



Gujarat State Financial Corporation

(Established under State Financial Corporations Act, 1951)

SECRETARIAL CELL

1st Floor, Udyog Bhavan, Sector-11, GH-4, Gandhinagar – 382 010

Phone No.: 23256766 Fax : 23252204 Email: sec-cell-gsfc@gujarat.gov.in

GSFC/SEC.CELL/C-2/

September 15, 2018

The Corporate Relations Department
BSE Ltd
25th Floor,
Phiroz Jeejeebhoy Towers
Dalal Street, Fort
Mumbai 400 001

Sub: Regulation 34 of Listing Regulations - Annual Report
Ref: Stock Code 532160

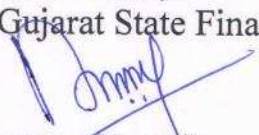
Dear Sirs,

The 58th Annual Report for FY 2017-18 was placed before the members at the Annual General Meeting held on Friday, the 14th September, 2018 at 11.30 am in the Office of the Chairman at Head Office and was adopted by the members unanimously.

In compliance with Regulation 34 of the SEBI (LODR) Regulations, 2015, please find forwarded herewith the Annual Report for the financial year 2017-18 as adopted by the members in the aforesaid Annual General Meeting.

Thanking you,

Yours faithfully,
for Gujarat State Financial Corporation


Secretary (Board)

58th Annual Report 2017-18



Gujarat State Financial Corporation
Udyog Bhavan, Block No. 10, GH-4, Sector-11,
Gandhinagar - 382010

Y-280-7000-07-2018

**GUJARAT STATE
FINANCIAL CORPORATION
GANDHINAGAR**



BOARD OF DIRECTORS

(As on 30th June, 2018)

❖ CHAIRMAN ❖

Shri Manoj Kumar Das, IAS

❖ DIRECTORS ❖

Shri Hurbert Christian

Shri Pushkar Mishra

❖ MANAGING DIRECTOR ❖

Smt. Mamta Verma, IAS

❖ SECRETARY (BOARD) ❖

Raveendran Nair

❖ AUDITORS ❖

M/s. Manubhai & Shah, LLP

Chartered Accountants, Ahmedabad

❖ HEAD OFFICE ❖

**Block No. 10, 1st Floor, Sector-11, Udyog Bhavan
Gandhinagar-382010**

❖ REGIONAL OFFICES AT ❖

Gandhinagar, Surat & Rajkot



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NOTICE

Notice under Regulation No. 23 of General Regulations of the Corporation is hereby given that the 58th Annual General Meeting of the shareholders of the Corporation will be held on **Friday, the 14th September, 2018 at 11.30 a.m. in the Office of the Chairman at Head Office at Udyog Bhavan, Block No. 10, 1st Floor, Sector – 11, Gandhinagar 382 010** to transact the following business:

- (i) To receive, consider and adopt the audited financial statements of the Corporation for the Financial Year ended 31st March 2018 including the Balance Sheet as at March 31, 2018, Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- (ii) To appoint M/s. Priyam R Shah & Associates, Chartered Accountants, Ahmedabad, as Statutory Auditors of the Corporation to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting as recommended by RBI and to fix their remuneration.

By order of the Board of Directors,

Place : Gandhinagar

Date : 09-07-2018

(MAMTA VERMA, IAS)

MANAGING DIRECTOR

NOTES:

1. Pursuant to Regulation 28-B of GSFC General Regulations, a shareholder shall be entitled for one vote for each share held by him/her for the whole period of six months prior to the date of 58th Annual General Meeting.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE CORPORATION.
3. **No proxy shall be valid unless it is duly stamped and unless it together with the power of attorney or other authority, if any, under which it is signed or a copy of that power of authority certified by a notary public or Magistrate, is deposited at the Head Office of the Corporation not less than 7 clear days before the date fixed for the meeting.**
4. Pursuant to Regulation 12 of the GSFC General Regulations, the Register of Members and Share Transfer Books will **remain closed from 11.09.2018 to 14.09.2018 (both days inclusive).**
5. Shareholders seeking any information with regard to accounts are requested to write to the Corporation at least 10 days before the meeting so as to enable the management to keep the information ready.
6. Members are requested to bring their copy of Annual Report at the meeting.



