As required by MCA NOTIFICATION NO. GSR 308(E) dated 30th March, 2017, Company is required to disclose Specified Banking Notes Transaction from 8th November, 2016 to 30th December 2016. The same has been presented below :**

Particulars	SBNs	Other Denomination	Total Notes
Closing cash in hand as on 08.11.2016	Nil	6,807	6,807
(+) Permitted Receipts	Nil	Nil	Nil
(+) Withdrawal from bank	Nil	1,35,000	1,35,000
(-) Permitted payments	Nil	27,619	27,619
(-) Amount deposited in bank	Nil	15,000	15,000
Closing cash in hand as on 30.12.2016	Nil	99,188	99,188

### 14 SHORT-TERM LOANS AND ADVANCES:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
(Unsecured considered good, unless otherwise stated)		
<b>Other loans and advances:</b>		
- Advances recoverable in cash or kind	535,121	19,621
- Prepaid Insurance	20,260	6,877
- Advance tax and advance TDS (Net of provision)	3,377,863	657,881
- MAT Credit Entitlement	1,906,289	2,676,824
- Loans and Advances to others	223,371,797	267,220,736
<b>Total</b>	<b>229,211,330</b>	<b>270,581,940</b>

### 15 OTHER CURRENT ASSETS:

	As at March 31,2017 Amount in (₹)	As at March 31,2016 Amount in (₹)
Interest Receivable	5,495,661	3,205,700
<b>Total</b>	<b>5,495,661</b>	<b>3,205,700</b>

## SUN FINLEASE (GUJARAT) LIMITED

### 16 REVENUE FROM OPERATIONS:

	Year ended March 31,2017 Amount in (₹)	Year ended March 31,2016 Amount in (₹)
<b>Trading of Shares , Securities and Mutual Fund:</b>		
Sales	1,009,795,342	1,261,274,955
Add: Closing Stock in Trade (at lower of cost or market value)	46,061,717	13,154,366
	1,055,857,059	1,274,429,321
Less: Opening Stock in Trade	13,154,366	544,547,655
	13,154,366	544,547,655
Purchase	1,009,389,093	704,341,453
	1,022,543,459	1,248,889,108
<b>Total Profit /(Loss)</b>	<b>33,313,600</b>	<b>25,540,213</b>
Profit/(Loss) on sale on Shares (Speculative)	-	(77)
Profit/(Loss) on sale of F&O	-	(5,213,893)
Profit/(Loss) on Currency Trading		268,121
<b>Interest Income</b>		
- From Fixed Deposits	2,544,190	2,346,142
- From Loans & Advances	39,350,764	13,780,525
<b>Total</b>	<b>75,208,554</b>	<b>36,721,031</b>

### 17 OTHER INCOME

	Year ended March 31,2017 Amount in (₹)	Year ended March 31,2016 Amount in (₹)
Dividend	8,540	258,652
Misc Income	7,302	13,715
<b>Other Non Operating Income</b>		
- Interest on Income Tax Refund	69,600	-
- Provision for Standard Assets Written Back	39,377	75,525
- Other Income	1,002	-
<b>Total</b>	<b>125,821</b>	<b>347,892</b>

### 18 EMPLOYEE'S BENEFIT EXPENSE:

	Year ended March 31,2017 Amount in (₹)	Year ended March 31,2016 Amount in (₹)
Salaries	1,602,441	734,365
<b>Total</b>	<b>1,602,441</b>	<b>734,365</b>

## SUN FINLEASE (GUJARAT) LIMITED

### 19 FINANCE COSTS:

	Year ended March 31,2017 Amount in (₹)	Year ended March 31,2016 Amount in (₹)
<b>Interest Expenses</b>		
Interest paid to Bank for overdraft against FDR	359,815	710,446
Interest to Others	64,690,728	25,375,860
Interest on late payment of TDS	114	153
<b>Total</b>	<b>65,050,657</b>	<b>26,086,459</b>

### 20 OTHER EXPENSES:

	Year ended March 31,2017 Amount in (₹)	Year ended March 31,2016 Amount in (₹)
Advertisement Expense	24,566	4,387
Legal & Professional Charges	677,217	454,470
Service charge and Service tax expense	120,146	-
Car Petrol & Repairing	308,227	315,727
Rent	183,000	72,000
Custodial & Listing Fees	66,800	75,670
Conveyance Expenses	30,038	9,462
Printing, Stationery & Computer expenses	53,694	15,336
Electricity Expenses	31,189	85,310
Postage & Telegram	40,496	11,250
Payment to Auditors		
As an Auditor	27,000	28,625
For Taxation matters	70,500	9,690
For Other Services	13,000	14,313
Travelling Expenses	33,956	30,344
Office & Miscellaneous Expense	150,629	93,813
Income Tax Expense	352,930	-
Telephone & Internet Expenses	64,129	49,620
Bank Charges	28,957	20,555
Insurance Premium	11,893	45,676
Filing Fees	12,119	30,600
Donation	-	16,125
<b>Total</b>	<b>2,300,486</b>	<b>1,382,973</b>



# SUN FINLEASE (GUJARAT) LIMITED

## ANNEXURE-21

### SCHEDULE TO THE BALANCE SHEET OF NON DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY

(as required in terms of paragraph 13 of Non Systematically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007)

(₹ in Lakhs)

