

Annual General Meeting

Wednesday , 30<sup>th</sup> September, 2015

At  
SCO- 23-24-25, II<sup>nd</sup> Floor  
Sector 34- A  
Chandigarh – 160022

At  
11:00 A.M.

The Shareholders are requested to bring their copy of the Annual Report along with them at the Annual General Meeting, since copy of the Report will not be distributed at the meeting.

### **Board of Directors**

**Paresh Ghanshyambhai Patel**  
Managing Director

**Bharat Bhushan Goyal**  
Executive Director

**Kunal A. Doshi**  
Independent Director

**Renuka Maunesh Devera**  
Independent Director

**Banker**  
Oriental Bank of Commerce

**Auditors**  
S. Kansal & Associates  
Chartered Accountants  
Ahmedabad

**Registered Office**  
SCO- 23-24-25, II<sup>nd</sup> Floor  
Sector 34- A  
Chandigarh – 160022

**Corporate Office**  
502/C 5<sup>th</sup> Floor,  
Sahajanand Shopping Centre,  
Opp. Swaminarayan Temple,  
Shahibaug,  
Ahmedabad-380004

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## NOTICE

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of Geetanjali Credit And Capital Limited will be held at 11.00 A.M. on Wednesday, 30<sup>th</sup> day of September, 2015 at SCO 23-24-25, II<sup>nd</sup> Floor, Sector 34-A, Chandigarh - 160022 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2015 the Balance Sheet as at that date and reports of the director and the auditor thereon and other documents attached or annexed thereto.
2. To Re-appoint Mr. Paresh Patel, Executive Director of the Company ( DIN: 07049611), liable to retire by rotation in terms of section 152(6) of the companies Act, 2013 and, being eligible , himself for Re-appointment.
3. To re-appoint the Auditor and to fix their remuneration and in this regards pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. S.Kansal & Associates, Chartered Accountants, Ahmedabad, as Auditors of the Company, by resolution passed at the 24<sup>th</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 24<sup>th</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting, be and is hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit.”

### SPECIAL BUSINESS

4. **To consider and if thought fit, to pass with or without modifications if any, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to provision of Section 204, 143 of the Companies Act, 2013 Ms. Niki Patawari, Practicing Company Secretaries, Ahmedabad be and is hereby appointed as Secretarial Auditors for the purpose of Secretarial Audit in terms of the provisions of the Companies Act, 2013 office from the conclusion of this meeting until the conclusion of next Annual General Meeting on such remuneration as may be mutually decided between the Board of Directors and Secretarial Auditors.”

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

“RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Renuka Maunesh Devera (DIN: 07033844), who was appointed as Additional Director in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years from the date of her appointment by the Board i.e. up to 18<sup>th</sup> December, 2019.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

**By order of the board of directors**

**Place: Chandigarh**  
**Date :01/09/2015**

**Dipesh Panchal**  
**(Company Secretary)**

**NOTES:**

- A. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (MEETINGS) 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** The proxy from duly completed and signed , should be lodged with the company , at its registered office at least 48 hours before the time of the meeting. A person cannot hold more than 50 proxies.
- B.** The relative Explanatory Statement , pursuant to section 102 (2) of the companies act , 2013 (corresponding to 173 (2) of the companies act , 1956), in respect of the special business under item no. 4 is annexed hereto
- C.** Pursuant to the provision of Section 91 of the Companies Act , 2013 the registered of members and share transfer books of the company will remain closed 26<sup>th</sup> September, 2015 to 30<sup>th</sup> September, 2015 ( both the days inclusive).
- D.** All documents referred to in the notice and the explanatory statement requiring the approval of the members at the meeting and other statutory register 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 to 1.00 p.m. on all days except Saturdays, Sundays and public holiday, from the date hereof up to the date of the annual general meeting.
- E.** Members are entitled to make nomination in respect of shares held in physical form. Members desirous of making nominations are requested to send their requests in Form 2B (specimen available on request) to the Registered office of the Company.
- F.** Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- G.** The Notice of the 25<sup>th</sup> Annual General Meeting with instruction for e-voting, along with attendance slip and proxy form is being dispatched to the Members by Post (and electronically by e-mail to those Members who have registered their e-mail IDs with the Company /Depositories) whose names appear in the Register of Members/list of beneficial owners as on 28<sup>th</sup> August, 2015. Members may also note that the notice of the 25<sup>th</sup> AGM and the Annual Report 2014-15 will be available on the company's website [www.geetanjalicreditandcapital.com](http://www.geetanjalicreditandcapital.com)
- H. Voting through electronic means:** In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting. The Company has signed an agreement with CDSL for facilitating such e-Voting by the Members. Kindly note that each Member can opt for only one mode for voting i.e. either by Physical Ballot or by E-voting. However, in case members cast their vote both via physical ballot and e-voting, then voting through postal ballot shall prevail and voting done by e-voting shall be treated as invalid.

**The general instructions for e-voting are as under:**

- (A) In case a Member receives an email from NSDL/ CDSL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
- (i) If you are holding shares in D-mat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
  - (ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (iii) Click on "shareholders" tab to cast your votes.
  - (iv) Now select the Electronic Voting Sequence Number – "EVSN" along with "COMPANY NAME" (Geetanjali Credit And Capital Limited) from the drop down menu and click on "SUBMIT".

(v) Now, fill up the following details in the appropriate boxes :

	For Members holding shares in D-mat Form	For Members holding shares in Physical Form
User ID	For NSDL – 8 characters of DP ID followed by 8 Digits Client ID For CDSL – 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digits alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both d-mat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your d-mat account or in the Company records for the said d-mat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your d-mat account or in the company records for the said d-mat account or folio.	

\* Members who have not updated their PAN with the Company/Depository Participant are requested to use - the First 2 alphabets from First Holder Name filed + 8 characters from right of BOID/ Folio Number (If the BOID / Folio Number is shorter than 8 characters then the system will insert "0" (zero) to fulfill the 10 character requirements.) in the PAN field. No special characters will be taken from the name.

# Please enter any one of the details in order to login. If the Date of Birth & Bank Account Details both are left blank then the system will record BOID / FOLIO NO. in the Bank Account Details

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in d-mat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). Kindly note that this password is to be also used by the d-mat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL / CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through NSDL / CDSL platform.
- (viii) Click on the relevant EVSN on which you choose to vote.
- (ix) 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.
- (x) NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm you vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" you vote on the resolution, you will not be allowed to modify your vote.
- (B)** In case of members receiving the physical copy of Notice of AGM (for members whose e-mail IDs are not registered with the Company/depository participant(s) or requesting physical copy)
- (i) Please follow all steps from Sl.No. (ii) to (vi) and then Sl. No. (viii) to Sl. No. (xii) above to cast vote.
- (C)** Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

- (D) The voting period begins on 26<sup>th</sup> September, 2015 (9.00 a.m.) and ends on 29<sup>th</sup> September, 2015 (6.00 p.m.) During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (E) 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@cdsl.india.com](mailto:helpdesk.evoting@cdsl.india.com).
- (F) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18<sup>th</sup> September, 2015.
- (G) Mr. Punit S Lath, Company Secretary, Ahmedabad has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.
- (H) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (I) The Results shall be declared at the AGM of the Company. The result will be announced to the Stock Exchanges where the shares of the Company are listed and will also be displayed on the Company's website [www.geetanjalicreditandcapital.com](http://www.geetanjalicreditandcapital.com).
- (J) Members are requested to notify the change in the address, if any. In case of shares held in electronic form to the concerned Depository Participant quoting their Client ID and in case of physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.
- (K) This notice is being issued having regard to provisions of section 108 and 110 of the Companies Act 2013, General circular no. 20/2014 Government of India and Clause 35B of the listing agreement with stock exchanges.

**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 :**

**Item No. 4**

Pursuant to the provision of Section 204, 143 and other applicable provision of the Companies Act, 2013 and the rules made there under, if any it is necessary to appoint the Secretarial Audit to conduct the Secretarial audit required in terms of the Companies Act, 2013 and the rules made there under. It is proposed to appoint Ms. Niki Patawari ,Practicing Company Secretary to conduct Secretarial audit for the financial year 2015 – 2016. Since the appointment of the secretarial auditor requires approval of the members in general meeting, members are requested to appoint Ms. Niki Patawari, Practicing Company Secretary, Ahmedabad on such remuneration as may be mutually decided between the Board of Directors and Secretarial Auditors.

The Board of Directors recommends the passing of the resolution set out in the notice. None of the Directors of the Company in anyway are interested or concerned in this resolution.

