

**31ST  
ANNUAL REPORT  
2018-19**

**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      | Non-Executive Director       |

#### **CHIEF FINANCIAL OFFICER:**

Mr. Nitin B. Shah

#### **COMPANY SECRETARY:**

Mr. Masoom Shah

#### **STATUTORY AUDITORS:**

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

#### **SECRETARIAL AUDITOR:**

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

#### **REGISTERED OFFICE:**

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

#### **REGISTRAR AND SHARE TRANSFER AGENTS:**

##### **Bigshare Services Pvt. Ltd.**

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

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## SUN FINLEASE (GUJARAT) LIMITED

(CIN: L65910GJ1988PLC010293)

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

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

### NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of the Members of **SUN FINLEASE (GUJARAT) LIMITED** will be held on Thursday, 26th Day of September, 2019 at 03:30 p.m. at the registered Office of the Company situated at 3, Ravipushp Apartment, B/s Navneet house, Memnagar, Ahmedabad-380 052 to transact the following businesses:

#### ORDINARY BUSINESS:

- (1) To receive, consider, and adopt financial statements of the Company for the Financial Year ended 31st March, 2019 including the Audited Balance Sheet as at 31st March, 2019 and the Statement of Profit & Loss Account and Cash flow statement for the year ended on 31st March, 2019 and the reports of the Directors' and the Auditors' thereon.
- (2) To appoint a Director in place of Mr. Mahendar Patel (DIN: 07595767) who retires by rotation and being eligible; offers himself for reappointment.
- (3) To consider and approve appointment of Auditors and fix their remuneration and if thought fit, to pass with or without modification, 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 thereunder, as amended from time to time, consent of the Company be and is hereby given to M/s. Devpura Navlakha & Co., Ahmedabad (Firm Registration No.: **121975W**), be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Registration No.: 107520W), the resigning Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in 2024 subject to approval of Shareholders and Statutory Authorities as may be required on such remuneration as may be approved by the Audit Committee of the Company."

#### Regd. Office:

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

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

**PLACE: Ahmedabad**

**DATE : 12.08.2019**

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

#### NOTES:

1. **A member entitled to attend and vote at the 31st Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company.**
2. **The proxy form, to be valid and effective, should be lodged at the registered office of the Company, duly completed and signed, not less than forty-eight hours before the commencement of the AGM.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carry voting rights. A member holding more than ten percent of the total share capital of the Company, carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
4. Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the company a certified copy of relevant board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board resolution to attend and vote on their behalf at the meeting.
5. The members are requested to bring duly filled attendance slip along with their copy of Annual Report at the Annual General meeting.
6. Books of the Company shall remain closed from 18th September, 2019 to 26th September, 2019 (both days are inclusive).
7. Members are requested to notify immediately any change in their Registered Address to the Company's Registrar; BIGSHARE SERVICES PRIVATE LIMITED, Unit: SUN FINLEASE (GUJARAT) LIMITED, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai - 400 059.
8. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the Meeting.

## SUN FINLEASE (GUJARAT) LIMITED

9. Shareholders seeking any information with regards to the Accounts are requested to write to the Company at an early date to enable the Management to keep the information ready.
10. All documents referred to in the notice requiring the approval of the Members at the AGM and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. from the date hereof up to the date of ensuing annual general meeting.
11. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of the SEBI (LODR) Regulations, 2015, this Notice and the Annual Report of the Company for the financial year 2018-19 are being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form and made available to the Company)
  1. By the Depositories.
  2. The Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form and to the Company, in case shares are held in physical form.

The Annual Report for 2018-19 of the Company is also available on the Company's website at [www.sfgl.in.net](http://www.sfgl.in.net) and also on the website of the respective Stock Exchange, i.e. at Metropolitan Stock Exchange of India Limited ([www.msei.in](http://www.msei.in)).

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

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

|   |   |
|---|---|
| <b>Name of the Director</b>   | <b>Mahendar Ramanbhai Patel</b>   |
| Director Identification Number (DIN)  | 07595767  |
| Father's Name   | Mr. Ramanbhai Patel   |
| Date of Birth   | 24/11/1977  |
| Educational Qualifications  | Under Graduate  |
| Experience/ Expertise   | Mr. Mahendar Patel possesses long and rich experience at a managerial position in Corporate Sector since last 19 years. |
| Date of Appointment as Director   | 23/08/2016  |
| Relationship with other directors   | N.A.  |
| Directorship in listed entities (Other than Sun Finlease (Gujarat) Limited) | None  |
| Committee membership in listed entities                                     | Three   |
| Shareholding (No. of equity shares)   | Nil   |

#### 14. A. Notes for E-voting:

In compliance with the provisions of section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the facility of remote e-voting 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 Thursday, 19th September, 2019 i.e. cut off date are entitled to vote on the resolutions set forth in this Notice.

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

## SUN FINLEASE (GUJARAT) LIMITED

### B. E-Voting Instructions:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Monday, 23rd September at 9.00 a.m. and ends on Wednesday, 25th September 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 **Thursday, 19th September, 2019** 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<br><b>OR</b><br>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.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

## SUN FINLEASE (GUJARAT) LIMITED

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

(xix) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](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 mailed 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 **Monday, 23rd September, 2019 at 9.00 a.m. and ends on Wednesday, 25th September, 2019 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 **Thursday, 19th September, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) 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 DPs 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 IDs 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 ([www.msei.in](http://www.msei.in)).

#### Regd. Office:

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

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

**PLACE: Ahmedabad**

**DATE : 12.08.2019**

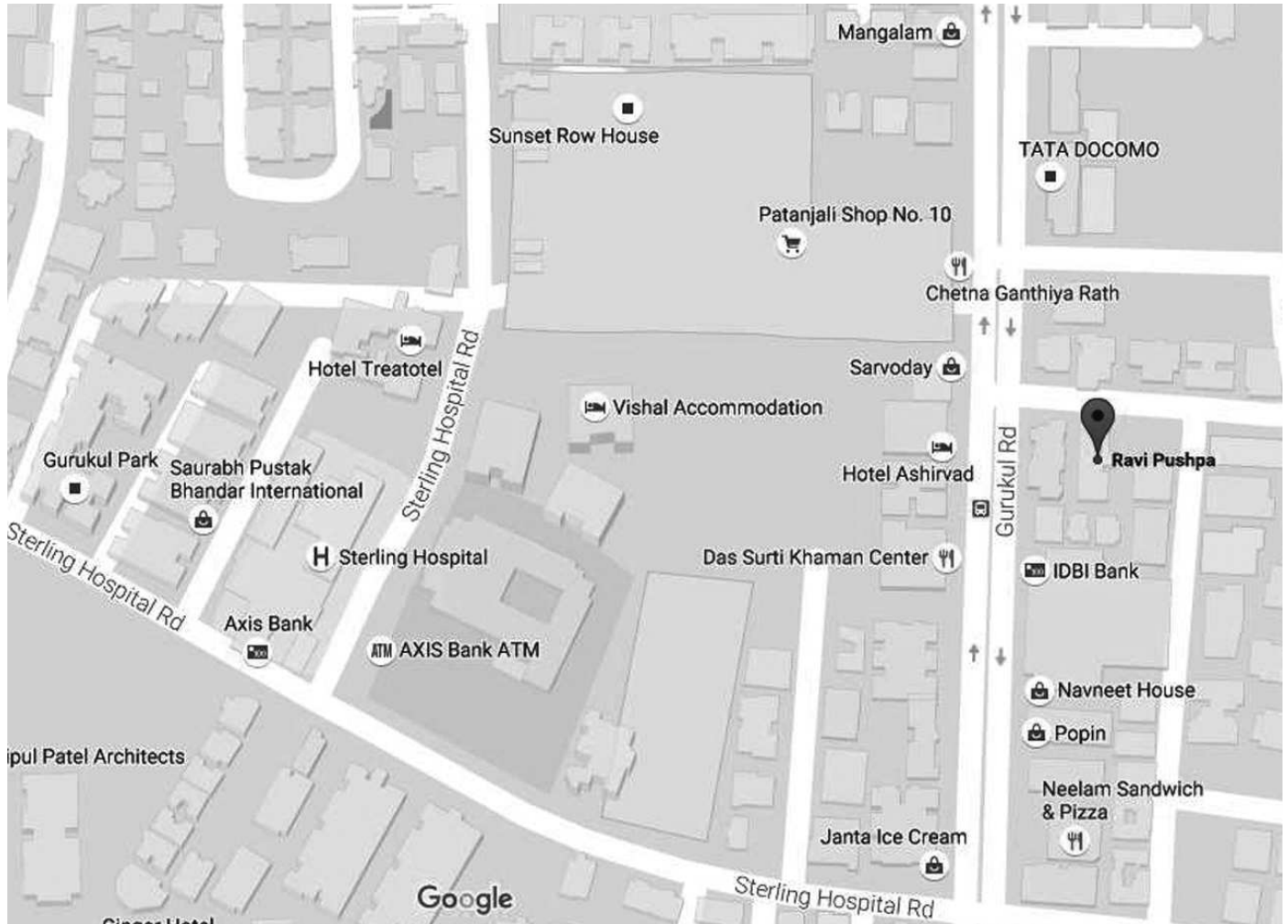
**PARAG P. SHAH  
(CHAIRMAN)  
(DIN: 00228965)**

# SUN FINLEASE (GUJARAT) LIMITED

## Route Map of Venue of the 31st AGM:

Near: Navneet House

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



# SUN FINLEASE (GUJARAT) LIMITED

(CIN: L65910GJ1988PLC010293)

## DIRECTORS' REPORT

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

Your Directors have pleasure in presenting the 31st Annual Report together with audited accounts of the Company for the financial year ended on March 31st, 2019 (F.Y 2018-19).