Particulars	Amount out-standing As on 31-03-2017	Amount overdue Ason 31-03-2016
<b>Liabilities side :</b>		
<b>1 Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid:</b>		
(a) Debentures		
Secured	NIL	NIL
Unsecured (other than falling within the meaning of public deposits)	NIL	NIL
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate loans and borrowing	2,856.06	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans	0.01	NIL
<b>Assets side :</b>		
<b>Amount outstanding</b>		
<b>2 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
(a) Secured		NIL
(b) Unsecured		2,233.72
<b>3 Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease		NIL
(b) Operating lease		NIL
(ii) Stock on hire including hire charges under sundry debtors:		
(a) Assets on hire		NIL
(b) Repossessed Assets		NIL
(iii) Other loans counting towards AFC activities		
(a) Loans where assets have been repossessed		NIL
(b) Loans other than (a) above		NIL
<b>4 Break-up of Investments :</b>		
Current Investments :		
1. Quoted :		
(i) Shares		
(a) Equity		NIL
(b) Preference		NIL
(ii) Debentures and Bonds		
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL
2. Unquoted :		
(i) Shares		
(a) Equity		
(b) Preference		NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL

## SUN FINLEASE (GUJARAT) LIMITED

(₹ in Lakhs)

Particulars	Amount out-standing As on 31-03-2017	Amount overdue As on 31-03-2016
-------------	--	---------------------------------------

### 4 Break-up of Investments : [contd...]

Long Term investments :		NIL
1 Quoted :		
(i) Shares		
(a) Equity		NIL
(b) Preference		NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL
2. Unquoted :		
(i) Shares		
(a) Equity		48
(b) Preference		NIL
(ii) Debentures and Bonds		NIL
(iii) Units of mutual funds		NIL
(iv) Government Securities		NIL
(v) Others (please specify)		NIL

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

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties			
(a) Subsidiaries	NIL	NIL	NIL
(b) Companies in the same group	NIL	NIL	NIL
(c) Other related parties	NIL	NIL	NIL
2. Other than related parties	NIL	NIL	NIL
<b>Total</b>	NIL	NIL	NIL

### 6 Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):

Category	Market Value / Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	NIL	NIL
<b>Total</b>	NIL	NIL

### 7 Other information

Particulars	Amount
(1) Gross Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(2) Net Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(3) Assets acquired in satisfaction of debt	NIL

## 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 can not 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. 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.
26. Related Party Disclosure under Accounting Standard 18

Key Management Personnel and Relatives.

Name	Designation
Parag Shah	Managing Director
Paras Sharma	Director
Punita Solanki	Director
Mahendar Patel	Director
Nitin Shah	CFO
Pooja Jain	CS

Disclosure of Transactions between the Company and Related Parties and the status of outstanding balance as on 31st March, 2017.

Sr. No.	Particulars	Amount in ₹
1.	Salary Expense ( Previous Year)	4,000 Nil

27. 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.
28. There is no expenditure or income in foreign currency.
29. Earnings per share:

Particulars	31.03.2017	31.03.2016
Net profit for the year attributable to Equity Shareholders	39,77,680	73,13,246
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)	₹ 1.31	2.41

30. 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 Talati & Talati**

Chartered Accountants  
(Firm Reg No: 110758W)

**Anand Sharma**

Partner  
Mem. No. 129033

**Date : 29.05.2017**

**Place : Ahmedabad**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

**Parag P. Shah**  
**Managing Director**  
DIN:00228965

**Paras K. Sharma**  
**Director**  
DIN:06872890

**Nitin B. Shah**  
**Chief Financial Officer**

**Pooja Jain**  
**Company Secretary**

**Date : 29.05.2017**  
**Place : Ahmedabad**

**Date : 29.05.2017**  
**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, 2017, 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, 2017
3. As per Circular No. DNBR.PD.007/03.10.119/2016-17, the Company is meeting the required Net Owned Fund (NOF) requirements.
4. As per Circular no. DNBS. PD. CCNo. 85/03.02.089/ 2006-07 dated December 6,2006, the company is not classified as Asset Finance Company (AFC) and hence, Non-Banking Financial (Non-deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 is applicable in respect of Non-Deposit taking NBFC.
5. The Company has not accepted any public deposits during the year 2016-17, Board of Directors of the company has passed resolution for non-acceptance of any public deposits in the 1st Board Meeting held on 05/04/2016.
6. For the Financial Year ended March 31, 2017 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.
7. In respect of Systemically Important Non-Deposits taking NBFC as defined in paragraph 2(1)(xix) of the Non-Systematically Important Non-Banking Financial (Non-Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, the Company is not required to submit the return in Form NBS-7, as per Circular No. DNBS (PD). CC. No.141 / 03.10.001/ 2008-2009 dated June 4, 2009.

For **Talati & Talati**  
Chartered Accountant  
(Firm Regn No: 110758W)

**Place: Ahmedabad**  
**Date : 29/05/2017**

**Anand Sharma**  
(Partner)  
Membership No: 129033

## 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 29th Annual General Meeting of the Company at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052 held on Friday the 29th day of September, 2017 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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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 29th Annual General Meeting of the Company, to be held on Friday, the 29th day of September, 2017 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		Optional	
<b>Ordinary Business :</b>			
1.	Adoption of Audited Financial Statements as on 31 <sup>st</sup> March, 2017.		
2.	Appointment of Mr. Parag P. Shah Who retire by rotation and being eligible offers himself for reappointment.		
3.	Appointment of Auditors and fixing their remuneration		
<b>Special Business :</b>			
4.	Regularize Mrs Bhargavi V. Talati as Independent Non Executive Director		
5.	To Increase the Authorised Share Capital		
6.	Creation of Charges on the Movable and Immovable Properties		
7.	To Increase the borrowing Powers of Board.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2017

Signature of the Shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
requisite  
Revenue  
Stamp

**Note : This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.**



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