**Item No. 5**

Pursuant to Sections 149, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mrs. Renuka Maunesh Devera as Independent Directors of the Company up to 5 (five) consecutive years from the date of her appointment i.e up to 18<sup>th</sup> December, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors. Brief profiles along with other details of the Independent Directors are as follows:

Name of the Director	Renuka Maunesh Devera
Date of Birth	28 <sup>th</sup> September,1962
Date of joining the Board of Director of the Company	19 <sup>th</sup> December, 2014
Educational qualification	Graduate
Number of Shares held in the Company	Nil
Directorship in other Companies and committees	Nil
Specific Functional Areas	Mrs.RenukabenDevera, Hindu, adult, aged about 52 years is a graduate and has been appointed by the Company as an Independent Director

The Board of Directors believe that the association of the aforementioned Independent Directors with the Company shall be beneficial to the progress of the Company and hence, the Board recommends the appointment of Mrs. Renuka Maunesh Devera as Independent Directors of the Company for the approval of the shareholders at the ensuing Board Meeting. In the opinion of the Board, the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and such Independent Directors are independent of the management. Further, all the aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. Other than the Independent Directors of the Company and their relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 5 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

**By order of the board of directors**

**Place: Chandigarh**  
**Date : 01.09.2015**

**Dipesh Panchal**  
**(Company Secretary)**

**DIRECTORS' REPORT**

To,  
The Members of  
Geetanjali Credit And Capital Limited  
Chandigarh

The Directors hereby present the 25<sup>th</sup> Annual Report together with Audited Statement of Accounts for the year ended on 31<sup>st</sup> March' 2015 which they trust, will meet with your approval.

(Amount in ₹)

Particulars	2014-15	2013-14
Profit before depreciation and tax	284887	110881
Less: Depreciation	(14330)	(3481)
Profit before Tax	270557	107400
Less: Provisions for Tax	(28300)	(27000)
Profit after Depreciation & Tax	242257	80400

**OPERATIONS:**

The Total Receipts and other income during the year have been ₹ 64.18 lacs as compare to ₹ 4.92 lacs during the previous year. The Profit after tax of the Company has also increased to ₹ 2.42 lacs as compared to ₹ 0.80 lacs in the previous year.

**DIVIDEND:**

With a view to conserve the resources for expansion of the business activities and working capital requirements of the Company, the board of directors of the company do not recommended any dividend for the year under review.

**FIXED DEPOSITS:**

The Company has not invited any deposits from the public during the year under review.

**DIRECTOR'S RESPONSIBILITY STATEMENT:**

As required under the provisions of Section 134 of the Act, your Directors report that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- 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 and of the profits of the Company for that period.
- 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.
- The Directors have prepared the annual accounts on a going concern basis.
- The Directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

**PARTICULARS OF EMPLOYEES:**

There was no employee drawing remuneration requiring disclosure under the Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**LISTING:**

The Equity Shares of the Company are listed on Ahmedabad Stock Exchange. The Company is regular in payment of listing fees. The Company has paid the listing fees for the year 2015 – 2016.

**AUDITORS AND AUDITORS REPORT:**

The Auditors M/s. S. Kansal & Associates, Chartered Accountants, Ahmedabad hold office until the conclusion of the ensuing Annual General Meeting and have expressed their willingness to be reappointed. The Company has received a letter from a member of the Company proposing the name of M/s. S. Kansal & Associates, Chartered Accountants as a Statutory Auditor of the Company. Members of the Company at the 24<sup>th</sup> Annual General Meeting of the Company have appointed M/s. S. Kansal & Associates, Chartered Accountants as auditors of the Company up to 28<sup>th</sup> Annual General Meeting of the Company. In accordance with the provision of Section 139 of the Companies Act, 2013 members are requested to ratify the appointment of the auditors for the balance term to hold office from the conclusion of the 25<sup>th</sup> Annual General Meeting until the conclusion of the 28<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit

The Company has received a certificate from the Auditors to the effect that their appointment if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013.

The Notes on Financial Statements referred to in the Auditor's Report are Self-explanatory and do not call for any further comments.

There is no qualification, reservation or adverse remarks made in the statutory auditors report

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

A. Conservation of Energy: N.A

B. Technology Absorption:

No Technology Absorption has been envisaged by your company during the period under review.

C. Foreign Exchange Earning & Out Go:

Total Foreign Exchange Used : NIL

Total Foreign Exchange Earned: NIL

**DEMATERIALIZATION OF SHARES:**

The Company had appointed M/s Purva Sharegistry (India) Pvt. Ltd, Mumbai as Share & Transfer Agent. The ISIN for the equity shares is INE263R01010. As on 31<sup>st</sup> March, 2015 total 6,41,000 equity shares of the Company have been dematerialized. Members of the Company are requested to dematerialize their shares.

**CORPORATE GOVERNANCE:**

Pursuant to Clause 49 of the Listing Agreement with Stock Exchange, Management Discussion & Analysis, Corporate Governance Report and Auditor's Certificate regarding compliance to conditions of corporate governance are made part of this Annual Report as "Annexure I & II"

**MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.



**RELATED PARTY TRANSACTIONS:**

During the year, there was no transaction related party transaction. Therefore requisite details in form AOC – 2, is not required to be provided herewith.

**DISCLOSURE UNDER RULE 8 (5) OF COMPANIES (ACCOUNTS) RULES, 2014 :****Change in Nature of Company Business:**

The Company is engaged in the business of finance and other related service . There is no change in nature of Company Business

**Details of Directors / Key Managerial Personnel Appointed / Resigned:**

In terms of provision of Section 152 (6) of the Companies Act, 2013 Mr. Paresh Ghanshyambhai Patel retires by rotation and being eligible offers himself for reappointment.

Further, in compliance with the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Kunal Doshi and Mr. Jaydeep Suthar, were appointed at the Annual General Meeting of the Company held on 30th September, 2014 to hold office up to 5 (five) consecutive years.

During the year under the review, Mr. Ketan Ghaghada, Managing Director and Mr. Jaydeep Suthar, Director has been resigned from Directorship w.e.f 19<sup>th</sup> December, 2014.

During the year under the review, Mr. Kewal Krishna Goyal has resigned w.e.f 11.07.2014. Also Mr. Rajesh Wadhera and Mr. Prem Singh has resigned w.e.f. 09.07.2014.

Further, Mrs. Renuka Maunesh Devera and Mr. Paresh Ghanshyambhai Patel have been appointed as Director w.e.f 19<sup>th</sup> December, 2014.

**Details of Holding / Subsidiary Companies / Joint Ventures / Associate Companies:**

During the year under review, there was no holding / Subsidiary Company / Joint Ventures / Associate Companies.

**Deposit :**

The Company has not invited any deposit other than the exempted deposit as prescribed under the provision of the Companies Act, 2013 and the rules framed there under, as amended from time to time. Hence there are no particulars to report about the deposit falling under Rule 8 (5) (v) and (vi) of Companies (Accounts) Rules, 2014.

**Details of Significant and Material Orders passed by Regulators or Courts or Tribunals:**

During the year under review there were no significant and material orders passed by any Regulators or Court or Tribunals which may have impact on the going concern status. No order has been passed by any Regulators or Court or Tribunals which may have impact on the Company's operation in future.

**Internal Financial Controls:**

The Company has adequate internal financial controls to support the preparation of the financial statements.

**PARTICULARS OF LOANS / GUARANTEES / INVESTMENT:**

The Company has not given any loan / guarantee or provided any Security or made any investment to any person (except those required for business purpose).

**RISK MANAGEMENT POLICY:**

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventoried and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section. The Risk Management Policy is also available on the Company's website

**DECLARATION BY INDEPENDENT DIRECTORS:**

The following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement:

- (a) Mr. Kunal Amarchand Doshi
- (b) Mrs. Renuka Maunesh Devera

The Company has received requisite declarations/ confirmations from all the above Directors confirming their independence.

**EXTRACT OF THE ANNUAL RETURN:**

Pursuant to provision of Section 92 and 134 and other applicable provision of the Companies Act, 2013 and of Rule 12 ( 1 ) of Companies ( Management and Administration ) Rules, 2014 the extract of the Annual Return in form MGT 9 for the Financial Year ended on 31st March, 2015 is annexed as “**Annexure III**” to this Report.

**NUMBER OF BOARD MEETINGS:**

During the year, requisite Board Meeting has been called. The details of the Board Meetings are provided in the Corporate Governance Report.

**CORPORATE SOCIAL RESPONSIBILITY:**

The Company is not covered under the criteria of the provision of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, and therefore it is not mandatory for the Company to have the Corporate Social Responsibility.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti-harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up at shop floor level to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman. All employees (permanent, contractual, temporary, trainees) are covered under the policy. There was no complaint received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31.03.2015 for redressal.

**SECRETARIAL AUDIT REPORT:**

Pursuant to Section 204 of the Act, the Secretarial Audit Report for the Financial Year ended 31<sup>st</sup> March, 2015 given by Ms. Niki Patawari, Practising Company Secretary is attached herewith which forms part of the Directors Report. The observations are self-explanatory.

**EQUITY SHARE CAPITAL**

During the year, under review, the Company had increased its Authorized Share Capital from 35,00,000 equity shares to 50,00,000 equity shares having face value of Rs. 10/- each. Further, the Company had allotted 13,00,000 equity shares as preferential allotment on 31<sup>st</sup> March, 2015 at face value of Rs. 10/- each.

**ANNUAL PERFORMANCE EVALUATION:**

In compliance with the provisions of the Act and Clause 49 of the Listing Agreement, the performance evaluation was carried out as under:

**Board:**

In accordance with the criteria suggested by The Nomination and Remuneration Committee, the Board of Directors evaluated the performance of the Board, having regard to various criteria such as Board composition, Board processes, Board dynamics etc. The Independent Directors, at their separate meetings, also evaluated the performance of the Board as a whole based on various criteria. The Board and the Independent Directors were of the unanimous view that performance of the Board of Directors as a whole was satisfactory.