### 1. FINANCIAL RESULTS:

The summary of the Company's financial performance for F.Y. 2018-19 compared to the previous F.Y. 2017-18 is given below:

(Amt. in ₹)

| Particulars   | Current Financial Year (31.03.2019) | Previous Financial Year (31.03.2018) |
|---|-------------------------------------|--------------------------------------|
| Revenue from operations (Net) and other income                            | 28,469,059                          | 90,686,649                           |
| Profit/(Loss) before Prior period items and Tax                           | 782,682                             | (908,465)                            |
| Less: Prior period expenses   | 112,192                             | 17,890                               |
| Less: Current Tax   | 51,213                              | -                                    |
| Less: Deferred Tax  | (39,818)                            | 2,207                                |
| Less : MAT Credit entitlement   | (51,213)                            | -                                    |
| Less : MAT Credit reversal  | -                                   | 982,598                              |
| Less: Earlier Years Tax & Deferred Tax                                    | (6,939)                             | 75,981                               |
| <b>Profit / (Loss) after tax</b>  | <b>717,247</b>                      | <b>(1,987,141)</b>                   |
| Balance Brought Forward from Previous Year from profit and loss statement | 1,35,85,244                         | 1,59,69,813                          |
| Profit Available for appropriation  | 1,43,02,491                         | 1,39,82,672                          |
| <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   | (143,449)                           | (3,97,428)                           |
| <b>Surplus carried to the next year's account</b>                         | <b>1,41,59,043</b>                  | <b>1,35,85,243</b>                   |

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

During the year under review, the Company recorded total income of ₹ 28,469,059/- against ₹ 90,686,649/- in the previous year. However, the Company managed to earn a profit of ₹ 717,247/- for the year under review as against previous year's loss of ₹ 1,987,141/-. Your Directors are hopeful for more positive results in the coming years.

### 3. DIVIDEND:

In view of insufficient profit earned by the Company during the year under review, your Directors do not recommend any dividend for the year ended on 31<sup>st</sup> March, 2019.

### 4. RESERVES:

During the year under review, the Company has Transferred a sum of ₹ 143,449/- to Statutory Reserve 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 has occurred between the ends of the financial year of the Company to which the financial statements relate and the date of the report.

### 6. INTERNAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate systems of internal control procedures which are commensurate with the size and nature of its business. The internal control systems of the Company are monitored and evaluated by the internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Company. The observations and comments, if any, of the Audit Committee are also generally placed before the Board.



## SUN FINLEASE (GUJARAT) LIMITED

### 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 statements.

### 8. **DEPOSITS:**

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

### 9. **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):**

In accordance with the provisions of Section 152(6) and Articles of Association of the Company, Mr. Mahendar Patel (DIN: 07595767), Director, will retire by rotation at the 31st Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board recommends his appointment.

There was a change among the Key Managerial Personnel of the company which is as follows:

Ms. Pooja Jain, Whole-time Company Secretary of the Company, has resigned from the post of Company Secretary of the Company w.e.f 19.11.2018.

Mr. Masoom Shah, an Associate Member of the Institute of Company Secretaries of India (ICSI) was appointed as a Whole-time Company Secretary of the Company w.e.f 19.11.2018.

### 10. **DECLARATION FROM INDEPENDENT DIRECTORS:**

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

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

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

### 11. **DIRECTORS' RESPONSIBILITY STATEMENT:**

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

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

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year i.e. at 31st March, 2019 and of the profit and loss of the company for that period;
- (c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors have prepared the annual accounts on a going concern basis;
- (e) the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors have 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 prescribed in Rule 12 of the Companies (Management and Administration) Rule, 2014 is Annexed to this Report.

## SUN FINLEASE (GUJARAT) LIMITED

### 14. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

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

### 15. BOARD MEETINGS:

During the Financial Year 2018-19, Ten (10) Board Meeting were held and the details of the dates of Board Meetings are as mentioned below:

| Sr. No | Date       | Sr. No | Date       | Sr. No | Date       | Sr. No | Date       |
|--------|------------|--------|------------|--------|------------|--------|------------|
| 1.     | 04.04.2018 | 2.     | 10.05.2018 | 3.     | 28.05.2018 | 4.     | 10.08.2018 |
| 5.     | 03.10.2018 | 6.     | 01.11.2018 | 7.     | 19.11.2018 | 8.     | 01.12.2018 |
| 9.     | 02.01.2019 | 10.    | 31.01.2019 |        |            |        |            |

### 16. COMMITTEES:

#### i) Audit Committee:

The Committee comprises of Mrs. Bhargavi V. Talati, Chairperson and Independent non-executive Director, Mr. Paras K. Sharma, Independent non-executive Director, Mr. Parag P. Shah, Executive Director, and Mr. Mahendar Patel, non-executive director.

During the Financial Year 2018-19, Four (4) Audit Committee meetings were held; the dates of which are as follows:

| Sr. No. | Date       | Sr. No. | Date       |
|---------|------------|---------|------------|
| 1.      | 28.05.2018 | 2.      | 10.08.2018 |
| 3.      | 01.11.2018 | 4.      | 31.01.2019 |

#### ii) Stakeholders' Relationship Committee:

The Committee comprises of Mrs. Bhargavi V. Talati, Chairperson and Independent non-executive director, Mr. Paras K. Sharma, Independent non-executive director, Mr. Parag P. Shah, Executive Director and Mr. Mahendar Patel, non-executive director.

During the Financial Year 2018-19, Four (4) Stakeholders' Relationship Committee meetings were held; the dates of which are as follows:

| Sr. No. | Date       | Sr. No. | Date       |
|---------|------------|---------|------------|
| 1.      | 04.04.2018 | 2.      | 14.07.2018 |
| 3.      | 03.10.2018 | 4.      | 08.01.2019 |

#### iii) Remuneration Policy & Nomination and Remuneration Committee:

The Company's policy relating to the 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 stated on the website of the company i.e. <http://www.sfgl.in.net/policy/>.

Nomination and Remuneration Committee comprises of Mrs. Bhargavi V. Talati Chairperson and Independent non-executive director, Mr. Paras K. Sharma, Independent non-executive director, Mr. Parag P. Shah, Executive Director and Mr. Mahendar Patel, non-executive director.

During the Financial Year 2018-19, Four (4) Nomination and Remuneration Committee meetings were held; dates of which are as follows:

| Sr. No. | Date       | Sr. No. | Date       |
|---------|------------|---------|------------|
| 1.      | 10.05.2018 | 2.      | 10.08.2018 |
| 2.      | 19.11.2018 | 4.      | 31.01.2019 |

#### iv) Independent Directors' Committee :

The Committee comprises of Mrs. Bhargavi V. Talati, Chairperson and Independent non-executive director and Mr. Paras K. Sharma, Independent non-executive director.

During the Financial Year 2018-19, One (1) Independent Directors' Committee meeting was held; date of which is as follows:

| Sr. No. | Date       |
|---------|------------|
| 1.      | 04.04.2018 |

## SUN FINLEASE (GUJARAT) LIMITED

### 17. AUDITORS:

#### **Appointment of Statutory Auditors**

M/s. Devpura Navlakha & Co., Chartered Accountants, Ahmedabad (Firm Registration No.: 121975W), be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Parikh & Amin Associates, Chartered Accountants, Mumbai (Firm Registration No.: 107520W), the resigning Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 36th Annual General Meeting to be held in 2024, subject to approval of Shareholders and Statutory Authorities as may be required on such remuneration as may be approved by the Audit Committee of the Company.

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

There have been no frauds reported during the Financial Year ended March 31, 2019.

#### **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 2018-19.

#### **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 31<sup>st</sup> March, 2019. 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:**

There are no qualifications, reservations or adverse remarks or disclaimer in the Statutory Audit Report issued by the Statutory Auditors of the Company.

#### **ii) Secretarial Audit Report:**

There are no qualifications, reservations or adverse remarks or disclaimer in secretarial audit report issued by the company secretary in practice. Secretarial Audit Report is attached to this report.

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

The details required under the provisions of section 134 (3) (m) of the Companies Act, 2013 regarding conservation of Energy and 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.

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

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

### 21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the period under review, there were 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 were no transactions that were required to be reported in Form AOC-2.

### 22. PARTICULARS OF EMPLOYEES:

Pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with 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.

## SUN FINLEASE (GUJARAT) LIMITED

|  |   |   |  |
|--|---|---|--|
| (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year.  | <b>Name of Director</b>   | <b>Designation</b>                              | <b>Ratio to median remuneration of the Employees</b> |
|  | Mr. Parag P. Shah   | Executive Managing Director                     | Nil  |
|  | Mr. Paras K. Sharma   | Non-Executive Director/<br>Independent Director | Nil  |
|  | Mrs. Bhargavi V. Talati   | Non-Executive Director/<br>Independent Director | Nil  |
|  | Mr. Mahendar Patel  | Non-Executive Director                          | Nil  |
| No Remuneration was paid by the Company to any directors of the Company  |   |   |  |
| (ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year.   | <p>Increase in Remuneration of Directors &amp; KMP is as follows:<br/> Directors - Not Applicable*<br/> MD - Not Applicable**<br/> CFO - Not Applicable***<br/> CS - Applicable****</p> <p>* No Remuneration was paid by the Company to any Directors of the Company.<br/> ** In the Previous Financial year (i.e. 2017-18) remuneration paid to Mr. Parag P. Shah (Managing Director) from 01.04.2017 to 31.03.2018 was ₹ 3,85,200/- and during the Current Financial Year (i.e. 2018-19) remuneration paid to Mr. Parag P. Shah from 01.04.2018 to 31.03.2019 was Rs 3,85,200/-<br/> Hence, there was no increase in the remuneration payable to him.<br/> *** In the Previous Financial year (i.e. 2017-18) remuneration paid to Mr. Nitin B. Shah (Chief Financial Officer) from 01.04.2017 to 31.03.2018 was ₹ 4,69,200/- and during the Current Financial Year (i.e. 2018-19) remuneration paid to Mr. Nitin B. Shah from 01.04.2018 to 31.03.2019 was ₹ 4,69,200/-<br/> Hence, there was no increase in the remuneration payable to him.<br/> **** In the Previous Financial year (i.e. 2017-18) remuneration paid to Ms. Pooja Jain (Company Secretary) from 01.04.2017 to 31.03.2018 was ₹ 2,40,000/- and during the Current Financial Year (i.e. 2018-19) remuneration paid to Ms. Pooja Jain from 01.04.2018 to 19.11.2018 (Date of Resignation) was ₹ 175,567.<br/> Hence, Percentage increase in remuneration is 15%<br/> **** In the Current Financial Year (i.e. 2018-19) remuneration payable to Mr. Masoom Shah (Company Secretary) from 19.11.2018 to 31.03.2019 was ₹ 85,892/-</p> |   |  |
| (iii) The percentage increase in the median of employees in the financial year:  | Nil   |   |  |
| (iv) The number of permanent employees on the roll of the Company  | 7   |   |  |
| (v) average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | The average percentage increase in salaries of employees other than the managerial personnel in the last financial year was Nil   |   |  |
| (vi) Affirmation that the remuneration is as per the remuneration policy of the Company.   | The remuneration is as per the Remuneration Policy of the Company.  |   |  |

### 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 our Company, as the Company has not attained the prescribed limit as mentioned hereunder:

As per the Regulations 17 to 27 (including both regulations) and clauses (b) to (i) of Sub-regulation (2) of regulation 46 and Para C, D and E of Schedule V, it shall not apply in respect of- the companies having paid up equity share capital not exceeding ₹ 10.00 crores (Rupees Ten Crores) and net worth not exceeding ₹ 25.00 crores (Twenty Five Crores) as on the last day of the previous financial year (i.e. 2018-19).