7. Members holding the shares in physical mode are requested to notify immediately the change of their address and e-mail id to the R & T Agent of the Corporation. In case shares held in dematerialized form, the information regarding change of address and e-mail id should be given to their respective Depository Participant.

8. Instructions for shareholders voting electronically are as under:-

In compliance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporation is pleased to provide e-voting facility through M/s. Central Depository Services Ltd (CDSL) as an alternative in respect of the business to be transacted at the 58th Annual General Meeting to be held on 14.09.2018. The e-voting facility is available at the link www.evotingindia.com. Pursuant to Regulation 28-B of GSFC General Regulations, **the cut-off date for the purpose of voting is 16th March, 2018.**

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- (i) The voting period begins on **Tuesday, the 11th September, 2018 at 9.00 a.m.** and ends on **Thursday, the 13th September, 2018 at 5.00 p.m.** During this period, shareholders of the Corporation holding shares either in physical form or in dematerialized form, as on the cut-off date (i.e., **Friday, the 16th March, 2018**) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Corporation.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Corporation/ Depository Participant are requested to use the 10 digits Sequence Number in the PAN Field. The Sequence Number is printed on address sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Corporation records in order to login. <ul style="list-style-type: none">If both the details are not recorded with the depository or Corporation, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).



- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of GUJARAT STATE FINANCIAL CORPORATION.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - “m-Voting” for e-voting . m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m-Voting using their e-voting credentials to vote for the Corporation resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xxi) Kindly note that once you have cast your vote, you cannot modify or vote on poll at the Annual General Meeting. However, you can attend the meeting and participate in the discussions, if any.
- (xxii) Mr. Pragnesh M Joshi, Practicing Company Secretary, Ahmedabad, Gujarat (Membership No. FCS 7238 & Certificate of Practice No. 7743) has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in the AGM in a fair and transparent manner.
- (xxiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Ballot Paper"/Polling Paper" for all those members who are present at the AGM but have not cast their vote by availing the facility of e-voting.
- (xxiv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast in the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Corporation and shall make, not later than forty-eight hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xxv) The results of voting on the above resolutions shall be declared not later than 48 hours from the conclusion of the Annual General Meeting of the Corporation. The results declared along with the Scrutinizer's Report will be made available on the Corporation's website and on the website of Central Depository Services (India) Limited the same shall be simultaneously communicated to BSE Ltd.
- (xxvi) Resolutions assented to by the requisite majority of the members by means of venue voting and remote e-voting shall be deemed to have been duly passed at the AGM.



FOR ATTENTION OF MEMBERS

HOLDING SHARES IN PHYSICAL FORM

1. Mandatory updation of PAN and Bank details against holding:

The Securities and Exchange Board of India has by its circular No. SEBI/HO/MISRD/DOP1/CIR/P/2018/73 dated April 20, 2018 mandated that companies through their RTAs (Registrar and Transfer Agents) take special efforts to collect copy of PAN and bank account details of all securities holders holding securities in physical form. Members are, therefore, requested to forward (i) self-attested copy of PAN card of all security holders, (ii) cancelled cheque leaf with name of the first holder (if name is not printed on cheque leaf, bank attested copy of the first page of passbook showing name of account holder may be provided) and (iii) address proof (self-attested Aadhaar card).

2. Transfer of shares in dematerialized form only.

Securities and Exchange Board of India, vide Notification No. SEBI/LAD-NRO/GN/ 2018/24 dated 8th June, 2018 inserted a proviso to Regulation 40 to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that **“except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.”** The said proviso shall come into force on the one hundred and eightieth day from the date of its publication. BSE Ltd, vide circular No. LIST/COMP/15/2018-19 dated July 5, 2018, advised that, with effect from December 5, 2018, listed companies and their RTAs should **ensure that shares which are lodged for transfer shall be in dematerialized form only. Members are, therefore, requested to take note that no transfer of physical shares will be entertained from 5th December, 2018.**



GUJARAT STATE FINANCIAL CORPORATION DIRECTORS' REPORT

To the Members,

Your Directors have great pleasure in presenting the 58th Annual Report of the Corporation together with the audited accounts for the year ended 31st March, 2018.