**Committees of the Board:**

The performance of the Audit Committee, the Nomination and Remuneration Committee and the Stakeholders Relationship Committee was evaluated by the Board having regard to various criteria such as committee composition, committee, processes, committee dynamics etc. The Board was of the unanimous view that all the committees were performing their functions satisfactorily and according to the mandate prescribed by the Board under the regulatory requirements including the provisions of the Act, the Rules framed there under and the Listing Agreement.

**Individual Directors:**

- (a) **Independent Directors:** In accordance with the criteria suggested by The Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (excluding the director being evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance and interest of stakeholders. The Board was of the unanimous view that each independent director was a reputed professional and brought his/her rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all the independent directors in guiding the management in achieving higher growth and concluded that continuance of each independent director on the Board will be in the interest of the Company.
- (b) **Non-Independent Directors:** The performance of each of the non-independent directors (including the chair person) was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance and interest of stakeholders. The Independent Directors and the Board were of the unanimous view that each of the non-independent directors was providing good business and people leadership

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:**

The Company is not paying any Remuneration to Managing Director or any of the executive directors. Thus, the requisite details as required by Section 134(3)(e), Section 178(3) & (4) and Clause 49 of the Listing Agreement is not required to be provided. However, the Company affirm that as and when the Remuneration will be payable to any of the Director, the same would be as per Remuneration Policy.

**MATERIAL CHANGES AND COMMITMENTS:**

There are no material changes and commitments, if any, affecting the financial position of the Company subsequent to the date of the Balance sheet and up to the date of the report.

**APPRECIATION:**

Your Directors acknowledge the continued support and co-operation received from all the Department, Shareholders, Banks and other Lenders, suppliers and Dealers.

The Board also wishes to record its sincere appreciation of the total commitment, dedication and hard work, put in by every member of the Company.

**By order of the board of directors**

**Place: Chandigarh**  
**Date : 01.09.2015**

**Paresh Patel**  
**(Chairman cum Managing Director)**

## **Annexure -I to the Report of Board of Director**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

#### **Economic Scenario:**

Near Term, The growth prospects for 2014-15 remain uncertain, with growth abating the Euro area and moderation in the emerging markets. The economic crisis and its ramifications have accelerated the shift of economic power from the developed to the emerging nations and exposed a fragile world with limited capacity to respond to systematic risks. The consequence has been volatile and low growth which is likely to stay for some time to come.

Indian economy, witnessed many lows during the year. The major being:

- GDP Growth rate fell year on year to 5 % during 2012-13, touching its lowest level in recent history.
- Indian rupee weakened against US Dollar to its historically low levels & threats to breach 65 level mark.

Going forward, tough inflation and interest rates are anticipated to ease from current levels, slowing investments and declining capital formation may have a greater bearing on the prospective growth of Indian Economy.

While the long term India growth story is intact, the growth curve may not move steadily upwards in the short to medium term on account of rising fiscal deficit, high global prices and inflation, continued tightening by RBI to manage inflation and impact of the global macro economic factors.

#### **Industry Structure and Development:**

The outlook for the NBFC sector remains positive backed by the lower credit penetration and huge capital formation requirement of the country. However, in the short term, the sector may find the macro-economic environment challenging for growing quality book on account of overall bearish sentiments, volatile stock markets and high interest rates.

The continuing stress in the Global Financial system coupled with the domestic uncertainty has brought the domestic market to near standstill. The sluggish pace of activity in Indian Economy remained a cause of concern throughout the financial year 2014-15.

Being a NBFC the Company's operations continue to be mainly focused in the areas of Financing, Inter- corporate Investments & Capital Market activities.

The prudent approach helped the company increase its net profits to ₹ 242,257.00 from ₹ 80,400.00 in F.Y. 2013-14 reflecting an increase of more than 200 % approx.

Geetanjali Credit And Capital Limited (hereinafter referred as "GCCL") has been able to bring in higher operating efficiencies within the company based on the understanding and strength of our superior knowledge of local markets and efficient, proactive and conservative approach.

#### **Future Outlook:**

GCCL has built a strong presence in the market through its cumulative experience, strong distribution network as well as sound systems and processes and with new management. The company's long-term aspiration is to play a significant role in meeting the financial requirements of retail customers as well as corporate clients.

GCCL has always been able to achieve and maintain long term steady growth in business both operationally and financially. The strategy for achieving this goal is to keep expanding and diversifying the portfolio of financial services and products, provide effective financial solutions, investing in human capital, effective risk management to navigate through complex day to day business situations, turbulent market cycles and building a business model that caters to multiple requirements of our clients.

GCCL aims at scaling up its book size cautiously while managing risks optimally. The company has plans to expand its business by offering a wide array of financial products and services. Apart from financial products, GCCL also plans to foray

into warehousing in the near future, by way of direct purchase of warehouses or by way of acquisition of companies, to diversify its product portfolio.

In the upcoming years, GCCL will strive to be one of the top financial services businesses in India focused on delivering superior customer experience through class leading services and competitive products while providing consistent and superior returns to the company's shareholders and at the same time maintaining the high levels of integrity.

**Adequacy of Internal Control:**

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently. Moreover, GCCL continuously upgrades these systems in line with the best available practices.

The Company ensures adherence to all internal control policies and procedures as well as compliance with all regulatory guidelines.

**Risks & Concerns:**

GCCL being a financial Company is exposed to specific risks that are particular to its business and the environment within which it operates, including interest rate volatility, economic cycle, credit risk and market risk. The most important among them are credit risk, market risk and operational risk. The measurement, monitoring management of risk remains key focus areas for the company.

The company has laid down stringent credit norms through the Lending Policy Framework approved by the Board. It maintains a conservative approach and manages the credit risk through prudent selection of clients, delegation of appropriate lending powers and by stipulating various prudential limits.

In retail loan businesses like ours, overall portfolio diversification and reviews also facilitate mitigation and management.

**Responsibility for the Management Discussion and Analysis Report:**

The Board of Directors have reviewed the Management Discussion and Analysis prepared by the Management, and the Independent Auditors have noted its contents. Statement in this report of the Company's objective, projections, estimates, exceptions, and predictions are forward looking statements subject to the applicable laws and regulations. The statements may be subjected to certain risks and uncertainties. Company's operations are affected by many external and internal factors which are beyond the control of the management. Thus the actual situation may differ from those expressed or implied. The Company assumes no responsibility in respect of forward looking statements that may be amended or modified in future on the basis of subsequent developments, information or events.

**Annexure –II to the Report of Board of Director****CORPORATE GOVERNANCE REPORT****1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

The Company's philosophy is to conduct its affairs in a manner which is transparent, Clear and evident to those dealing with or having a stake in the company namely shareholders, lenders, creditors and employees. The Company's philosophy on corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to share holders and other beneficiaries for their action. The Company is committed to provide high quality product and services to its customers and stakeholders, because the company believes that its long-term survival is entirely dependent on good corporate governance.

**2. BOARD OF DIRECTORS:**

As on 31<sup>st</sup> March, 2015 strength of the Board of Directors were 4(Four).

Attendance of each Director at the Board Meetings and last Annual General Meeting

Sr. No.	Name of Directors	Designation	Board Meeting Attended	Attendance at Last AGM	No. of Directorships in the other public Companies
1.	Bharat Bhushan Goyal	Executive Director	6	Yes	1
2.	Paresh Ghanshyamhai Patel*	Executive Director	7	NA	Nil
3.	Mr. Ketan Kumar Ghaghada**	Executive Director	10	Yes	Nil
4.	Mr. Jaydeep Suthar**	Non- Executive Independent Director	6	Yes	NA
5.	Kunal Amarchand Doshi	Non- Executive Independent Director	11	Yes	Nil
6.	Renuka Maunesh Devera*	Non- Executive Independent Director	5	NA	Nil
7.	Kewal Krishn Goyal#	Executive Director	1	No	NA
8.	Rajesh Wadhera##	Non- Executive Independent Director	Nil	No	NA
9.	Prem Singh##	Non- Executive Independent Director	Nil	No	NA

\*Appointed with effect from 19<sup>th</sup> December, 2014

\*\*Resigned with effect from 19<sup>th</sup> December, 2014

# Resigned with effect from 11<sup>th</sup> July, 2014

## Resigned with effect from 9<sup>th</sup> July, 2014

During the year, the Board had met **19 times** on 28.05.2014, 30.05.2014, 13.06.2014, 07.07.2014, 08.07.2014, 11.7.2014, 12.07.2014, 18.07.2014, 14.08.2014, 19.08.2014, 14.11.2014, 01.12.2014, 19.12.2014, 25.12.2014, 03.01.2015, 20.01.2015, 02.03.2015, 27.03.2015, 30.03.2015 and 31.03.2015.

The information required to be given for the Directors seeking appointment/ reappointment at the Annual General Meeting as per clause 49 (VI) are as per the explanatory statement to the notice.

**3. AUDIT COMMITTEE :**

The Board of Directors of the Company has constituted an Audit Committee pursuant to the provisions of Section 292A of the Companies Act, 1956 to ensure full compliance with all the relevant provisions including code of corporate governance.