## SUN FINLEASE (GUJARAT) LIMITED

### 24. CORPORATE SOCIAL RESPONSIBILITY (CSR):

The Company has not developed or 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 or 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 requirements of the economy. They help in filling the gaps in the availability of financial services that otherwise occur in the unbanked & the underserved areas.

NBFCs have played a critical role as a key contributor to the economy by providing a fillip to infrastructure, employment generation, wealth creation and access to financial services to the rural and weaker sections of the society. The health and success of the NBFC sector has far-reaching implications on the inclusive development of the economy, financial inclusion of diverse population segments, capital formation and eventually the growth in GDP.

The NBFC segment has witnessed considerable growth in the last few years and is now being recognized 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 Financial 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:**

##### **Opportunities:**

The Indian economy has been on a positive trajectory in the amount of formal credit deployed, supplemented by rising consumer disposable income and ease of access to credit. However, despite overall credit growth, India still remains under-penetrated in retail and MSME lending, with household credit to GDP ratio lagging several major emerging and developed economies. The opportunity has driven several non-banks to enter the retail lending space, through the use of innovative lending models and product innovation.

##### **Threats:**

The emergence of new-age digital lenders has further intensified the competition for NBFCs in the market. Primarily FinTech companies, these digital lenders are attempting to gain a share of the lucrative opportunity in the Indian lending market through their mastery of data and technology. These start-ups conduct off-balance sheet and on-balance sheet lending; powered by innovative processes to deliver a captivating customer experience, quick turnaround time, reduced fees and increased transparency. The threat posed by such lenders is seen in the form of an estimated market share of nearly INR 70 trillion over the next five years.

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; Dealing in Shares and Securities (Finance & Investment).

## SUN FINLEASE (GUJARAT) LIMITED

### **Risks & Areas of Concern:**

With recent events increasing scrutiny on NBFCs and their operations, it is imperative for them to build robust risk and governance models as they grow their lending business; some of the risks that they need to manage include credit risk, vendor risk, conducting periodic compliance reviews, performing quality control checks to ensure process adherence and information integrity.

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 Financial Control Systems and Adequacy:**

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

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

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

### **29. ACKNOWLEDGEMENTS:**

Your Directors wish to convey their appreciation to all the employees of the Company for their enormous personal efforts as well as their collective contribution to the Company's performance. The Directors would also like to thank all the stakeholders involved including 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 : 12.08.2019**

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

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

## SUN FINLEASE (GUJARAT) LIMITED

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31/03/2019

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<br><input type="checkbox"/> Private Company |                                  |                                     |  |
|      | Sub Category of the Company<br>[ 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)   | Address of the registered office of the 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@gmail.com  |                                  |                                     |  |
|      | Website  | www.sfgl.in.net  |                                  |                                     |  |
|      | Name of the Police Station having jurisdiction where the registered office is situated | Ghatlodia Police Station<br>Sola Road, Opp. Gayatri Apartment, Ahmedabad – 380 061.            |                                  |                                     |  |
|      | Address for correspondence, if different from address of registered office:            | N.A.   |                                  |                                     |  |
| vi)  | Whether shares listed on recognized Stock Exchange(s)                                  | Yes  |                                  |                                     |  |
|      | If yes, details of stock exchanges where shares are listed                             | Metropolitan Stock Exchange of India Limited (MSEI)  |                                  |                                     |  |

## 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 Klassic Gold, Girish cold drink, C.G Road |
|      | Town / City   | Ahmedabad  |
|      | State   | Gujarat  |
|      | Pin Code:   | 380009   |
|      | Telephone (With STD Area Code Number)   | (91-79)-40024135   |
|      | Fax Number :  | (91-79)-40024135   |
|      | Email Address   | bssahd@bigshareonline.com  |

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

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

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

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



## SUN FINLEASE (GUJARAT) LIMITED

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

#### i) Category-wise Share Holding

| Category of Shareholders   | No. of Shares held at the beginning of the year<br>[As on 01-April-2018] |               |                |                   | No. of Shares held at the end of the year<br>[As on 31-March-2019] |               |                |                   | % 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   | 54570  | -             | 54570          | 1.80              | 54570  | -             | 54570          | 1.80              | -                        |
| b) Central Govt  | -  | -             | -              | -                 | -  | -             | -              | -                 | -                        |
| c) State Govt(s)   | -  | -             | -              | -                 | -  | -             | -              | -                 | -                        |
| d) Bodies Corp.  | 661500   | -             | 661500         | 21.81             | 661500   | -             | 661500         | 21.81             | -                        |
| e) Banks / FI  | -  | -             | -              | -                 | -  | -             | -              | -                 | -                        |
| f) Any other   | -  | -             | -              | -                 | -  | -             | -              | -                 | -                        |
| <b>Sub-total(A)(1):-</b>   | <b>716070</b>  | <b>-</b>      | <b>716070</b>  | <b>23.61</b>      | <b>716070</b>  | <b>-</b>      | <b>716070</b>  | <b>23.61</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>-</b>   | <b>-</b>      | <b>-</b>       | <b>-</b>          | <b>-</b>   | <b>-</b>      | <b>-</b>       | <b>-</b>          | <b>-</b>                 |
| <b>Total Shareholding of Promoter(A)= (A)(1)+(A)(2)</b>                        | <b>716070</b>  | <b>-</b>      | <b>716070</b>  | <b>23.61</b>      | <b>716070</b>  | <b>-</b>      | <b>716070</b>  | <b>23.61</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>-</b>   | <b>-</b>      | <b>-</b>       | <b>-</b>          | <b>-</b>   | <b>-</b>      | <b>-</b>       | <b>-</b>          | <b>-</b>                 |
| <b>2. Non-Institutions</b>   |  |               |                |                   |  |               |                |                   |                          |
| a) Bodies Corp.  |  |               |                |                   |  |               |                |                   |                          |
| i) Indian  | 1249500  | 4000          | 1253500        | 41.32             | 1210500  | 4000          | 1214500        | 40.04             | (1.28)                   |
| ii) Overseas   | -  | -             | -              | -                 | -  | -             | -              | -                 | -                        |
| b) Individuals   |  |               |                |                   |  |               |                |                   |                          |
| i) Individual shareholders holding nominal share capital upto ₹ 1 lakh         | 40500  | 351600        | 392100         | 12.93             | 139300   | 350800        | 490100         | 16.16             | 3.23                     |
| ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh | 416700   | 76400         | 493100         | 16.26             | 357700   | 76400         | 434100         | 14.31             | (1.95)                   |
| c) Others(NRIs)  | 0  | 178600        | 178600         | 5.89              | 0  | 178600        | 178600         | 5.89              | -                        |
| <b>Sub-total (B)(2):-</b>  | <b>1706700</b>   | <b>610600</b> | <b>2371800</b> | <b>76.39</b>      | <b>1707500</b>   | <b>609800</b> | <b>2317300</b> | <b>76.39</b>      | <b>-</b>                 |
| <b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>                             | <b>1706700</b>   | <b>610600</b> | <b>2371800</b> | <b>76.39</b>      | <b>1707500</b>   | <b>609800</b> | <b>2317300</b> | <b>76.39</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>2422770</b>   | <b>610600</b> | <b>3033370</b> | <b>100</b>        | <b>2423570</b>   | <b>609800</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 [As on 01-April-2018] |                                  |  | Share holding at the end of the year [As on 31-March-2019] |                                  |  | % 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    | 512500  | 16.89                            | 0.00   | 512500   | 16.89                            | 0.00   | -   |
| 3.      | Smt. Mrudula H. Patel     | 54570   | 1.80                             | 0.00   | 54570  | 1.80                             | 0.00   | -   |
|         | <b>Total</b>              | <b>716070</b>   | <b>23.61</b>                     | <b>0.00</b>                                      | <b>716070</b>  | <b>23.61</b>                     | <b>0.00</b>                                      | <b>-</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): | NIL                                       |                                  |   |                                  |
|         | At the end of the year  | 149000                                    | 4.91                             | 149000                                  | 4.91                             |
| 2.      | <b>Unilon Private Limited</b>   |   |                                  |   |                                  |
|         | At the beginning of the year  | 512500                                    | 16.90                            | 512500                                  | 16.90                            |
|         | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|         | At the end of the year  | 512500                                    | 16.90                            | 512500                                  | 16.90                            |
| 3.      | <b>Smt. Mrudula H. 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): | NIL                                       |                                  |   |                                  |
|         | At the end of the year  | 54570                                     | 1.80                             | 54570                                   | 1.80                             |