1. Economic Scenario:

The economy of India is a developing mixed economy. It is the world's sixth largest economy by nominal GDP and the third largest by purchasing power parity (PPP). After 1991 economic liberalization, India achieved 6 – 7% average GDP growth annually. In FY 2015 and 2018, India's economy became the world's fastest growing major economy, surpassing China. The long-term growth prospective of the Indian economy is positive due to its young population, corresponding low dependency ratio, healthy savings and investment rates and increasing integration into the global economy. The fiscal rectitude of the Government and its focus on raising the 'trend' rate rather than 'cyclical' growth will enhance the credibility of policy making, improve investor confidence and make India resilient to external shocks.

As per the second advanced estimates of the Central Statistics Office (CSO), the Indian economy is expected to grow 6.6 per cent in the fiscal ending March 31, 2018 compared to 7.1 per cent in 2016-17. The annual rate of inflation, based on monthly Wholesale Price Index, stood at 2.47 per cent for the month of March, 2018 over March, 2017 as compared to 2.48% for the previous month and 5.11 per cent during the corresponding month of the previous year. Build up inflation rate in the financial year was 2.47 per cent compared to a build-up rate of 5.11 per cent in the corresponding period of the previous year. The Economic Survey for 2017-18 struck an optimistic note about economic growth going forward. It noted that there were robust signs of growth in the second half of the financial year and predicted that growth for the full 2017-18 financial year would be 6.75 per cent year on year, higher than the Central Statistics Organization's prediction. The survey further estimated that the fading of shocks to economic activity like demonetization together with a recovery in the global demand and some domestic policy actions would raise growth in the coming financial year to 7-7.5 per cent. The impact of GST and demonetization has faded and the economy is seeing signs of revival. With the stabilization of GST, completing the twin balance sheet actions, decelerating inflation and staving off threats to macro-economic stability, the growth potential of Indian economy is optimistic.

2. Financial results:

During the year under reference, interest on loans and advances increased 103.52 per cent to Rs.6.46 crore compared to Rs.3.18 crore reported in the previous year. Due to decreasing trend of rates of interest, interest on deposits reduced by 8.31% and stood at Rs.8.28 crore as against Rs.9.04 crore a year ago. Other income, including provision written back, almost halved to Rs.3.24 crore during the year under report over Rs.5.85 crore reported in the previous year. Corporation recorded a total income of Rs.17.98 crore in the year under report as against Rs.18.07 crore a year ago.



Corporation is taking all efforts to reduce the expenditure to the maximum extent possible. Though personnel and other expenses could very well be contained, interest on borrowings is increasing. Total expenditure for the year under report stood at Rs.133.51 crore compared to Rs.135.25 crore reported in the previous year. Corporation registered a loss of Rs.115.53 crore during the year under report compared to Rs.117.18 crore reported a year ago. The accumulated loss as on the last day of the report stood at Rs.2,572.43 crore as a result of which no dividend is recommended for the year.

3. Borrowings:

During the year under report, no borrowing was resorted to by the Corporation. Borrowings remained static at Rs.661.68 crore payable to Government of Gujarat.

4. Recovery:

Corporation is focusing its operations only on recovery of dues and all out efforts to recover as much dues as possible. In order to boost the recovery, various One Time Settlement Schemes are in operation. As a result of relentless efforts made, Corporation could register an increase of 23.36% in recovery of dues during the year and it stood at Rs.8.66 crore over Rs.7.02 crore recovered in the previous year.