As on Date, the Audit Committee is comprising of 3 (three) members composed of 2 Independent Directors and 1 Executive Director viz. Shri Kunal Doshi, Chairman of the Committee and Smt Renuka Maunesh Devera and Shri Paresh Patel as members. The committee carries out functions enumerated in the listing agreement. During the year the audit committee met 4 times on 30.05.2014, 14.08.2014, 14.11.2014 and 03.01.2015.

**4. SHAREHOLDERS COMMITTEE :**

The Shareholders Committee has been reconstituted and as on date it comprises of Shri Paresh Patel [Chairman], Shri Kunal Doshi and Smt. Renuka Devera is the member of the committee. The Share Transfer committee approves transfers, transmission issue of duplicate share certificates, and approval of d-mat position. The investors Grievance committee consisted of the aforesaid members look after the matters related to the grievances of the shareholders as and when received. Further the committee also looks into other matters referred by the Board. During the period no complaints were received.

**5. NOMINATION AND REMUNERATION COMMITTEE :**

The Nomination and Remuneration Committee comprises of Shri Kunal Doshi [Chairman], Smt. Renuka Devera and Shri Bharat Bhushan Goyal is the member of the committee. The remuneration committee recommends to the Board the attributes and qualification for becoming a member of the Board. It also recommends the remuneration payable to the Directors, Key managerial personnel and other senior personnel and such other matters as are necessary under the Clause 49 of the Listing Agreement.

**6. GENERAL BODY MEETINGS:**

The last three Annual General Meetings were held as under:

Sr. No.	FY	Date	Time	Location
1	2011 – 2012	29 <sup>th</sup> September, 2012	11.00 a.m.	SCO 1104 05, Sector 22B, Chandigarh – 160022
2	2012 – 2013	24 <sup>th</sup> June, 2013	11.00 a.m.	SCO 1104 05, Sector 22B, Chandigarh – 160022
3	2013-2014	30 <sup>th</sup> September, 2014	11.00 a.m.	SCO 23-24-25, II <sup>nd</sup> Floor, Sector 34-A, Chandigarh - 160022

One Extra Ordinary General Meeting was held on 30.03.2015 for allotment of Preferential equity shares.

No resolution is proposed to be passed through postal ballot at the forthcoming annual general meeting. No resolution was passed through postal ballot during last three annual general meetings.

**7. MEANS OF COMMUNICATION:**

Your company complies with Clause 41 of the Listing Agreement.

**8. GENERAL SHAREHOLDER INFORMATION:**

Annual General Meeting Date, Time and Venue	Date: 30 <sup>th</sup> September, 2015 Time: 11.00 a.m. Venue: SCO 23-24-25, II <sup>nd</sup> Floor Sector 34-A, Chandigarh – 160022
Next Financial Calendar Year	1 <sup>st</sup> April, 2015 to 31 <sup>st</sup> March, 2016
Date of Book Closure	26 <sup>th</sup> September, 2015 to 30 <sup>th</sup> September, 2015 ( both the days inclusive )

ISIN No. for ordinary shares of the Company in D-mat form	INE263R01010
Registrar and Transfer Agent	M/s Purva Sharegistry ( India) Private Limited, Mumbai
Any Website where it displays official releases	<a href="http://www.geetanjalicreditcapital.com">www.geetanjalicreditcapital.com</a>
Any presentation made to the institutional investor and analyst	No
Is half yearly report sent to the shareholders	No
Whether Management Discussion and Analysis is a part of this report	Yes
Share Transfer System	The work of physical share transfer is presently handled by Registrar and Transfer Agent.
Listing and Stock Code	Ahmedabad Stock Exchange
Auditors	<b>M/s S. Kansal &amp; Associates</b> , Chartered Accountants, Ahmedabad
Compliance Officer	Shri Dipesh Panchal, Company Secretary

#### 9. **FINANCIAL CALENDER:**

Report Period	: From 1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March 2015
First Quarter Result	: Second Week of August, 2015 ( tentative )
Second Quarter Result	: Second Week of November,2015 (tentative)
Third Quarter Result	: Second Week of February,2016 (tentative )
Fourth Quarter Result	: Last Week of May, 2016 ( tentative )

#### 10. **SHARE HOLDING PATTERN** (AS ON 31.03.2015):

Category	No. of Share holders	% of holding to total
Promoters, Directors, & other entities of Promoters	02	6.38
Corporates	01	0.70
Public	589	92.92
<b>Total</b>	<b>592</b>	<b>100.00</b>

#### 11. **SHARE PRICES:**

No trading has been occurred in Ahmedabad Stock Exchange. The Company had applied in BSE under Direct Listing Norms for listing of its equity shares in BSE Limited

#### 12. **DISCLOSURES:**

##### **Materially significant related party transactions**

All the Related Party Transactions are forming part of the notes to the Balance Sheet. Other than those there was no materially significant related party transaction with its promoters, directors or the management, their subsidiaries or relatives etc. that had a potential conflict with the interest of the Company at large.

Details of non compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange or Securities and Exchange Board of India (SEBI) or any Authority on any matter related to capital markets during last three years: NIL

Subsidiary Company: The Company does not have any subsidiary company.



**13. CODE OF CONDUCT**

The Board of Directors has already adopted the Code of Ethics and Business Conduct for the Directors and Senior Management personnel. This code is a comprehensive code applicable to all Directors, Executive as well as Non – executive and members of the Senior Management. The Code has been circulated to all the members of the Board and Senior Management Personnel and compliance of the same has been affirmed by them. A declaration given by the Managing Director is given below:

**14. DECLARATION BY THE MANAGING DIRECTOR PERSUANT TO CLAUSE 49 OF LISTING AGREEMENT**

To,  
The Member of Company  
Geetanjali Credit and Capital Limited

The Company has obtained from all the members of the Board and Senior Management Personnel of the Company, affirmation that they have complied with the Code of Ethics and Business Conduct framed for Directors and Senior Management Personnel in respect of the financial year 2014 – 2015.”

**By order of the board of directors**

**Place: Chandigarh**  
**Date : 01.09.2015**

**Paresh Patel**  
**(Chairman cum Managing Director)**

**Annexure –III**  
**Extract of Annual Return as on the Financial Year ended on 31<sup>st</sup> March, 2015**  
**Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the**  
**Companies (Management and Administration) Rules, 2014]**

**1. Registration And Other Details**

<b>i.</b>	CIN	L21012CH1990PLC010869
<b>ii.</b>	Registration Date	5 <sup>th</sup> December, 1990
<b>iii.</b>	Name of the Company	Geetanjali Credit And Capital Limited
<b>iv.</b>	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non-Govt. Company
<b>v.</b>	Address of the Registered office and contact details	SCO 23-24-25, II <sup>nd</sup> Floor, Sector 34-A, Chandigarh – 160022 Tel. No.079-31207638 Website: <a href="http://www.geetanjalicreditcapital.com">www.geetanjalicreditcapital.com</a> Email: gccl@india.com
<b>vi.</b>	Whether listed company	Yes/No – at Ahmedabad Stock Exchange Limited
<b>vii.</b>	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>M/s Purvasharegistry (India) Pvt. Ltd,</b> Unit No. 9 Shiv Shakti Industrial Estate, J.R.Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E) Mumbai – 400011

**2. Principal Business Activities Of The Company**

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

No.	Name and Description of main products/ services	% to total turnover of the company
<b>1</b>	Finance Serve ( 0807 )	<b>100</b>

**3. Particulars Of Holding, Subsidiary And Associate Companies**

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary /Associate	%of shares held	Applicable Section
1.	NIL				

**4. SHARE HOLDING PATTERN (Equity Share Capital Breakup As Percentage Of Total Equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year ( 01.04.2014)				No. of Shares held at the end of the year ( 31.03.2015)				Change during the year
	D-mat	Physical	Total	% of Total Share	D-mat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	-	281920	281920	9.04	-	281920	281920	6.38	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):-	-	<b>281920</b>	<b>281920</b>	<b>9.04</b>	-	<b>281920</b>	<b>281920</b>	<b>6.38</b>	-
<b>2) Foreign</b>									
g) NRIs- Individuals	-	-	-	-	-	-	-	-	-
h) Other- Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
<b>B.Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) FIIs	-	-	-	-	-	-	-	-	-
f) Foreign Venture	-	-	-	-	-	-	-	-	-

Capital Funds									
g) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	-	-	-	-	-	31000	31000	0.70	31000
b) Individuals (i) Individual shareholders holding nominal share capital up to ₹ 1 lakh	-	343280	343280	11.01	76000	739880	815880	18.46	472600
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	-	2494000	2494000	79.96	485000	1892500	2377500	53.80	(116500)
c) Others(Specify)	-	-	-	-	-	-	-	-	-
d) HUF	-	-	-	-	80000	832900	912900	20.66	912900
Sub-total (B)(2)	-	<b>2837280</b>	<b>2837280</b>	<b>90.96</b>	<b>641000</b>	<b>3496280</b>	<b>4137280</b>	<b>93.62</b>	<b>1300000</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	<b>2837280</b>	<b>2837280</b>	<b>90.96</b>	<b>641000</b>	<b>3496280</b>	<b>4137280</b>	<b>93.62</b>	<b>1300000</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	<b>3119200</b>	<b>3119200</b>	<b>100</b>	<b>641000</b>	<b>3778200</b>	<b>4419200</b>	<b>100</b>	<b>1300000</b>

## ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year ( 01.04.2014)			Shareholding at the end of the year (31.03.2015)			
		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	% change in shareholding during the year
1.	Bharat Bhushan Goyal	280010	8.98	-	280010	6.34	-	2.64
2.	Kewal K. Goyal	1910	0.06	-	1910	0.04	-	0.02
	<b>Total</b>	<b>281920</b>	<b>9.04</b>	<b>-</b>	<b>281920</b>	<b>6.38</b>	<b>-</b>	<b>2.66</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
	At the beginning of the year	<b>281920</b>	<b>9.04</b>	<b>281920</b>	<b>9.04</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.):	<b>Nil</b>	<b>Nil</b>	<b>281920</b>	<b>9.04</b>
	At the End of the year	<b>281920</b>	<b>6.38</b>	<b>281920</b>	<b>6.38</b>

**iv) Shareholding pattern of top ten shareholders**

Sr No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2014)		Shareholding at the end of the year (31.03.2015)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Bharat Bhushan Goyal	280010	8.98	280010	6.34
2.	Dipakbhai Bhikhabhai Ghoghari	90000	2.89	90000	2.04
3.	Chandrikaben D Kakadia	60000	1.92	60000	1.92
4.	Tanishqua Financial Services Ltd	31000	0.99	31000	0.99
5.	Babulal Raghavjibhai Miyani	30000	0.96	30000	0.96
6.	Bhavnaben Shambhubhai Dakhara	30000	0.96	30000	0.96
7.	Manishaben Rameshbhai Dakhara	30000	0.96	30000	0.96
8.	Afzal Mitha	30000	0.96	30000	0.96
9.	Amandeep Kaur Gill	30000	0.96	30000	0.96
10.	Tushar Premchand Khimasiya	30000	0.96	30000	0.96
11.	Chandrikaben Damjibhai Kakadia	Nil	NA	120000	2.72
12.	Nitin Suresh Kumar Gandhi Huf	Nil	NA	100000	2.26
13.	Mehul S Gandhi Huf	Nil	NA	100000	2.26
14.	Suresh Ramniklal Gandhi Huf	Nil	NA	100000	2.26

15.	Yagnesh S Gandhi Huf	Nil	NA	100000	2.26
16.	Gandhi Payal Mehulkumar	Nil	NA	100000	2.26
17.	Lalit Kumar Malara	Nil	NA	100000	2.26
18.	Ramilaben M. Patel	Nil	NA	90000	2.04

v) **Shareholding of Directors and Key Managerial personnel:**

Sr. no	For each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Bharat Bhushan Goyal	280010	8.98	280010	6.34

vi) **Indebtedness**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	19.24	-	19.24
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total(i+ii+iii)	-	<b>19.24</b>	-	<b>19.24</b>
Change in Indebtedness during the financial year	-	-	-	-
- Addition	-	-	-	-
- Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	-	19.24	-	19.24
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	<b>19.24</b>	-	<b>19.24</b>

vii) **Remuneration of directors and key managerial Personnel**

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

The Company is not paying any Remuneration to Managing Director or any other Executive Director

B. Remuneration to other directors:

The Company is not paying any Remuneration to Managing Director or any other Executive Director

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

(₹ In Lacs)

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

viii) 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>A. Directors</b>					
Penalty			NIL		
Punishment					
Compounding					
<b>B. Other Officers In Default</b>					
Penalty					
Punishment					
Compounding					

**Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2015**

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

To,  
The Members,  
Geetanjali Credit And Capital Limited  
Chandigarh

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Geetanjali Credit And Capital Limited**

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Secretarial Audit books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31/03/2015 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:

1. I have examined the books, papers, minute books, forms and returns filed and other records maintained by Gujarat Bitumen Limited for the financial year ended on 31/03/2015 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) and the rules made there under;
  - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
    - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)**
    - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014 **(Not Applicable to the Company during the Audit Period)**
    - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the company during the Audit Period)**
    - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period)** and
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period)**



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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (b) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

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

**OBSERVATIONS :**

- (i) As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of :
  - (a) External Commercial Borrowings were not attracted to the Company under the financial year under report;
  - (b) Foreign Direct Investment (FDI) were not attracted to the company under the financial year under report;
  - (c) Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad were not attracted to the company under the financial year under report.
  - (d) As per the information and explanations provided by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument under the financial year under report.
- (ii) I report that Company has missed out the publication for the intimation of Board meeting and financial results as required under clause 41 of the listing agreement signed with Ahmedabad Stock Exchange Limited
- (iii) I further report that appointment of CFO i.e. Chief Financial Officer of the company as required under section 203 of the companies act, 2013 is pending as on 31st March, 2015 for which management is in search of proper candidate.
- (iv) The Company has not file the form MGT -14 as required under section 179(3) of the companies Act, 2013 read along with rule 8 of the Companies Management and administration Rules, 2014 for following events:
  - (a) Appointment of Internal Auditors for the company.
  - (b) Approval of Quarterly Results for 3<sup>rd</sup> Quarter for Financial Year 2014-15.
- (v) The company has missed out the filing of return for the appointment of Company Secretary in Form MR-1 as required by rule the 3 of the (Companies Appointment and Remuneration of Managerial personnel) 2013.

5. We further report that :

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
  - (ii) 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.
  - (iii) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
6. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
7. We further report that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Date: 01.09.2015**  
**Place: Ahmedabad**

**Niki Patawari**  
**ACS No. 34234, COP No. 13066**

**DECLARATION**

I have declared that all the Board Members and Senior Management Personnel of the company have affirmed the compliance with the provision of the code of conduct for the year ended on 31<sup>st</sup> March, 2015.

**Place: Chandigarh**

**Date: 01.09.2015**

**Paresh Patel**

**Managing Director**

**To,  
The Members of  
Geetanjali Credit and Capital Limited**

We have examined the compliance of the condition of Corporate Governance by **Geetanjali Credit and Capital Limited** Ahmedabad Stock Exchange Limited in India.

The Compliance of the condition of corporate governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by company for ensuring the compliance of the condition of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the company.

In our opinion and to the best of our information given to us, we certify that the company has complied with the condition of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that in respect of the investor grievance received during the year ended 31<sup>st</sup> March, 2015, no such investor grievance remained unattended / pending for more than 30 days.

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

**Date: 01.09.2015  
Place: Ahmedabad**

**Niki Patawari  
ACS No. 34234, COP No. 13066**

## Independent Auditors' Report

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To the Members of  
**Geetanjali Credit and Capital Limited**

### Report on the Financial Statements

1. We have audited the accompanying Financial Statements of **GEETANJALI CREDIT AND CAPITAL LIMITED** (“**the Company**”), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and the Cash Flow Statement for the year then ended and a Summary of Significant Accounting Policies and other Explanatory Information.

### Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“**the Act**”) with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.
6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### Opinion

8. 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 of the state of affairs of the Company as at March 31, 2015 and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

9. As required by the Companies (Auditor's Report) Order, 2015 ("**the Order**") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.

**10. As required by section 143(3) of the Act, we further 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 appears from our examination of those books.
- c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- e) On the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014.
  - i) The Company does not have any pending litigations which would impact its financial position except as mentioned in *Point No 7 of CARO Audit Report*.
  - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative contracts.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For S Kansal & Associates.**  
**Chartered Accountants**

**Sachin Kansal**  
**Proprietor**  
**M.No. 137191**

**Place: Ahmedabad**  
**Date: 30.05.2015**

**Annexure referred to in paragraph 9 of Our Report of even date to the Members of GEETANJALI CREDIT AND CAPITAL LIMITED (“the Company”) on the accounts of the Company for the year ended 31<sup>st</sup> March, 2015**

**On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:**

**1. In respect of the Company’s fixed assets:**

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b) As explained to us, all the fixed assets have been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its fixed assets. No material discrepancies were noticed on such physical verification.
- c) In our opinion, the Company has not disposed of substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

**2. In respect of the Company’s inventories:**

- a) As explained to us, the Company is dealing in shares and securities and the same has been certified by the management. In our opinion the frequency of verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification as compared to the book records.

**3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013:**

According to the information & explanations given to us, the Company has not granted any loan to companies, firms or other parties covered in the register maintained u/s. 189 of the Companies Act, 2013.

4. In our opinion and according to the information and explanations given to us, there are generally adequate internal control systems commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods and services during the course of our audit. In our opinion and according to the information and explanations given to us, there is no continuing failure to correct major weakness in internal control system.
5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
6. According to the information and explanations provided by the Company, Central Government has not prescribed for cost records under Section 148(1) of the Companies Act, 2013.

**7. In respect of statutory dues:**

- a) According to the records of the Company, the Company is generally regular in depositing undisputed statutory dues including provident fund, investor education protection fund, employees’ state insurance, income tax, sales tax, wealth tax, service tax, custom duty, excise duty, cess and other material statutory dues with appropriate authorities, wherever applicable to it.