## SUN FINLEASE (GUJARAT) LIMITED

### iv) Shareholding Pattern of top ten Shareholders:

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

| SN | For Each of the Top 10 Shareholders   | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |
|----|---|---|----------------------------------|---|----------------------------------|
|    |   | No. of shares                             | % of total shares of the Company | No. of shares                           | % of total shares of the Company |
| 1  | <b>Legacy Infotech LLP</b>  |   |                                  |   |                                  |
|    | At the beginning of the year  | 605800                                    | 19.97                            | 605800                                  | 19.97                            |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 605800                                    | 19.97                            | 605800                                  | 19.97                            |
| 2  | <b>Lakshya Infraspace LLP</b>   |   |                                  |   |                                  |
|    | At the beginning of the year  | 579200                                    | 19.09                            | 579200                                  | 19.09                            |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 579200                                    | 19.09                            | 579200                                  | 19.09                            |
| 3. | <b>Satish Shah</b>  |   |                                  |   |                                  |
|    | At the beginning of the year  | 114000                                    | 3.76                             | 114000                                  | 3.76                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 114000                                    | 3.76                             | 114000                                  | 3.76                             |
| 4. | <b>Samir Narayan Bhuta</b>  |   |                                  |   |                                  |
|    | At the beginning of the year  | 60000                                     | 1.98                             | 60000                                   | 1.98                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 60000                                     | 1.98                             | 60000                                   | 1.98                             |
| 5. | <b>Reshma Nimit Shah</b>  |   |                                  |   |                                  |
|    | At the beginning of the year  | 60000                                     | 1.98                             | 60000                                   | 1.98                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 60000                                     | 1.97                             | 60000                                   | 1.97                             |
| 6  | <b>Nimit Jayendrabhai Shah</b>  |   |                                  |   |                                  |
|    | At the beginning of the year  | 59000                                     | 1.94                             | 59000                                   | 1.94                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 59000                                     | 1.94                             | 59000                                   | 1.94                             |

## 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>Vicky R. Jhaveri</b>   |   |                                  |   |                                  |
|    | At the beginning of the year  | 59000                                     | 1.94                             | 59000                                   | 1.94                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | 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>Sagar Rajeshbhai Jhaveri</b>   |   |                                  |   |                                  |
|    | At the beginning of the year  | 58000                                     | 1.91                             | 58000                                   | 1.91                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 58000                                     | 1.91                             | 58000                                   | 1.91                             |
| 9  | <b>Ashwin Shah</b>  |   |                                  |   |                                  |
|    | At the beginning of the year  | 26500                                     | 0.87                             | 26500                                   | 0.87                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 26500                                     | 0.87                             | 26500                                   | 0.87                             |
| 10 | <b>V K Shah (HUF)</b>   |   |                                  |   |                                  |
|    | At the beginning of the year  | 25200                                     | 0.83                             | 25200                                   | 0.83                             |
|    | Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | NIL                                       |                                  |   |                                  |
|    | At the end of the year (or on the date of separation, if separated during the year)   | 25200                                     | 0.83                             | 25200                                   | 0.83                             |

## SUN FINLEASE (GUJARAT) LIMITED

### 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 |
| <b>Directors</b>                |   |   |                                  |   |                                  |
| <b>1.</b>                       | <b>Parag P. Shah - Managaing Director</b>   |   |                                  |   |                                  |
|                                 | At the beginning of the year  | 100                                       | 0.003                            | 100                                     | 0.003                            |
|                                 | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):   | NIL                                       |                                  |   |                                  |
|                                 | At the end of the year  | 100                                       | 0.003                            | 100                                     | 0.003                            |
| <b>Key Managerial Personnel</b> |   |   |                                  |   |                                  |
| <b>2.</b>                       | <b>Nitin B. Shah - Chief Financial Officer</b>  |   |                                  |   |                                  |
|                                 | At the beginning of the year  | 200                                       | 0.003                            | 100                                     | 0.003                            |
|                                 | Date wise increase / decrease in share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity, etc) | NIL                                       |                                  |   |                                  |
|                                 | At the end of the year  | 200                                       | 0.003                            | 100                                     | 0.003                            |

### V) INDEBTEDNESS

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

(Amt. ₹/Lacs)

| Particulars  | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|----------|--------------------|
| <b>Indebtedness at the beginning of the financial year</b> |                                  |                 |          |                    |
| i) Principal Amount  | -                                | 3557.44         |          | 3557.44            |
| ii) Interest due but not paid                              | -                                |                 |          |                    |
| iii) Interest accrued but not due                          | -                                |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    | -                                | <b>3557.44</b>  |          | <b>3557.44</b>     |
| Change in Indebtedness during the financial year           |                                  |                 |          |                    |
| * Addition   | -                                | -               | -        | -                  |
| * Reduction  | -                                | 2236.74         |          | 2236.74            |
| <b>Net Change</b>  | -                                | <b>2236.74</b>  |          | <b>2236.74</b>     |
| Indebtedness at the end of the financial year              |                                  |                 |          |                    |
| i) Principal Amount  |                                  | 1320.70         |          | 1320.70            |
| ii) Interest due but not paid                              |                                  |                 |          |                    |
| iii) Interest accrued but not due                          |                                  |                 |          |                    |
| <b>Total (i+ii+iii)</b>                                    |                                  | <b>1320.70</b>  |          | <b>1320.70</b>     |

## SUN FINLEASE (GUJARAT) LIMITED

### 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        |
|----------|---|--|---------------------|
|          |   | <b>Mr. Parag P. Shah<br/>Managing Director</b> |                     |
| <b>1</b> | Gross salary  | ₹ 3,85,200/-                                   | ₹ 3,85,200/-        |
|          | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | ₹ 3,85,200/-                                   | ₹ 3,85,200/-        |
|          | (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<br>- as % of profit<br>- others, specify...                              | -  | -                   |
| <b>5</b> | Others, please specify  | -  | -                   |
|          | <b>Total</b>  | <b>₹ 3,85,200/-</b>                            | <b>₹ 3,85,200/-</b> |
|          | Ceiling as per the Act  | -  | -                   |

#### B. Remuneration to other directors:

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

## SUN FINLEASE (GUJARAT) LIMITED

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

| SN | Particulars of Remuneration   | Key Managerial Personnel                               |   |                               |                     |
|----|---|--|---|-------------------------------|---------------------|
|    |   | CS<br>(Ms. Pooja Jain)<br>– Resigned on<br>19.11.2018) | CS<br>(Mr. Masoom Shah)<br>– Appointed on<br>19.11.2018 | CFO<br>(Mr. Nitin B.<br>Shah) | Total               |
| 1  | Gross salary  | ₹ 1,75,567   | ₹ 85,892  | ₹ 4,69,200                    | ₹ 7,30,659/-        |
|    | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | ₹ 1,75,567/-   | ₹ 85,892/-  | ₹ 4,69,200/-                  | ₹ 7,30,659/-        |
|    | (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...<br>(Ex-gratia and Leave Encashment)                              | ₹ 33,025/-   | -   | -                             | ₹ 33,025/-          |
| 5  | Others, please specify  | -  | -   | -                             | -                   |
|    | <b>Total</b>  | <b>₹ 2,08,592</b>                                      | <b>₹ 85,892</b>   | <b>₹ 4,69,200</b>             | <b>₹ 7,63,684/-</b> |

### 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 : 12.08.2019

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, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

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

Based on my verification of the Sun Finlease (Gujarat) Limited books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Sun Finlease (Gujarat) Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (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, 2018;
- (vi) Provisions of Reserve Bank of India Act, 1934 are specifically applicable to the Company.

We have also examined compliance with applicable clauses of the following

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

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

### We further report that

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



## **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**

**Place :** Ahmedabad  
**Date :** 24<sup>th</sup> May, 2019

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

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

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

### **Annexure-A**

To,  
The Members,  
**Sun Finlease (Gujarat) Limited**

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

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

**For, Ravi Kapoor & Associates**

**Place :** Ahmedabad  
**Date :** 24<sup>th</sup> May, 2019

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

# SUN FINLEASE (GUJARAT) LIMITED

## INDEPENDENT AUDITORS' REPORT

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

### Report on the Financial Statements

#### Opinion

We have audited the accompanying financial statements of **Sun Finlease (Gujarat) Limited**. ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2019;
- b) In the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significant in our audit of the financial statements for the Year ended 31st March 2019. We have determined the matters below to be the Key audit matters to be communicated in our report.

| Key Audit Matter  | Response to key Audit Matter   |
|---|--|
| Long 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. | 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 recognized by the company. |

#### Information Other than the Financial Statements and Auditors Report Thereon

The Company's Board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance and conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard

#### 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 of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring

## SUN FINLEASE (GUJARAT) LIMITED

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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process

### Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the result of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safe guards.

From matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that :
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

## SUN FINLEASE (GUJARAT) LIMITED

- c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rules 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31<sup>st</sup> March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2019, from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - 1) The Company does not have any pending litigations which would impact its financial position.
  - 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - 3) There has been no delay in transferring amounts, required to be transferred, to the investor's Education and Protection Fund by the Company.