5. Human Resource:

The staff strength on the pay-roll of the Corporation declined due to retirement and stood at 56 on the last day of the year under report as against 61 reported in the previous year. The break up staff strength is as under:-

Sr. No.	Category	Total
1	'A' Grade officers	4
2	'B' Grade employees	43
3	'C' Grade employees	9
Total		56

Two employees are loan service and 19 employees are on deputation with other Government departments. The effective staff strength of the Corporation stood at 35 spread over three Regional Offices and Head Office.

6. Corporate Governance:

The Corporation has been continuously observing the corporate governance practices. A separate section on Corporate Governance and a certificate from Shri Kishor Dudhatra, Practicing Company Secretary, regarding compliance of the conditions of Corporate Governance in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 form part of this Annual Report.

Management Discussion and Analysis Report and declaration by Managing Director that the Board of Directors and Senior Management Personnel have complied with the Code of Conduct also form part of this Report.

7. Auditors:

Section 37 (1) of SFCs Act, 1951 stipulates that the auditors shall be appointed by the Corporation in general meeting of shareholders out of the panel of auditors approved by the Reserve Bank of India for such term and such remuneration as the RBI may fix. The directives of Reserve Bank of India prescribe that an audit firm may continue for a term of four years in one spell. M/s. Manubhai & Shah LLP, Auditors of the Corporation, who were re-appointed as statutory auditors at the last Annual General Meeting, have completed



their consecutive term of four years. Since M/s. Manubhai & Shah LLP has already completed their term of four years, RBI confirmed the eligibility of M/s. Priyam M Shah & Associates, Chartered Accountants (FRN/Mem. No. 118421W) as the statutory auditors vide letter No. DBS.ARS.No.6438/ 08:05:038(Gujarat)/2017-18 dated May 8, 2018 for the year 2018-19 and their appointment is recommended by the Board for approval of shareholders at the ensuing Annual General Meeting.

The statutory auditors have submitted their Independent Auditor's Report on the financial statements of the Corporation for the year ended 31st March, 2018 which contains qualifications. Management's views on the qualifications are given in Addendum to this Report and also form part of the Annual Report.

8. Board of Directors:

During the year under reference, Small Industries Bank of India (SIDBI), vide letter dated 31st May, 2017, nominated Shri Manoj Kumar Das, IAS as Chairman on the Board of the Corporation in exercise of the powers vested in it under Section 15 (1) read with Section 10 (a) of the SFCs Act, 1951 in place of Shri PK Taneja, IAS (Retd.). Government of Gujarat in Finance Department, vide Office Order dated 14.7.2017, nominated Shri Hurbert Christian, Financial Advisor (Ind.) on the Board of the Corporation in place of Shri C.J. Macwan. Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of the Directors joined during the year under reference, is furnished in the Corporate Governance Report attached to this Report.

The Board places on record its appreciation for the valuable services rendered by the outgoing Directors.

Subsequently, in terms of Section 10 (c) of the SFCs Act, 1951, Small Industries Development Bank of India, Mumbai, vide letter dated May 08, 2018, nominated on ex-officio capacity the Deputy General Manager, SIDBI, Ahmedabad Branch Office as Director on the Board of the Corporation with immediate effect replacing Shri Pramod Kumar Vijayvargia. Accordingly, Shri Pushkar Mishra, the present incumbent of the post, became Director on the Board of the Corporation. Brief resume of the Director is as under:-

Shri Pushkar Mishra, aged 47 years, is a post graduate in Commerce. He has rich and varied experience of 22 years in financial sector. He is the Chairman of the Audit Committee of the Corporation. He does not hold directorship in any other company or firm. He is not holding any shares of the Corporation in his individual capacity and is not related to any Director or Key Managerial Personnel of the Corporation.

9. Directors' Responsibility Statement

The Directors, based on the representations received from the Operations Departments and to the best of their knowledge and ability, hereby confirm that:

1. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. they 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 Corporation at the end of the financial year ended 31st March, 2018 and of the profit and loss of the Corporation for that period;
3. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the regulatory provisions for safeguarding