- b) According to information and explanation given to us, there are no undisputed amounts payable in respect of Income Tax, Sales Tax, Service Tax, and other statutory bodies which have remained outstanding as on 31st March, 2015 for a period of more than six months from the date they become payable, except as mentioned below.
- c) According to information and explanations given to us, there are statutory dues on account of Income Tax which have not been deposited on account of any dispute which are been pending before relevant Appellate Authorities as under:-

Nature of Dues	Amount (₹ In lacs)	Period to which amount relates	Forum where dispute is pending
Income tax – addition made on protective basis	210.00	1.4.98 to 31.03.99	Appellate Tribunal
Income tax – addition made on protective basis	39.58	1.4.99 to 31.03.00	Appellate Tribunal
Income tax – Penalty Imposed	73.50	1.4.98 to 31.03.99	Appellate Tribunal

8. The Company has accumulated losses at the end of the financial year. The company has not incurred any cash losses during the financial year covered by the audit and in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanation given to us, we are of the opinion that the Company has not taken any loans from financial institutions and banks. The Company does not hold any debentures.
10. According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
11. In our opinion and according to the information and explanation given to us, the term loans were applied for the purpose for which they were obtained.
12. During the course of our examination of the books and records of the Company, carried out in accordance with the auditing standards generally accepted in India, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the course of our audit nor have we been informed of any such instance by the Management.

**For S Kansal & Associates.  
Chartered Accountants**

**Sachin Kansal  
Proprietor  
M.No. 137191**

**Place: Ahmedabad  
Date: 30.05.2015**

**GEETANJALI CREDIT AND CAPITAL LIMITED**  
**Reg. Off:- SCO. 23-24-25, IInd Floor, Sector 34-A, Chandigarh-160022**  
**Corp. Office: 502/C, 5th Floor, Sahajanand Shopping Centre, Opp. Swaminaryan Temple,**  
**Ahmedabad - 380004**

**BALANCE SHEET AS AT 31ST MARCH, 2015**

( Amount In ₹ )

	Particulars	Notes	31.03.2015	31.03.2014
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>1 Shareholders' funds</b>			
	(a) Share capital	2	44,192,000	31,192,000
	(b) Reserves and surplus	3	(14,072,160)	(14,314,417)
			<b>30,119,840</b>	<b>16,877,583</b>
	<b>2 Non - current Liabilities</b>			
	(a) Long Term Borrowings	4	1,924,430	1,924,430
			<b>1,924,430</b>	<b>1,924,430</b>
	<b>3 Current liabilities</b>			
	(a) Trade Payables	5	344,638	-
	(b) Short Term provisions	6	93,875	65,575
	(c) Other Current Liabilities	7	-	319,218
			<b>438,513</b>	<b>384,793</b>
	<b>TOTAL</b>		<b>32,482,783</b>	<b>19,186,806</b>
<b>II.</b>	<b>ASSETS</b>			
	<b>1 Non-current assets</b>			
	(a) Fixed Tangible Assets	8	39,139	46,969
	(b) Deffered Tax Assets	9	43,364	43,364
	(c) Non Current Investments	10	4,100,000	4,100,000
	(d) Long Term Loan & Advances	11	10,120,464	4,747,464
			<b>14,302,967</b>	<b>8,937,797</b>
	<b>2 Current assets</b>			
	(a) Inventories	12	4,121,220	9,870,150
	(b) Trade Receivables	13	134,648	134,000
	(c) Cash and cash equivalents	14	13,526,261	198,326
	(d) Short Term Loans and Advances	15	351,154	-
	(e) Other Current Assets	16	46,533	46,533
			<b>18,179,816</b>	<b>10,249,009</b>
	<b>TOTAL</b>		<b>32,482,783</b>	<b>19,186,806</b>
	Significant Accounting policies and Notes to Accounts forming an integral part of the Balance Sheet	1 21		
	As per our report of even date For, S KANSAL & ASSOCIATES <i>Chartered Accountants</i>		<b>For and on behalf of Board of Directors</b>	
	<b>Sachin Kansal</b> <i>Proprietor</i> M.No. 137191 <i>Firm Reg No. 134937W</i>		<b>Paresh Patel</b> Managing Director	<b>Renuka Devera</b> Director
			<b>Dipesh Panchal</b> Company Secretary	
	<b>Place: Ahmedabad</b> <b>Date: 30.05.2015</b>		<b>Place: Ahmedabad</b> <b>Date: 30.05.2015</b>	

**GEETANJALI CREDIT & CAPITAL LIMITED**

Reg. Off:- SCO. 23-24-25, IInd Floor, Sector 34-A, Chandigarh-160022

Corp. Office: 502/C, 5th Floor, Sahajanand Shopping Centre, Opp. Swaminaryan Temple, Ahmedabad - 380004

<b>PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2015</b>				
<b>( Amount In ₹ )</b>				
	<b>Particulars</b>	<b>Notes</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>I</b>	<b>Income:</b>			
	Revenue from operations	17	6,418,682	492,000
	<b>Total Revenue</b>		<b>6,418,682</b>	<b>492,000</b>
<b>II</b>	<b>Expenses:</b>			
	Purchase of stock in trade - Equity Shares		-	239,000
	Changes in inventories	18	5,748,930	100,000
	Depreciation		14,330	3,481
	Employee Benefit Expenses	19	137,000	-
	Other expenses	20	247,865	42,119
	<b>Total expenses</b>		<b>6,148,125</b>	<b>384,600</b>
<b>III</b>	<b>Profit before tax ( I - II )</b>		270,557	107,400
<b>IV</b>	Tax expense:			
	Current tax		28,300	27,000
<b>V</b>	<b>Profit (Loss) for the period ( III - IV )</b>		<b>242,257</b>	<b>80,400</b>
	Earnings per equity share:			
	(1) Basic ( Weighted Average Per Share)		0.08	0.03
	No. of Equity Outstanding at the year end			
	Weighted Average No. of Equity Shares outstanding at the year end		3,122,761	3,119,200
	Significant Accounting policies and	<b>1</b>		
	Notes to Accounts forming an integral part of the Balance Sheet	<b>21</b>		
	As per our report of even date		<b>For and on behalf of Board of Directors</b>	
	<b>For, S KANSAL &amp; ASSOCIATES</b>			
	<i>Chartered Accountants</i>			
	<b>Sachin Kansal</b>		<b>Paresh Patel</b>	<b>Renuka Devera</b>
	<i>Proprietor</i>		<b>Managing Director</b>	<b>Director</b>
	<b>M.No. 137191</b>			
	<b>Firm Reg. No. 134937W</b>		<b>Dipesh Panchal</b>	
			<b>Company Secretary</b>	
	<b>Place: Ahmedabad</b>		<b>Place: Ahmedabad</b>	
	<b>Date: 30.05.2015</b>		<b>Date: 30.05.2015</b>	



**GEETANJALI CREDIT AND CAPITAL LIMITED**  
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**Ahmedabad - 380004**  
**CASH FLOW AS AT 31ST MARCH, 2015**

( Amount In ₹ )

Sr. No.	Particulars	As On 31st March,	
		2015	2014
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES:-</b>		
	Net Profit before Tax as per Profit & Loss Account	270,557	107,400
	Adjusted for:		
	Depriciation	14,330	3,481
	<b>Operating Profit before Working Capital Changes</b>	<b>284,887</b>	<b>110,881</b>
	Adjusted for:		
	(Increase)/ Decrease Trade Receivables	(648)	(79,000)
	(Increase)/ Decrease Short term Loans and Advances	(351,154)	
	(Increase)/ Decrease in Stock in Trade	5,748,930	100,000
	Increase/ (Decrease) Provisions	28,300	27,000
	Increase/ (Decrease) Trade Payable / Current Liabilities	25,420	-
	<b>Cash generated from Operating Activities</b>	<b>5,735,735</b>	<b>158,881</b>
	Adjustment related to previous year		
	Less : Direct Tax Paid	(28,300)	(27,000)
	<b>Net Cash from Operating Activities</b>	<b>5,707,435</b>	<b>131,881</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES:-</b>		
	Purchase of Fixed Assets	(6,500)	(50,450)
	<b>Net Cash ( used in) Investing Activities</b>	<b>(6,500)</b>	<b>(50,450)</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES:-</b>		
	Increase in Equity Share Capital	13,000,000	-
	(Increase)/ Decrease Long term Loans and Advances	(5,373,000)	
	<b>Net Cash ( used in)/ from Financing Activities</b>	<b>7,627,000</b>	<b>-</b>
<b>D.</b>	<b>Net Increase in Cash or Cash Equivalents</b>	<b>13,327,935</b>	<b>81,431</b>
<b>E.</b>	<b>Opening Balance of Cash and Cash Equivalents</b>	198,326	116,895
	<b>Closing Balance of Cash and Cash Equivalents</b> <b>( D + E )</b>	<b>13,526,261</b>	<b>198,326</b>

As per our report of even date

For and on behalf of Board of Directors

For, S KANSAL & ASSOCIATES  
Chartered Accountants

Sachin Kansal  
Proprietor  
M.No. 137191  
Firm Reg. No. 134937W

Place: Ahmedabad  
Date: 30.05.2015

Paresh Patel  
Managing Director

Renuka Devera  
Director

Dipesh Panchal  
Company Secretary

Place: Ahmedabad  
Date: 30.05.2015

## **SCHEDULE 1:-**

### **SIGNIFICANT ACCOUNTING POLICIES**

#### **1. Basis of Accounting**

- The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 211(3C) of the Companies Act, 1956 (“the 1956 Act”) (which continues to be applicable in respect of Section 133 of the Companies Act, 2013 (“the 2013 Act”) in terms of General Circular 15/2013 Dated September 13, 2013 Act, as applicable.
- The Company follows the mercantile system of accounting. Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principles.