**FOR PARIKH & AMIN ASSOCIATES**  
Chartered Accountants  
Firm Registration No. 107520W

**K. R. PARIKH**  
(Partner)  
Membership No.036517

Place : Ahmedabad  
Date : 24th May, 2019

## 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 dealing in shares and securities, Para 3 clause (ii) of CARO is not applicable.
- iii. During the year the Company has not given any loans secured or unsecured to the companies, firms, LLP or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence Clause (iii) (a), (b) and (c) are not applicable to the Company.
- iv. Based on our audit procedures and on the basis of information and explanations given to us by the management, provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security have been complied with.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposit and hence the provisions of Section 73 to 76 or any other relevant provisions of the Companies Act and the Companies (Acceptance of Deposits) Rules, 2014, with regard to the deposits accepted are not applicable to the Company. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the company. According to the information and explanations given to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal
- vi. The Central Government has not prescribed maintenance of cost records under section 148(1) of the Companies Act, 2013 for Non-Banking Financial Companies. Hence the provisions of this clause is not applicable to the company.
- vii. In respect of statutory dues:
  - a) According to the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid statutory dues were in arrears as at 31st March, 2019 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 PARIKH & AMIN ASSOCIATES**

Chartered Accountants  
Firm Registration No. 107520W

**K. R. PARIKH**

(Partner)

Membership No.036517

Place: Ahmedabad  
Date : 24th May, 2019

# **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, 2019 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, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR PARIKH & AMIN ASSOCIATES**

Chartered Accountants  
Firm Registration No. 107520W

**K. R. PARIKH**

(Partner)

Membership No.036517

Place: Ahmedabad  
Date : 24th May, 2019

**SUN FINLEASE (GUJARAT) LIMITED**  
**BALANCE-SHEET AS AT 31ST MARCH, 2019**

| Particulars                        | Note<br>No | As at<br>March 31, 2019<br>Amount in (₹) | As at<br>March 31, 2018<br>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          | 2,17,78,178                              | 2,10,60,929                              |
| <b>(2) Current liabilities</b>     |            |  |  |
| (a) Short-Term Borrowings          | 4          | 13,20,70,000                             | 35,57,43,625                             |
| (b) Other Current Liabilities      | 5          | 19,41,931                                | 82,12,638                                |
| (c) Short-Term Provisions          | 6          | 3,61,882                                 | 1,26,283                                 |
| <b>TOTAL</b>                       |            | <b><u>18,64,85,691</u></b>               | <b><u>41,54,77,175</u></b>               |
| <b>II. ASSETS</b>                  |            |  |  |
| <b>(1) Non-Current Assets</b>      |            |  |  |
| (a) Property, Plant, and Equipment | 7          | 11,65,886                                | 15,26,061                                |
| (b) Deferred Tax Asset (Net)       | 8          | 78,813                                   | 38,995                                   |
| (c) Long Term Loans and Advances   | 9          | 57,840                                   | 48,840                                   |
| (d) Other Non-Current Assets       | 10         | -  | 1,00,000                                 |
| <b>(2) Current assets</b>          |            |  |  |
| (a) Inventories                    | 11         | 4,28,13,050                              | 30,69,08,483                             |
| (b) Cash and Bank Balances         | 12         | 10,58,613                                | 4,56,19,137                              |
| (c) Short-Term Loans and Advances  | 13         | 14,12,69,338                             | 6,11,59,228                              |
| (d) Other Current Assets           | 14         | 42,151                                   | 76,431                                   |
| <b>TOTAL</b>                       |            | <b><u>18,64,85,691</u></b>               | <b><u>41,54,77,175</u></b>               |

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

As per our separate report of even date attached.

**FOR PARIKH & AMIN ASSOCIATES**

Chartered Accountants  
Firm Reg. No. : 107520W

**K. R. Parikh**

(Partner)  
Membership No. : 036517  
Date : 24th May, 2019  
Place : Ahmedabad

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

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

**Bhargavi V. Talati**  
Director  
DIN:03069724

**Nitin B. Shah**  
Chief Financial Officer

**Masoom Shah**  
Company Secretary



## SUN FINLEASE (GUJARAT) LIMITED

### STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2019

| Particulars   | Note No | For the year ended<br>March 31, 2019<br>Amount in (₹) | For the year ended<br>March 31, 2018<br>Amount in (₹) |
|---|---------|---|---|
| I. Revenue From Operations                                    | 15      | 2,74,44,996   | 9,02,24,667   |
| II. Other Income  | 16      | 10,24,063   | 4,61,982  |
| <b>III. Total Revenue</b>                                     |         | <b>2,84,69,059</b>                                    | <b>9,06,86,649</b>                                    |
| IV. Expenses:   |         |   |   |
| (a) Employees' Benefit Expense                                | 17      | 29,19,548   | 23,18,780   |
| (b) Finance Costs   | 18      | 2,26,43,463   | 8,72,53,015   |
| (c) Depreciation and Amortization Expense                     | 7       | 3,75,751  | 3,71,637  |
| (d) Other Expenses  | 19      | 17,47,614   | 16,51,682   |
| <b>V. Total Expenses</b>                                      |         | <b>2,76,86,376</b>                                    | <b>9,15,95,114</b>                                    |
| VI. Profit/(Loss) Before Prior Period Items and Tax (III - V) |         | 7,82,682  | (9,08,465)  |
| VII. Prior Period Exp.  |         | 1,12,192  | 17,890  |
| VIII. Profit/(Loss) Before Tax (VI - VII)                     |         | <b>6,70,490</b>                                       | <b>(9,26,355)</b>                                     |
| IX. Tax Expense:  |         |   |   |
| (a) Current Tax (MAT)   |         | 51,213  | -   |
| (b) Deferred Tax  |         | (39,818)  | 2,207   |
| (c) MAT Credit Entitlement                                    |         | (51,213)  | -   |
| (d) MAT Credit Reversal                                       |         | -   | 9,82,598  |
| (e) Earlier Years Tax / Excess Provision of Tax               |         | (6,939)   | 75,981  |
|   |         | (46,757)  | 10,60,786   |
| X. Profit/(Loss) for The Period (VIII - IX)                   |         | <b>7,17,247</b>                                       | <b>(19,87,141)</b>                                    |
| XI. Earning Per Equity Share (Face value of ₹ 10 per share)   | 30      |   |   |
| (1) Basic   |         | <b>0.24</b>   | <b>(0.66)</b>   |
| (2) Diluted   |         | <b>0.24</b>   | <b>(0.66)</b>   |

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

As per our separate report of even date attached.

**FOR PARIKH & AMIN ASSOCIATES**

Chartered Accountants  
Firm Reg. No. : 107520W

**K. R. Parikh**

(Partner)  
Membership No. : 036517  
Date : 24th May, 2019  
Place : Ahmedabad

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

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

**Bhargavi V. Talati**  
Director  
DIN:03069724

**Nitin B. Shah**  
Chief Financial Officer

**Masoom Shah**  
Company Secretary

## SUN FINLEASE (GUJARAT) LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH 2019

| PARTICULARS  | For the year<br>ended 31st<br>March, 2019 | For the year<br>ended 31st<br>March, 2018 |
|--|---|---|
| <b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>   |   |   |
| <b>Net Profit/(Loss) Before Tax</b>  | <b>6,70,490</b>                           | <b>(9,26,355)</b>                         |
| <b>Add :</b>   |   |   |
| Depreciation and Amortisation expenses   | 3,75,751                                  | 3,71,637                                  |
| Loss on sale of Car  | -   | 27,830                                    |
|  | <u>3,75,751</u>                           | <u>3,99,467</u>                           |
| <b>Less :</b>  |   |   |
| Reversal of Provision for Standard Assets  | -   | 4,31,549                                  |
| Interest Income on Fixed Deposit   | 2,26,506                                  | 39,13,216                                 |
|  | <u>2,26,506</u>                           | <u>43,44,765</u>                          |
| <b>Operating Profit Before Working Capital Changes<br/>(Increase) / Decrease in Current Assets</b> | <b>8,19,735</b>                           | <b>(48,71,653)</b>                        |
| Changes in Inventories   | 26,40,95,433                              | (26,08,46,766)                            |
| Changes in Short Term Loans and Advances   | (8,01,49,928)                             | 17,33,80,469                              |
| Changes in Interest Receivable   | 34,280                                    | 54,19,230                                 |
| Securities Deposits  | (9,000)                                   | 18,000                                    |
| <b>Increase / (Decrease) in Current Liabilities</b>  |   |   |
| Changes in Other Current Liabilities   | (60,35,108)                               | 34,28,797                                 |
| <b>Cash Generated From Operations</b>  | <b>17,87,55,412</b>                       | <b>(8,34,71,922)</b>                      |
| Direct Taxes Paid  | (46,757)                                  | 63,86,947                                 |
| <b>NET CASH INFLOW / (OUTFLOW) FROM OPERATING ACTIVITIES (A)</b>                                   | <b><u>17,88,02,169</u></b>                | <b><u>(8,98,58,869)</u></b>               |
| <b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>   |   |   |
| Purchase of Fixed Assets   | (15,576)                                  | (9,15,245)                                |
| Proceeds from Sale of Fixed Assets   | -   | 2,00,000                                  |
| Interest Income on FD  | 2,26,506                                  | 39,13,216                                 |
| Proceeds from sale of FD   | -   | -   |
| Investment in FD   | 4,01,00,000                               | (1,60,00,000)                             |
| Net proceeds from Investments  | -   | 48,00,000                                 |
| <b>NET CASH INFLOW / (OUTFLOW ) FROM INVESTING ACTIVITIES (B)</b>                                  | <b><u>4,03,10,930</u></b>                 | <b><u>(80,02,029)</u></b>                 |
| <b>C. CASH FLOW USED IN FINANCING ACTIVITIES:</b>  |   |   |
| Proceeds/(Repayment) of Short Term Borrowings  | (22,36,73,623)                            | 7,01,36,988                               |
| <b>NET CASH INFLOW / (OUTFLOW ) FROM FINANCING ACTIVITIES (C)</b>                                  | <b><u>(22,36,73,623)</u></b>              | <b><u>7,01,36,988</u></b>                 |
| <b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>                              | <b><u>(45,60,524)</u></b>                 | <b><u>(2,77,23,910)</u></b>               |
| <b>Add : Cash and Cash Equivalents as at 1st April</b>   | <b>56,19,137</b>                          | <b>3,33,43,047</b>                        |
| <b>Cash and Cash Equivalents as at 31st March</b>  | <b>10,58,613</b>                          | <b>56,19,137</b>                          |
| <b>Cash and Cash Equivalents Comprise :</b>  |   |   |
| Cash and Bank Balances   | 10,58,613                                 | 56,19,137                                 |

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

As per our separate report of even date attached.

**FOR PARIKH & AMIN ASSOCIATES**

Chartered Accountants  
Firm Reg. No. : 107520W

**K. R. Parikh**

(Partner)  
Membership No. : 036517

Date : 24th May, 2019

Place : Ahmedabad

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

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

**Bhargavi V. Talati**  
Director  
DIN:03069724

**Nitin B. Shah**  
Chief Financial Officer

**Masoom Shah**  
Company Secretary

# SUN FINLEASE (GUJARAT) LIMITED

## Notes to financial statement for the year ended 31st March 2019

### 1. Significant Accounting Policies:

#### 1.1 Basis of Accounting:

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

#### 1.2 Use of Estimates :

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

#### 1.3 Inventory Valuation:

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

#### 1.4 Property, Plants and Equipment:

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

#### 1.5 Depreciation:

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

#### 1.6 Revenue Recognition:

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

#### 1.7 Employees' Benefits:

##### Short Term:

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

##### Long Term:

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

#### 1.8 Provisions, Contingent liability and Contingent assets:

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

## SUN FINLEASE (GUJARAT) LIMITED

### 1.9 Taxes on Income:

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

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

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

### 1.10 Investments:

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

### 1.11 Earnings per Share:

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

### 1.12 Impairment of Assets:

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

### 1.13 Cash Flow Statement:

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

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

## SUN FINLEASE (GUJARAT) LIMITED

### NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH, 2019

#### 2 SHARE CAPITAL :

| Particulars  | As at<br>March 31, 2019<br>Amount in (₹) | As at<br>March 31, 2018<br>Amount in (₹) |
|--|--|--|
| <b>Authorised Capital:</b>   |  |  |
| 49,60,000 Equity Shares of ₹10/- each (P.Y.:49,60,000 Equity Shares of ₹10/- each)   | 4,96,00,000                              | 4,96,00,000                              |
| 40,000 2% Cumulative Redeemable Preference shares of ₹10 each<br>(P.Y.:40,000 2% Cumulative Redeemable Preference shares of ₹10 each)                | 400,000                                  | 400,000                                  |
| 50,00,000 6% Non-Cumulative Redeemable Preference shares of ₹10 each<br>(P.Y.: 50,00,000 6% Non-Cumulative Redeemable Preference shares of ₹10 each) | 5,00,00,000                              | 5,00,00,000                              |
|  | <b>10,00,00,000</b>                      | <b>10,00,00,000</b>                      |
| <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)  | 3,03,33,700                              | 3,03,33,700                              |
|  | <b>3,03,33,700</b>                       | <b>3,03,33,700</b>                       |

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

| Particulars                                     | As at March 31, 2019 |             | As at March 31, 2018 |             |
|---|----------------------|-------------|----------------------|-------------|
|   | 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:

##### - 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, 2019 |              | As at March 31, 2018 |              |
|---------------------------|----------------------|--------------|----------------------|--------------|
|                           | No of Shares held    | % of holding | No of Shares held    | % of holding |
| a) Unilon Private Limited | 512500               | 16.90%       | 512500               | 16.90%       |
| b) Lakshya Infraspace LLP | 579200               | 19.09%       | 579200               | 19.09%       |
| c) Legacy Infotech LLP    | 605800               | 19.97%       | 605800               | 19.97%       |

#### 3 Reserves & Surplus

| Particulars   | As at<br>March 31, 2019<br>Amount in (₹) | As at<br>March 31, 2018<br>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  | -  | -  |
|   | <b>65,405</b>                            | <b>65,405</b>                            |
| <b>Statutory Reserve</b>  |  |  |
| <b>(Reserve fund in terms of section 45 IC (i) of the Reserve Bank of India Act, 1934 )</b> |  |  |
| Balance as per last accounts  | 74,10,281                                | 70,12,853                                |
| Add: Transferred from Profit & Loss Account   | 1,43,449                                 | 3,97,428                                 |
|   | <b>75,53,730</b>                         | <b>74,10,282</b>                         |
| <b>Surplus in Statement of Profit &amp; Loss</b>  |  |  |
| Balance as per last accounts  | 1,35,85,244                              | 1,59,69,813                              |
| Add : Profit for the year   | 7,17,247                                 | (19,87,141)                              |
| Less: Appropriations  |  |  |
| Transfer to Statutory Reserve   | (1,43,449)                               | (3,97,428)                               |
|   | <b>1,41,59,043</b>                       | <b>1,35,85,243</b>                       |
| <b>Total</b>  | <b>2,17,78,178</b>                       | <b>2,10,60,929</b>                       |

## SUN FINLEASE (GUJARAT) LIMITED

### 4 SHORT TERM BORROWINGS:

| Particulars                                      | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|--|---|---|
| <b>Loans repayable on demand</b>                 |   |   |
| <b>Unsecured :</b>                               |   |   |
| (i) Inter Corporate Deposits (Payable on demand) | 13,20,70,000                            | 35,57,43,625                            |
| <b>Total</b>                                     | <b>13,20,70,000</b>                     | <b>35,57,43,625</b>                     |

### 5 OTHER CURRENT LIABILITIES:

| Particulars                                      | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|--|---|---|
| <b>Other payables:</b>                           |   |   |
| - Statutory dues                                 | 17,59,480                               | 77,35,745                               |
| - Creditors for Expenses                         | 1,82,451                                | 4,76,893                                |
| * Micro and Small Enterprise (Refer Note no. 29) |   |   |
| <b>Total</b>                                     | <b>19,41,931</b>                        | <b>82,12,638</b>                        |

### 6 SHORT TERM PROVISIONS:

| Particulars                                   | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|---|---|---|
| Contingent Provisions against Standard Assets | 2,69,171                                | 1,26,283                                |
| Provision for Tax                             | 51,213                                  | -                                       |
| Provision for Expenses                        | 41,498                                  | -                                       |
| <b>Total</b>                                  | <b>3,61,882</b>                         | <b>1,26,283</b>                         |

### 7 FIXED ASSETS

| Particulars                   | Furniture     | Motor Vehicles   | Office Equipment | Computers       | Total            |
|-------------------------------|---------------|------------------|------------------|-----------------|------------------|
| <b>Amount in (₹)</b>          |               |                  |                  |                 |                  |
| <b>Cost of assets</b>         |               |                  |                  |                 |                  |
| <b>As at 01st April 2017</b>  | 37,474        | 21,96,972        | 4,16,927         | 4,67,665        | <b>31,19,038</b> |
| Additions                     | -             | 8,97,657         | 17,588           | -               | <b>9,15,245</b>  |
| Disposal / Adjustment         | -             | 6,86,758         | -                | -               | 6,86,758         |
| <b>As at 31st March 2018</b>  | <b>37,474</b> | <b>24,07,871</b> | <b>4,34,515</b>  | <b>4,67,665</b> | <b>33,47,525</b> |
| Additions                     | -             | -                | -                | 15,576          | <b>15,576</b>    |
| Disposal / Adjustment         | -             | -                | -                | -               | -                |
| <b>As at 31st March 2019</b>  | <b>37,474</b> | <b>24,07,871</b> | <b>4,34,515</b>  | <b>4,83,241</b> | <b>33,63,101</b> |
| <b>Depreciation Fund</b>      |               |                  |                  |                 |                  |
| <b>As at 01st April 2017</b>  | 13,791        | 13,25,842        | 2,43,194         | 3,25,928        | <b>19,08,755</b> |
| Charge for the year           | 2,336         | 2,47,574         | 43,550           | 78,177          | <b>3,71,637</b>  |
| Disposal / Adjustment         | -             | 4,58,928         | -                | -               | 4,58,928         |
| <b>As at 31st March 2018</b>  | <b>16,127</b> | <b>11,14,488</b> | <b>2,86,744</b>  | <b>4,04,105</b> | <b>18,21,464</b> |
| Charge for the Current Peroid | 2,329         | 2,85,935         | 45,284           | 42,203          | <b>3,75,751</b>  |
| Disposal / Adjustment         | -             | -                | -                | -               | -                |
| <b>As at 31st March 2019</b>  | <b>18,456</b> | <b>14,00,423</b> | <b>3,32,028</b>  | <b>4,46,308</b> | <b>21,97,215</b> |
| <b>Net Block</b>              |               |                  |                  |                 |                  |
| <b>As at 31st March 2017</b>  | <b>23,683</b> | <b>8,71,130</b>  | <b>1,73,733</b>  | <b>1,41,737</b> | <b>12,10,283</b> |
| <b>As at 31st March 2018</b>  | <b>21,347</b> | <b>12,93,383</b> | <b>1,47,771</b>  | <b>63,560</b>   | <b>15,26,061</b> |
| <b>As at 31st March 2019</b>  | <b>19,018</b> | <b>10,07,448</b> | <b>1,02,487</b>  | <b>36,933</b>   | <b>11,65,886</b> |

## SUN FINLEASE (GUJARAT) LIMITED

### 8 DEFERRED TAX ASSETS (NET):

| Particulars   | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|---|---|---|
| <b>Deferred Tax Assets</b>  |   |   |
| Opening Balance   | 38,995                                  | 41,202                                  |
| Fixed Asset: Impact of difference between tax depreciation and depreciation charged for the financial reporting | 39,818                                  | (2,207)                                 |
| Add : Current year Deferred Tax liability   |   |   |
| <b>Gross deferred tax liability</b>   | -                                       | -                                       |
| <b>Deferred Tax Assets</b>  | <b>78,813</b>                           | <b>38,995</b>                           |
| <b>Gross deferred tax asset</b>   | -                                       | -                                       |
| <b>Net deferred tax asset</b>   | <b>78,813</b>                           | <b>38,995</b>                           |

### 9 LONG-TERM LOANS & ADVANCES:

| Particulars  | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|--|---|---|
| (Unsecured , considered good, unless otherwise stated) |   |   |
| Security Deposits                                      | 57,840                                  | 48,840                                  |
| <b>Total</b>   | <b>57,840</b>                           | <b>48,840</b>                           |

### 10 OTHER NON-CURRENT ASSESTS

| Particulars                                   | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|---|---|---|
| Fixed Deposit with Bank (more than 12 months) | -                                       | 1,00,000                                |
| <b>Total</b>                                  | -                                       | <b>1,00,000</b>                         |

### 11 INVENTORIES:

| Particulars  | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|--|---|---|
| Valued at lower of cost or market value (Previous year valued at cost) |   |   |
| <b>Stock in trade:</b>   |   |   |
| - Equity Shares  | 48,13,050                               | 30,68,93,483                            |
| - Mutual fund and Bonds  |   |   |
| (Above inventories taken, valued and certified by the management)      | 3,80,00,000                             | 15,000                                  |
| <b>Total</b>   | <b>4,28,13,050</b>                      | <b>30,69,08,483</b>                     |