#### **2. Use of Estimates:-**

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities on the date of financial statements and reported amount of revenues and expenses for the year. Actual results could differ from these estimates. Difference between the actual result and estimates are recognized in the period in which the results are known/ materialized. Any revision to an accounting estimate is recognized prospectively in the year of revision.

#### **3. Revenue Recognition :-**

Income/Expenses are accounted for on accrual basis and provisions are made for all known expenditure.

#### **4. Fixed Assets:-**

Fixed Assets are stated at cost of acquisition or construction, net of accumulated depreciation and adjustments arising from exchange rate variations relating to borrowings attributed to Fixed Assets. Cost includes incidental expenses capitalized from time to time on their due recognition, trial run expenses and interest attributable to the project till the date of commissioning.

#### **5. Depreciation:-**

Depreciation is calculated on Straight Line Method at the rates and in the manner prescribed in Schedule II of the Companies Act, 2013

#### **6. Inventories:-**

Inventories held in the form of shares are valued at lower of cost or net realizable value.

#### **7. Investments:-**

Long term Investments are stated at acquisition cost less provision, if any, for diminution in value other than temporary. Current Investments, if any, are carried out at lower of cost and fair value.

## **8. Segment Reporting:-**

The Company deals in only one reportable segment i.e. Financial Service Sector as per Accounting Standard 17 “Segment Reporting”.

## **9. Taxes on Income:-**

The current charge for income tax is calculated in accordance with the relevant provisions as prescribed under the Income Tax Act, 1961

## **10. Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that is reasonably estimate, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligations or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made

## **11. Earnings Per Share:**

Basic and diluted earnings per share are computed in accordance with Accounting Standard-20. Basic earnings per share is calculated by dividing the net profit or loss after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share are computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

## **12. Cash Flow Statement:**

Cash flow are reported using indirect method, whereby profit before tax is adjusted for the effects of the transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flow from operating, investing and financing activities of the Company is segregated.

Notes forming part of Financial Statements

2. SHARE CAPITAL

( Amount in ₹ )

<u>Share Capital</u>	As at 31 March 2015		As at 31 March 2014	
	Number	₹	Number	₹
<u>Authorised</u> Equity Shares of ₹ 10/- each	5,000,000	50,000,000	3,500,000	35,000,000
<u>Issued</u> Equity Shares of ₹10/- each	4,419,200	44,192,000	3,119,200	31,192,000
<u>Subscribed &amp; Paid up</u> Equity Shares of ₹ 10/- each fully paid	4,419,200	44,192,000	3,119,200	31,192,000
<b>Total</b>	<b>4,419,200</b>	<b>44,192,000</b>	<b>3,119,200</b>	<b>31,192,000</b>

The Company has only one class of equity shares having a per value of Rs. 10/- per share. Each shareholder is eligible for one vote per share.

Reconciliation of the number of shares outstanding is set out below:-

Particulars	Equity Shares	
	Number	₹
Shares outstanding at the beginning of the year	3,119,200	31,192,000
<b>Add:-Shares Issued during the year</b>		
Fresh Issue	1,300,000	<b>13,000,000</b>
Bonus Shares Issued	-	-
<b>Less:Shares bought back during the year</b>		
Other Changes (give details)	-	-
	<b>4,419,200</b>	<b>44,192,000</b>
Shares outstanding at the end of the year		

Details of Shareholders holding more than 5 % shares:-

Name of Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Bharat Bhushan Goyal	280010	6.34%	280010	8.98%

Notes forming part of Balance Sheet as on 31st March, 2015

( Amount In ₹ )

**NOTE 3**

<b>RESERVE AND SUPLUS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>Profit &amp; Loss Account</b>		
As per Last Year	(14,314,417)	(14,394,817)
Addition during the year	242,257	80,400
<b>Closing Balance</b>	(14,072,160)	(14,314,417)
	<b>(14,072,160)</b>	<b>(14,314,417)</b>

**NOTE 4**

<b>LONG TERM BORROWINGS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<b>Unsecured Considered Good</b>		
From Body Corporate	1,924,430	1,924,430
	<b>1,924,430</b>	<b>1,924,430</b>

**NOTE 5**

<b>TRADE PAYABLES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Sundry Creditors	344,638	-
	<b>344,638</b>	<b>-</b>

**NOTE 6**

<b>SHORT TERM PROVISIONS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Audit Fee Payable	29,500	29,500
Provision for Income Tax	64,375	36,075
	<b>93,875</b>	<b>65,575</b>

**NOTE 7**

<b>OTHER CURRENT LIABILITIES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Other Payables	-	319,218
	<b>-</b>	<b>319,218</b>

**Notes : 8 FIXED ASSETS**

(Amount In ₹.)

PARTICULARS	GROSS BLOCK				DEPRECIATION BLOCK				NET BLOCK	
	OPENING BALANCE	ADDITION	DEDUCTION	TOTAL	OPENING BALANCE	ADDITION	DED.	TOTAL	Current Year	Previous Year
<b>A. TANGIBLE FIXED ASSET</b>										
1. Computer	35,450		-	35,450	3,306	10,715	-	14,021	21,429	32,144
2. Furniture & Fixtures	-	6,500	-	6,500	-	650	-	650	5,850	-
3. Office Equipment	15,000			15,000	175	2,965		3,140	11,860	14,825
<b>Total - (A)</b>	<b>50,450</b>	<b>6,500</b>	<b>-</b>	<b>56,950</b>	<b>3,481</b>	<b>14,330</b>	<b>-</b>	<b>17,811</b>	<b>39,139</b>	<b>46,969</b>

Notes forming part of Balance Sheet as on 31st March, 2015

<b>NOTE 9</b>		( Amount In ₹ )	
<b>DEFERRED TAX ASSET(NET)</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
Deffered Tax Asset	43,364	43,364	
	<b>43,364</b>	<b>43,364</b>	

<b>NOTE 10</b>			
<b>NON-CURRENT INVESTMENTS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
<b>Trade Investments</b>			
<b>In Equity Shares( Un quoted) - At cost</b>			
Richet Builders and Investments Pvt. Ltd. 20,000 Equity Shares of Rs. 10/- each	2,000,000	2,000,000	
Shree Barah Investment Ltd. 20,000 Equity Shares of Rs. 10/- each	2,000,000	2,000,000	
GS Auto Leasing Ltd. 175000Equity Shares of Rs. 10/- each	100,000	100,000	
	<b>4,100,000</b>	<b>4,100,000</b>	

<b>NOTE 11</b>			
<b>LONG TERM LOANS AND ADVANCES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
Advances Recoverable in cash or in Kind	9,718,000	4,345,000	
Income Tax Refund Due	402,464	402,464	
	<b>10,120,464</b>	<b>4,747,464</b>	

<b>NOTE 12</b>			
<b>INVENTORIES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
<b>Stock in Trade (Equity shares)</b>			
( Valued at cost or Net Realisable value which ever is low)	4,121,220	9,870,150	
	<b>4,121,220</b>	<b>9,870,150</b>	

<b>NOTE 13</b>			
<b>TRADE RECEIVABLES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
<b>Unsecured, Considered Good</b>			
Trade Receivables less than six months	648	134,000	
Trade Receivables more than six months	134,000	-	
	<b>134,648</b>	<b>134,000</b>	

<b>NOTE 14</b>			
<b>CASH AND CASH EQUIVALENTS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>	
Balance with banks	13,388,856	1,960	
Cash on Hand	137,405	196,366	
	<b>13,526,261</b>	<b>198,326</b>	

**NOTE 15**

<b>SHORT TERM LOANS AND ADVANCES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Advance Recoverable in Cash or in Kind	345,000	-
<b>Statutory Dues</b>		
TDS Receivable - F.Y. 2014-15	6,154	-
	<b>351,154</b>	<b>-</b>

**NOTE 16**

<b>OTHER CURRENT ASSETS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
MAT Credit Entitlement	46,533	46,533
	<b>46,533</b>	<b>46,533</b>

Notes forming part of Profit and Loss account for the year ending on 31st March, 2015

**NOTE 17**

( Amount In ₹ )

<b>REVENUE FROM OPERATIONS</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Income from Sale of Securities	5,650,648	366,500
Other Income	768,034	125,500
	<b>6,418,682</b>	<b>492,000</b>

**NOTE 18**

<b>CHANGES IN INVENTORIES OF STOCK IN TRADE</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
<u>Inventories at the end of the year:</u>		
Equity Shares	4,121,220	9,870,150
<u>Inventories at the beginning of the year:</u>		
Equity Shares	9,870,150	9,970,150
<b>Net (increase) / decrease</b>	<b>5,748,930</b>	<b>100,000</b>