## SUN FINLEASE (GUJARAT) LIMITED

### 12 CASH AND BANK BALANCES:

| Particulars  | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|--|---|---|
| <b>Cash and cash equivalent :</b>                            |   |   |
| a Balance with Banks :                                       |   |   |
| - In Current accounts  | 9,39,688                                | 55,11,181                               |
| - In Overdraft Accounts                                      | -                                       | 318                                     |
| b Cash on hand   | 1,18,925                                | 1,07,638                                |
| c Other Bank Balance   |   |   |
| Fixed Deposit (Less than 12 months)                          | -                                       | 4,01,00,000                             |
|  | -                                       | 4,01,00,000                             |
| Less: More than 12 months transferred to Non- Current Assets | -                                       | 1,00,000                                |
| Total Fixed Deposits   | -                                       | 4,00,00,000                             |
| <b>Total</b>   | <b>10,58,613</b>                        | <b>4,56,19,137</b>                      |

### 13 SHORT-TERM LOANS AND ADVANCES:

| Particulars  | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|--|---|---|
| (Unsecured considered good, unless otherwise stated) |   |   |
| <b>loans and advances - Others:</b>                  |   |   |
| - Advances recoverable in cash or kind               | 2,52,08,482                             | 36,46,086                               |
| - Loans and Advances to others                       | 10,76,68,219                            | 4,68,69,573                             |
| - Prepaid Insurance                                  |   | 31,049                                  |
| <b>Balance with Government Authority</b>             |   |   |
| - Advance tax and TDS Receivable (Net of provision)  | 74,17,733                               | 96,88,829                               |
| - MAT Credit Entitlement                             | 9,74,904                                | 9,23,691                                |
| <b>Total</b>   | <b>14,12,69,338</b>                     | <b>6,11,59,228</b>                      |

### 14 OTHER CURRENT ASSETS:

| Particulars         | As at<br>March 31,2019<br>Amount in (₹) | As at<br>March 31,2018<br>Amount in (₹) |
|---------------------|---|---|
| Interest Receivable | 13,554                                  | 76,431                                  |
| Prepaid Expenses    | 28,597                                  | -                                       |
| <b>Total</b>        | <b>42,151</b>                           | <b>76,431</b>                           |



## SUN FINLEASE (GUJARAT) LIMITED

### 15 REVENUE FROM OPERATIONS:

| Particulars  | Year ended<br>March 31,2019<br>Amount in (₹) | Year ended<br>March 31,2018<br>Amount in (₹) |
|--|--|--|
| <b>Trading of Shares , Securities and Mutual Fund:</b>         |  |  |
| Sales  | 53,86,68,244                                 | 1,25,84,74,868                               |
| Add: Closing Stock in Trade (at lower of cost or market value) | 4,28,13,050                                  | 30,69,08,483                                 |
|  | 58,14,81,294                                 | 1,56,53,83,351                               |
| Less: Opening Stock in Trade                                   | 30,69,08,483                                 | 4,60,61,717                                  |
|  | 30,69,08,483                                 | 4,60,61,717                                  |
| Purchase   | 30,34,91,842                                 | 1,51,34,35,800                               |
|  | 61,04,00,325                                 | 1,55,94,97,517                               |
| <b>Total Profit /(Loss)</b>                                    | <b>(2,89,19,031)</b>                         | <b>58,85,834</b>                             |
| Profit/(Loss) on sale on Shares (Speculative)                  | 16,535                                       | 1,20,516                                     |
| Profit/(Loss) on sale of Future and Option                     | 4,63,82,602                                  | 1,89,28,637                                  |
| <b>Interest Income</b>   |  |  |
| - From Fixed Deposits  | 2,26,506                                     | 39,13,216                                    |
| - From Loans & Advances  | 97,38,384                                    | 6,13,76,464                                  |
| <b>Total</b>   | <b>2,74,44,996</b>                           | <b>9,02,24,667</b>                           |

### 16 OTHER INCOME

| Particulars                                 | Year ended<br>March 31,2019<br>Amount in (₹) | Year ended<br>March 31,2018<br>Amount in (₹) |
|---|--|--|
| Dividend                                    | 1,80,450                                     | 5,285  |
| Financial Services                          | 3,50,000                                     | -  |
| <b>Other Non Operating Income</b>           |  |  |
| - Interest on Income Tax Refund             | 2,86,985                                     | -  |
| - Reversal of Provision on Standard Assets  | -  | 4,31,549                                     |
| - Other Income & Misc. Balances Written off | 2,06,628                                     | 25,148                                       |
| <b>Total</b>                                | <b>10,24,063</b>                             | <b>4,61,982</b>                              |

### 17 EMPLOYEES' BENEFIT EXPENSE:

| Particulars                   | Year ended<br>March 31,2019<br>Amount in (₹) | Year ended<br>March 31,2018<br>Amount in (₹) |
|-------------------------------|--|--|
| Salaries and other allowances | 29,19,548                                    | 22,88,870                                    |
| Staff welfare expense         | -  | 29,910                                       |
| <b>Total</b>                  | <b>29,19,548</b>                             | <b>23,18,780</b>                             |

## SUN FINLEASE (GUJARAT) LIMITED

### 18 FINANCE COSTS:

| Particulars                                     | Year ended<br>March 31,2019<br>Amount in (₹) | Year ended<br>March 31,2018<br>Amount in (₹) |
|---|--|--|
| <b>Interest Expenses</b>                        |  |  |
| Interest paid to Bank for overdraft against FDR | -  | 1,20,377                                     |
| Interest to Others                              | 2,26,38,574                                  | 8,71,32,476                                  |
| Interest on late payment of TDS                 | 4,889  | 162  |
| <b>Total</b>                                    | <b>2,26,43,463</b>                           | <b>8,72,53,015</b>                           |

### 19 OTHER EXPENSES:

| Particulars                              | Year ended<br>March 31,2019<br>Amount in (₹) | Year ended<br>March 31,2018<br>Amount in (₹) |
|--|--|--|
| Advertisement Expense                    | 30,614                                       | 19,817                                       |
| Legal & Professional Charges             | 2,25,335                                     | 87,170                                       |
| Goods and Service Tax                    | 45,262                                       | 58,332                                       |
| Car Petrol & Repairing                   | 3,77,963                                     | 3,80,014                                     |
| Rent, Rates & Taxes                      | 2,46,000                                     | 1,92,000                                     |
| Loss on sale of asset                    | -  | 27,830                                       |
| Share registrar fees                     | 33,000                                       | 33,000                                       |
| Listing Fees                             | 55,000                                       | 35,000                                       |
| Custodial Fees                           | 19,641                                       | 18,000                                       |
| Service Charges                          | 3,186  | 5,520  |
| Conveyance Expenses                      | 33,592                                       | 30,879                                       |
| Printing, Stationery & Computer Expenses | 61,482                                       | 59,179                                       |
| Electricity Expenses                     | 45,069                                       | 46,215                                       |
| Postage & Telegram                       | 1,11,636                                     | 88,746                                       |
| <b>Payment to Auditors :</b>             |  |  |
| - As an Auditor                          | 22,000                                       | 27,000                                       |
| - For Other Services                     | -  | -  |
| Membership Fees                          | 40,000                                       | -  |
| Travelling Expenses                      | 24,569                                       | 1,04,079                                     |
| Office & Miscellaneous Expense           | 1,19,082                                     | 1,20,728                                     |
| Telephone & Internet Expenses            | 51,225                                       | 54,840                                       |
| Bank Charges                             | 8,077  | 28,158                                       |
| Insurance Premium                        | 44,918                                       | 41,362                                       |
| Website Development                      | 2,425  | -  |
| Provision of Standard Assets             | 1,42,888                                     | -  |
| Filing Fees                              | 4,650  | 1,93,813                                     |
| <b>Total</b>                             | <b>17,47,614</b>                             | <b>16,51,682</b>                             |

## SUN FINLEASE (GUJARAT) LIMITED

Note No. : 20 – Schedule to the Balance Sheet of Non Deposit taking Non-Banking Finance Company

|                            |   |  | (INR in lakhs)     |                |
|----------------------------|---|--|--------------------|----------------|
| Particulars                |   |  |                    |                |
| Liabilities side           |   |  | Amount outstanding | Amount Overdue |
| (1)                        | <b>Loans and advances availed by the non- banking financial company inclusive of interest accrued thereon but not paid:</b> |  |                    |                |
| (a)                        | Debtures : Secured  |  | -                  | -              |
|                            | : Unsecured<br>(other than falling within the meaning of public deposits)   |  | -                  | -              |
| (b)                        | Deferred Credits  |  | -                  | -              |
| (c)                        | Term Loans  |  | -                  | -              |
| (d)                        | Inter-corporate loans and borrowing   |  | 1320.70            | -              |
| (e)                        | Commercial Paper  |  | -                  | -              |
| (f)                        | Public Deposits   |  | -                  | -              |
| (g)                        | Other Loans (specify nature)  |  | -                  | -              |
| (2)                        | <b>Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid) :</b>          |  | N.A.               | N.A.           |
| (a)                        | In the form of Unsecured debtures   |  |                    |                |
| (b)                        | In the form of partly secured debtures i.e. debtures where there is a shortfall in the value of Security                    |  |                    |                |
| (c)                        | Other public deposits   |  |                    |                |
| Assets side                |   |  | Amount outstanding |                |
| (3)                        | <b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>                |  |                    |                |
| (a)                        | Secured   |  | -                  |                |
| (b)                        | Unsecured   |  | 1076.68            |                |
| (4)                        | <b>Break up of Leased Assets and stock on hire and other assets counting towards AFC activities</b>                         |  |                    |                |
| (i)                        | <b>Lease assets including lease rentals under sundry debtors :</b>  |  |                    |                |
| (a)                        | Financial lease   |  | -                  |                |
| (b)                        | Operating lease   |  | -                  |                |
| (ii)                       | <b>Stock on hire including hire charges under sundry debtors :</b>  |  |                    |                |
| (a)                        | Assets on hire  |  | -                  |                |
| (b)                        | Repossessed Assets  |  | -                  |                |
| (iii)                      | <b>Other loans counting towards AFC activities</b>  |  |                    |                |
| (a)                        | Loans where assets have been repossessed  |  | -                  |                |
| (b)                        | Loans other than (a) above  |  | -                  |                |
| (5)                        | <b>Break-up of Investments</b>  |  |                    |                |
| <b>Current Investments</b> |   |  |                    |                |
| 1.                         | <b>Quoted</b>   |  |                    |                |
| (i)                        | Shares  |  |                    |                |
| (a)                        | Equity  |  | -                  |                |
| (b)                        | Preference  |  | -                  |                |
| (ii)                       | Debtures and Bonds  |  | -                  |                |
| (iii)                      | Units of mutual funds   |  | -                  |                |
| (iv)                       | Government Securities   |  | -                  |                |
| (v)                        | Others (please specify)   |  | -                  |                |

## SUN FINLEASE (GUJARAT) LIMITED

|            |  |   |                                       |                |
|------------|--|---|---------------------------------------|----------------|
| <b>2.</b>  | <b>Unquoted</b>  |   |                                       |                |
|            | (i) Shares   |   |                                       |                |
|            | (a) Equity   |   | -                                     |                |
|            | (b) Preference   |   | -                                     |                |
|            | (ii) Debentures and Bonds  |   | -                                     |                |
|            | (iii) Units of mutual funds  |   | -                                     |                |
|            | (iv) Government Securities   |   | -                                     |                |
|            | (v) Others (please specify)  |   | -                                     |                |
|            | <b>Long Term investments</b>   |   |                                       |                |
| <b>1.</b>  | <b>Quoted</b>  |   |                                       |                |
|            | (i) Share  |   |                                       |                |
|            | (a) Equity   |   | -                                     |                |
|            | (b) Preference   |   | -                                     |                |
|            | (ii) Debentures and Bonds  |   | -                                     |                |
|            | (iii) Units of mutual funds  |   | -                                     |                |
|            | (iv) Government Securities   |   | -                                     |                |
|            | (v) Others (please specify)  |   | -                                     |                |
| <b>2.</b>  | <b>Unquoted</b>  |   |                                       |                |
|            | (i) Shares   |   |                                       |                |
|            | (a) Equity   |   | -                                     |                |
|            | (b) Preference   |   | -                                     |                |
|            | (ii) Debentures and Bonds  |   | -                                     |                |
|            | (iii) Units of mutual funds  |   | -                                     |                |
|            | (iv) Government Securities   |   | -                                     |                |
|            | (v) Others (please specify)  |   | -                                     |                |
| <b>(6)</b> | <b>Borrower group-wise classification of assets financed as in (3) and (4) above :</b>   |   |                                       |                |
|            | <b>Category</b>  | <b>Amount net of provisions</b>                     |                                       |                |
|            |  | <b>Secured</b>                                      | <b>Unsecured</b>                      | <b>Total</b>   |
| 1.         | Related Parties  |   |                                       |                |
|            | (a) Subsidiaries   | -   | -                                     | -              |
|            | (b) Companies in the same group  | -   | -                                     | -              |
|            | (c) Other related parties  | -   | -                                     | -              |
| 2.         | Other than related parties   | -   | 1076.68                               | 1076.68        |
|            | <b>Total</b>   | <b>-</b>  | <b>1076.68</b>                        | <b>1076.68</b> |
| <b>(7)</b> | <b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b> |   |                                       |                |
|            | <b>Category</b>  | <b>Market Value / Break up or fair value or NAV</b> | <b>Book Value (Net of Provisions)</b> |                |
| <b>1.</b>  | <b>Related Parties</b>   |   |                                       |                |
|            | (a) Subsidiaries   | -   |                                       | -              |
|            | (b) Companies in the same group  | -   |                                       | -              |
|            | (c) Other related parties  | -   |                                       | -              |
| 2.         | Other than related parties   | -   |                                       | -              |
|            | <b>Total</b>   | <b>-</b>  |                                       | <b>-</b>       |
| <b>(8)</b> | <b>Other information</b>   |   |                                       |                |
|            | <b>Particulars</b>   | <b>Amount</b>                                       |                                       |                |
| (i)        | Gross Non-Performing Assets  |   |                                       |                |
|            | (a) Related parties  |   |                                       | -              |
|            | (b) Other than related parties   |   |                                       | -              |
| (ii)       | Net Non-Performing Assets  |   |                                       |                |
|            | (a) Related parties  |   |                                       | -              |
|            | (b) Other than related parties   |   |                                       | -              |
| (iii)      | Assets acquired in satisfaction of debt  |   |                                       | -              |

## SUN FINLEASE (GUJARAT) LIMITED

21. Previous year figures have been re-arranged, re-grouped or re-stated, wherever necessary to make them comparable with those of current year.
22. Loans & Advances, deposits and other loans are as per the book and subject to confirmation from respective parties.
23. No Provision has been made for liability in respect of Gratuity and Leave Encashment. The effect of the same cannot be quantified, to the extent Profit for the year and balance of Reserve and Surplus are overstated and balance of Current / Non-Current Liability is understated. Gratuity and other benefits are accounted as and when paid.
24. The Company is not covered under Gratuity Act or Provident fund Act hence no long term benefit is accounted on the same.
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             |
|-------------------------|-------------------------|
| Mr. Parag P. Shah       | Managing Director       |
| Mrs. Bhargavi V. Talati | Director                |
| Mr. Paras K. Sharma     | Director                |
| Mr. Mahendar R. Patel   | Director                |
| Mr. Nitin B. Shah       | Chief Financial Officer |
| Mr. Masoom Shah         | Company Secretary       |

### • Nature and Volume of Transactions with related party are as under

| Name              | Relation                      | Amount      | Nature of Payment     |
|-------------------|-------------------------------|-------------|-----------------------|
| Mr. Parag P. Shah | Managing Director             | 3,85,200/-  | Salary                |
| Mr. Nitin B. Shah | KMP (Chief Financial Officer) | 4,69,200/-  | Salary                |
| Ms. Pooja Jain    | KMP                           | 2,08,592/-* | Salary and Allowances |
| Mr. Masoom Shah   | KMP                           | 85,892/-*   | Salary                |

\* For part of the year

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. On the basis of the information available there is no amount due but remaining unpaid as on 31st March, 2019 to any supplier who is small scale or Ancillary Industrial Undertaking.
30. Earnings per share:

| Particulars  |     | 31.03.2019 | 31.03.2018  |
|--|-----|------------|-------------|
| Net profit for the year attributable to Equity Shareholders    |     | 7,17,247   | (19,87,141) |
| Weighted average number of Equity Shares outstanding           | No. | 30,33,370  | 30,33,370   |
| Basic and Diluted earnings per share (face value of ₹ 10 each) | ₹   | 0.24       | (0.66)      |

### 31. Segment Reporting

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

As per our separate report of even date attached.

#### FOR PARIKH & AMIN ASSOCIATES

Chartered Accountants  
Firm Reg. No. : 107520W

#### K. R. Parikh

(Partner)  
Membership No. : 036517  
Date : 24th May, 2019  
Place : Ahmedabad

#### FOR AND ON BEHALF OF BOARD OF DIRECTORS

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

**Bhargavi V. Talati**  
Director  
DIN:03069724

**Nitin B. Shah**  
Chief Financial Officer

**Masoom Shah**  
Company Secretary

**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, 2019, as per the matters specified in Para 3 and 4 of the said Directions 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, 2019.
3. The Company is meeting the required Net Owned Fund (NOF) requirements as laid down in RBI master Direction Non-Banking Financial Companies-Non-Systematically Important Non-Deposit taking Company (Reserve Bank) Direction, 2016 read with Master Direction DNBR.PD.007/03.10.119/2016-17.
4. The Company has not accepted any public deposits during the year 2018-19, Board of Directors of the company has passed resolution for non-acceptance of any public deposits.
5. For the Financial Year ended March 31, 2019 the Company has complied with the prudential norms relating to income recognition, accounting standards, asset classification, provisioning for bad and doubtful debts & capital adequacy and exposure norms as applicable to it in terms of Non-Systematically Important Non-Banking Financial (Non-Deposits Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

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

Place : Ahmedabad  
Date : 24<sup>th</sup> May, 2019

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

**SUN FINLEASE (GUJARAT) LIMITED**

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052.  
Phone No. 079 27496313 Email id: sfgl.1988@gmail.com website : www.sfgl.in.net

**ATTENDANCE SLIP**

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

I/ hereby record my/ presence at the 31st Annual General Meeting of the Company at 3, Ravipushp Apartment, B/s. Navneet House, Memnagar, Ahmedabad-380052 held on Thursday, 26th day of September, 2019 at 03:30 p.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**

(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

**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 31st Annual General Meeting of the Company, to be held on Thursday, 26th day of September, 2019 at 03:30 p.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 website : www.sfgl.in.net

Date: .....

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

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

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

Name : \_\_\_\_\_

Email Id : \_\_\_\_\_

Folio No. / DP Id : \_\_\_\_\_

Client Id : \_\_\_\_\_

Signature of the First named Shareholder

Name : \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_

|    | Resolutions  | Vote (Optional) |         |
|----|--|-----------------|---------|
|    |  | For             | Against |
|    | <b>Ordinary Business :</b>   |                 |         |
| 1. | Adoption of Audited Financial Statements as on 31st March, 2019.   |                 |         |
| 2. | Appointment of Mr. Mahendar Patel, who retires by rotation and being eligible, offers himself for reappointment. |                 |         |
| 3. | Appointment of Auditors and fixing their remuneration  |                 |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix  
requisite  
Revenue  
Stamp

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

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

**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

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. \*For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.  
It is optional to put a “√” in the appropriate column against the Resolutions indicated in the box. If you leave the “For”, “Against” or “Abstain” column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/ she thinks appropriate.









To,

If undelivered please return to :

**SUN FINLEASE (GUJARAT) LIMITED**

(CIN No. - L65910GJ1988PLC010293)

Regd. Office: 3, Ravipushp Apartment,

B/s. Navneet House, Memnagar,

Ahmedabad-380052.

Phone No. 079 27496313

Email id- sfgl.1988@gmail.com