**NOTE 19**

<b>EMPLOYEE BENEFIT EXPENSES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Staff Salary	137,000	-
	137,000	-

**NOTE 20**

<b>OTHER EXPENSES</b>	<b>31.03.2015</b>	<b>31.03.2014</b>
Auditor's Remuneration	29,500	29,500
Office Expenses	31,810	12,619
ROC Filing Fee	68,500	-
Printing & Stationery Expenses	1,705	-
Telephone Expenses	2,455	-
Legal & Professional Fees	46,664	-
Bank Charges	14,319	-
Balance Written off	500	-
Power, Fuel and Water Expenses	324	-
Internet Expenses	4,088	-
Rent, Rates and Taxes	48,000	-
	<b>247,865</b>	<b>42,119</b>



## 21. NOTES FORMING PART OF BALANCE SHEET AND PROFIT & LOSS ACCOUNT

### 1. Earnings Per Share:-

The earnings per share of the Company is as under:-

Sr.No.	Particulars	31.03.2015	31.03.2014
A.	Net Profit for the year attributable to Equity Shareholders	₹2,42,257.00	₹80,400.00
B.	Number of Equity Shares Outstanding	44,19,200	31,19,200
C.	Weighted Number of Equity shares Outstanding	31,22,761	31,19,200
	<b>Basic Earnings Per Share (A / C)</b>	0.08	0.03

### 2. Related Party Disclosures:-

During the year, there are no transactions entered in to by the Company with the related parties as prescribed by Accounting Standard -18

### 3. Addition information as required under Part II of the Schedule VI of the Companies Act, 1956:-

- A. CIF Value of Imports during the period: Nil ( P.Y. Nil)  
B. Expenditure in Foreign Currency: Nil ( P.Y. Nil)  
C. Amount Remitted in Foreign Exchange: Nil ( P.Y. Nil)  
D. Earning in Foreign Exchange: Nil ( P.Y. Nil)
4. Claims against the Company not acknowledged as Debts: Nil ( P.Y. Nil)
5. Contingent liability not provided for – Income tax Demand Rs. 99.96 lacs ( PY Rs. 99.96 Lacs)
6. In the opinion of the Board of Directors, the aggregate value of loans and advances on realisation in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet.
7. The Debit and Credit balances are subject to the confirmation from respective parties.
8. Audit Fee Payable for the current year ₹ 29,500.00 ( P.Y ₹ 29,500.00)
9. Previous year's figures have been regrouped /re-arranged wherever necessary.

As per our separate report of  
Even date attached

For, Geentanjali Credit And Capital Ltd

For, S. Kansal & Associates  
Chartered Accountants

Sachin Kansal  
Proprietor  
M.No. 137191

Paresh Patel  
Managing Director

Renuka Devera  
Director

Date: 30.05.2015  
Place: Ahmedabad

Dipesh Panchal  
Company Secretary

Schedule appended to the Balance Sheet of a Non- Banking Financial Company

(As required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998.

(₹ In Lacs)

Liabilities Side	2014-15		2013-14	
1.Loans and advances availed by NBFCs. Inclusive of interest accrued thereon but not paid	Amount O/s	Amount Overdue	Amount O/s	Amount Overdue
A) Debentures- Secured/ Unsecured	Nil	Nil	Nil	Nil
B) Deferred Credits	Nil	Nil	Nil	Nil
C) Term Loans	Nil	Nil	Nil	Nil
D) Inter-Corporate Loans and borrowings	19.24	Nil	19.24	Nil
E) Commercial paper	Nil	Nil	Nil	Nil
F) Public Deposits	Nil	Nil	Nil	Nil
G) Other Loans	Nil	Nil	Nil	Nil
2.Break up of 1(f) above(O/s of Public Deposits)	Not Applicable as the Company is Non –deposit taking NBFC			
Asset Side	2014-15 Outstanding		2013-14 Outstanding	
3.Break up of loans and advances including Bill Receivable(other than those included in 4 Below)				
a)Secured	Nil		Nil	
b)Unsecured	98.53		44.79	
4.Break up of leased Assets and stock on hire and hypothecation loan counting towards EL/ HP activities	Nil		Nil	
5.Break up of Investment ( net of provision for diminution)	2014-15		2013-14	
Current Investment	Nil		Nil	
Non –Current Investment – Long term				
1)Quoted	Nil		Nil	
2)Un-Quoted				
Shares – Equity	41.00		41.00	

1. Borrowers group wise classification of all leased assets, stock on hire, loans and advances including other current assets(Amount Net of Provision)

(₹ In Lacs)

	2014-15			2013-14		
	Secured	Unsecured	Total	Secured	Unsecured	Total
1. Related Parties	Nil	Nil	Nil	Nil	Nil	Nil
2. Other than Related Parties	Nil	97.18	97.18	Nil	43.45	43.45
<b>Total</b>	<b>Nil</b>	<b>97.18</b>	<b>97.18</b>	<b>Nil</b>	<b>43.45</b>	<b>43.45</b>

2. Investor group wise classification of all investment (current and long term) in shares and securities (both quoted and un-quoted)

(₹ In Lacs)

Category	2014-15		2013-14	
	Market value/break up of fair value or NAV	Book Value (Net of Provisions)	Market value/break up of fair value or NAV	Book Value (Net of Provisions)
1. Related Parties	Nil	Nil	Nil	Nil
2. Other than Related Parties	41.00	41.00	41.00	41.00
<b>Total</b>	<b>41.00</b>	<b>41.00</b>	<b>41.00</b>	<b>41.00</b>

3. Other Information

Sr. No	Particulars	2014-15	2013-14
1	Gross Non- Performing Assets		
	a)Related parties	Nil	Nil
	b)Other than Related Parties	Nil	Nil
2	Net Non-Performing Assets		
	a)Related parties	Nil	Nil
	b)Other than Related Parties	Nil	Nil
3	Assets acquired under satisfaction of debt	Nil	Nil

For and On Behalf of Board

**Paresh Patel**  
Managing Director

**Renuka Devera**  
Director

**Dipesh Panchal**  
Company Secretary

Place: Chandigarh  
Date: 30.05.2015

**GEETANJALI CREDIT AND CAPITAL LIMITED**

Registered Office : SCO 23-24-25, II<sup>nd</sup> Floor, Sector -34 A, Chandigarh – 160022

Corporate Office: 502/C 5<sup>th</sup> Floor, Sahajanand Complex, Opp. Swaminarayan Temple,Shahibaug, Ahmedabad-380004

Email Id: [gccl@india.com](mailto:gccl@india.com), Tel No. +91-79-31207638, Website : [www.geetanjalicreditcapital.com](http://www.geetanjalicreditcapital.com)

CIN NO. L21012CH1990PLC010869

**ATTENDANCE SLIP**

DP ID \_\_\_\_\_

(To be presented at the entrance)

Folio No./Client ID \_\_\_\_\_

I/We hereby record my/our presence at the 25<sup>th</sup> Annual General Meeting of the company at SCO 23-24-25, IInd Floor, Sector -34 A, Chandigarh – 160022 on Wednesday, 30<sup>th</sup> day of September, 2015 at 11.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTERANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

\_\_\_\_\_  
Signature of the Member/ Proxy

**PROXY FORM**

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

**GEETANJALI CREDIT AND CAPITAL LIMITED**

Registered Office : SCO 23-24-25, II<sup>nd</sup> Floor, Sector -34 A, Chandigarh – 160022

Corporate Office: 502/C 5<sup>th</sup> Floor, Sahajanand Complex, Opp. Swaminarayan Temple, Shahibaug, Ahmedabad-380004

Email Id: [gccl@india.com](mailto:gccl@india.com), Tel No. +91-79-31207638, Website : [www.geetanjalicreditcapital.com](http://www.geetanjalicreditcapital.com)

CIN NO. L21012CH1990PLC010869

Name of the Member(s):  
Registered address:  
E-mail Id:  
Folio No./ Client ID:  
DP Id:

I/We being the member(s) of \_\_\_\_\_ shares of the above named Company hereby appoint:

(1) Name: \_\_\_\_\_

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

E-mail Id: \_\_\_\_\_ or falling him;

(2) Name: \_\_\_\_\_

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

E-mail Id: \_\_\_\_\_ or falling him;

As my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the company to be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 11.00 a.m. at SCO 23-24-25, II<sup>nd</sup> Floor, Sector -34 A, Chandigarh – 160022 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No	Particulars of Resolution	Voting	
		For	Against
	<b>ORDINARY BUSINESS</b>		
1	Consider and adopt Financial Statements of the Company for the year ended 31 <sup>st</sup> March, 2015 together with the Reports of the Board of Directors and Auditors' thereon		
2	To Reappoint Mr. Paresh Ghanshyambhai Patel retires by rotation and, being eligible, himself for Re-appointment.		
3	Appointment of Auditors of the Company and fixing their remuneration		
	<b>SPECIAL BUSINESS</b>		
4	To appoint Ms. Niki Patawari, Practising Company Secretary as Secretarial Auditor of the Company.		
5	To appoint Mrs. Renuka Maunesh Devera as an Independent Director.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

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

Affix Revenue  
Stamp

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder